**HVA: Annual Corporate Governance Report 2023**

On January 12, 2024, HVA Investment Joint Stock Company announced Report No. 02/2023/BC-QT on the corporate governance 2023 as follows:

* Name of Company: HVA Investment Joint Stock Company
* Head office address: No. 81 Nguyen Hien Road, 91B Residential Area, An Khanh Ward, Ninh Kieu District, Can Tho City, Vietnam.
* Tel: 02923.826.688 Fax: Email: cbtt.hva@gmail.com
* Charter capital: VND 136,500,000,000
* Securities code: HVA
* Corporate governance model:
* The General Meeting, Board of Directors, Managing Director and Audit Committee under the Board of Directors.
* Internal audit: Implemented

1. Activities of the General Meeting

In 2023, the Company held the Annual General Meeting on June 05, 2023:

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| No. | Resolution | Date | Contents |
| 1 | No. 0506/2023/NQ-DHDCD/HVA | June 5, 2023 | * Approve Report No. 01/2023/BC-HDQT of the Board of Directors on the Board of Directors' activities in 2022 and plan for 2023; * Approve Report No. 02/2023/BC-BTGD of the Board of Management on the Board of Management’s activities in 2022 and plan for 2023; * Approve Report No. 03/2023/BC-BKTNB of the Internal Audit Committee on the Internal Audit Committee’s activities in 2022 and plan for 2023; * Approve Proposal No. 01/2023/TTr-HVA on the audited Separate Financial Statements and Consolidated Financial Statements 2022; * Approve Proposal No. 02/2023/TTr-HVA on settlement of remuneration for the Board of Directors in 2022 and expected plan for 2023; * Approve Proposal No. 03/2023/TTr-HVA on selecting an audit company for the fiscal year 2023; * Approve Proposal No. 04/2023/TTr-HVA on temporarily suspending the implementation of the private share issue plan; * Approving Proposal No. 05/2023/TTr-HVA on selling fixed assets at 81 Nguyen Hien Road, 91B Residential Area, An Khanh Ward, Ninh Kieu District, Can Tho City, Vietnam; * Approve Proposal No. 06/2023/TTr-HVA on adjusting foreign ownership rate; * Approve Proposal No. 07/2023/TTr-HVA on changing industry and business lines and amending the Company's Charter; * Approve Proposal No. 08/2023/TTr-HVA on dismissing and electing additional members of the Board of Directors for the remaining term of 2022-2026; * Approve Report No. 09/2023/TTr-HVA on the policy of expanding agricultural business activities; * Approve Proposal No. 10/2023/TTr-HVA on investing policy to contribute capital to FundGo Startup and Innovation Fund |

1. Boards of Directors (Annual Report 2023):
2. Information about members of the Board of Directors:

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| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position (independent member, non-executive member of the Board of Directors) | Date of appointment/dismissal as member/independent member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1. | Vuong Le Vinh Nhan | Chair of the Board of Directors | August 9, 2022 |  |
| 2. | Vu Hai Nam | Independent member of the Board of Directors | July 30, 2022 |  |
| 3. | Truong Gia Bao | Independent member of the Board of Directors | June 5, 2023 |  |
| 4. | Nguyen Chi Cong | Independent member of the Board of Directors | June 5, 2023 |  |
| 5. | Nguyen Thanh Dat | Member of the Board of Directors | July 30, 2022 | June 5, 2023 |
| 6 | Nguyen Minh Duy | Member of the Board of Directors | June 30, 2020 | June 5, 2023 |
| 7. | Dinh Tuan Kiet | Non-executive member of the Board of Directors | June 30, 2021 | June 5, 2023 |

1. Board Resolutions/Decisions:

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| --- | --- | --- | --- |
| No. | Resolutions/Decisions | Date | Contents |
| 1. | 0504/2023/NQ-HDQT | April 5, 2023 | Approve the temporary suspension of the private placement plan |
| 2. | 1004/2023/NQ-HDQT/HVA | April 10, 2023 | Approve the extension of organizing the Annual General Meeting 2023 and the record date to exercise the rights to attend the Annual General Meeting 2023. |
| 3. | 0606/2023/NQ-HDQT | June 6, 2023 | Approve the investment to purchase shares of Bao Chau Pharmaceutical Group Joint Stock Company |
| 4. | 0806/2023/NQ-HDQT | June 8, 2023 | Approve the implementation of property transactions at No. 81 Nguyen Hien Street, 91B Residential Area, An Khanh Ward, Ninh Kieu District, Can Tho City according to Proposal No. 05/2023/TTr-HVA approved at the Annual General Meeting 2023 |
| 5. | 1206/2023/NQ-HDQT | June 12, 2023 | Approve the dismissal and election of additional members of the Internal Audit Committee under the Board of Directors and approve the capital investment in FundGo Startup and Innovation Fund. |
| 6. | 1306/2023/NQ-HDQT | June 13, 2023 | Approve the change of the Company's industry and business lines to meet the maximum foreign ownership rate at 49%. |
| 7. | 1506/2023/NQ-HDQT | June 15, 2023 | Approve the investment to purchase shares of Avina Coffee Corporation Joint Stock Company. |
| 8. | 2206/2023/NQ-HDQT | June 22, 2023 | Approve the change of some contents related to the investment in FundGo Startup and Innovation Fund. |
| 9. | 2706/NQ-HDQT | June 27, 2023 | Approve the promulgation of: “Amendments to the Charter of HVA Investment Joint Stock Company” with contents approved at the Annual General Meeting 2023. |
| 10. | 0707/2023/NQ-HDQT | July 7, 2023 | Approve the change of the Company's industry and business lines to meet the maximum foreign ownership rate of 49%. |
| 11. | 2407/2023/NQ-HDQT | July 24, 2023 | Approve the promulgation of: “Amendments to the Charter of HVA Investment Joint Stock Company” with contents of the change of industry and business lines approved at the Annual General Meeting 2023. |
| 12. | 1508/2023/NQ-HDQT | August 15, 2023 | Approve the divestment in Dai Phat Vina Joint Stock Company |
| 13. | 1411/2023/NQ-HDQT | November 14, 2023 | Approve the change of the Company's Legal Representative and the change of the Authorized Person to disclose information |
| 14. | 0112/2023/NQ-HDQT | December 1, 2023 | Approve the change of the representative for managing the contributed capital/investment capital of HVA Investment Joint Stock Company at FundGo Startup and Innovation Fund, Avina Coffee Corporation Joint Stock Company and Bao Chau Pharmaceutical Group Joint Stock Company |
| 15. | On the 5th of every month | | Regular meetings on issues within the authority of the Board of Directors |

1. Audit Committee (Annual Report 2023)
2. Information about members of the Audit Committee:

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| --- | --- | --- | --- | --- |
| No. | Member of the Audit Committee | Position | Date of appointment/dismissal as member of the Supervisory Board/Audit Committee | Qualification |
| 1 | Vu Hai Nam | Chief of the Audit Committee | June 12, 2023: Dismissed as the Chair of the Audit Committee | Mechanical engineer - Hanoi University of Science and Technology |
| Member of the Audit Committee | August 9, 2022: Appointed as a member of the Audit Committee |
| 2 | Nguyen Chi Cong | Chief of the Audit Committee | June 12, 2023: Appointed as the Chair of the Audit Committee | Master of Business Administration - Can Tho University |
| 3 | Dinh Tuan Kiet | Member of the Audit Committee | June 5, 2023: Dismissed as a member of the Audit Committee | Electrical and Electronics Engineer - University of Technology and Education, Can Tho City Branch |

1. Executive Board

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| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | NGUYEN THI QUYNH OANH | April 21, 1991 | Bachelor in Business Administration - Hanoi University of Business and Technology | Appoint as the Managing Director: August 26, 2022 |
| Dismiss from the position as the Managing Director from November 14, 2023 |
| 2 | LE HOA NHA | February 3, 1981 | Master of Financial Management - UBIS International Business University-USA | Appoint as the Managing Director from November 14, 2023 |

1. Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| PHAM THI THU LUONG | May 24, 1976 | Bachelor in Economics - Financial Accounting - National Economics University | Appointment date: October 1, 2020 |

1. Training on corporate governance:
2. List of related persons of the public company (Report of 2023) and transactions between the related persons of the Company with the Company itself
3. Transactions between the Company and related persons of the Company; or between the Company and major shareholders, PDMR, related persons of PDMR:

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of individual/ institution | Relations with the Company | NSH No.\*, Date of issue, Place of issue | Head office address/Contact address | Time of transaction | General Mandate/ Resolutions/ Decisions approved by the General Meeting of Shareholder/the Board of Directors etc. (including date of issue, if any) | Content, quantity, total value of transaction | Notes |
| 1 | FundGo Startup and Innovation Fund - Trustpay Joint Stock Company manages the fund | Related person of PDMR |  | 1st floor, No. 81 Nguyen Hien Road, 91B Residential Area, An Khanh Ward, Ninh Kieu District, Can Tho City | June 29, 2023 and July 5, 2023 | - General Mandate No. 0506/2023/NQ- DHDCD/HVA  - Board Resolution No. 1206/2023/NQ- HDQT - Board Resolution No. 2206/2023/NQ- HDQT | Invest VND 10 billion to FundGo Startup and Innovation Fund |  |

1. Transactions between the Company’s PDMR, related persons of PDMR and subsidiaries or companies controlled by the Company None
2. Transactions between the Company and other entities
   1. Transactions between the Company and the companies where members of the Board of Directors, members of the Supervisory Board, the Manager (Managing Director) and other managers who have been founding members or members of the Board of Directors and Executive Manager (Managing Director) for the past three (03) years (as at the date of reporting):

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| --- | --- | --- | --- |
| No. | PDMR | Related person of PDMR | Transaction details |
| 1 | Nguyen Chi Cong - Member of the Board of Directors and Chief of the Audit Committee | Trustpay Joint Stock Company - FundGo Startup and Innovation Fund:   * Mr. Vuong Le Vinh Nhan is the Chair of the Board of Directors * Mr. Nguyen Chi Cong is the Managing Director | * Contribute investment capital to FundGo Startup and Innovation Fund managed by Trustpay Joint Stock Company. * Contributed capital: VND 10,000,000,000 |
| Mr. Vuong Le Vinh Nhan - Chair of the Board of Directors |

* 1. Transactions between the Company and companies where the related people of members of the Board of Directors, members of the Supervisory Board, Executive Manager (the Managing Director) and other managers who are members of the Board of Directors and Executive Manager (Managing Director): None
  2. Other transactions of the Company (if any) which can bring about material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, Executive Manager (Managing Director) and other managers. None

1. Share transactions of PDMR and related persons of PDMR (Annual Report 2023)
2. Company’s share transaction of PDMR and related persons.

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| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relations with PMDR | Number of shares owned at the beginning of the period | | Number of shares owned at the end of the period | | Reasons for increase or decrease (buy, sell, convert, bonus, etc.) |
| Number of shares | Percentage | Number of shares | Percentage |
| 1 | Livetrade Joint Stock Company | Related persons of PDMR - Mr. Vuong Le Vinh Nhan | 0 | 0% | 742,000 | 5.43% | Buy |

1. Other significant issues: None