**FCS: Annual Corporate Governance Report 2023**

On January 19, 2024, Ho Chi Minh City Food Joint Stock Company announced Report No. 01/BC-LT-HDQT on the Annual Corporate Governance 2023 as follows:

* Name of company: Ho Chi Minh City Food Joint Stock Company
* Head office address: No. 1610 Vo Van Kiet Street, Ward 7, District 6, Ho Chi Minh City
* Tel: (028) 3967 2060 Email: [info@foodcosa.vn](mailto:info@foodcosa.vn)
* Charter capital: VND 294,500,000,000 according to the License but the actual contribution is VND 255,138,000,000.
* Securities code: FCS
* Corporate governance model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager.
* Internal audit execution: Implemented

1. Activities of the General Meeting of Shareholders

The Annual General Meeting of Shareholders 2023 of the Company was held on April 25, 2023.

1. The Board of Directors:
2. Information about members of the Board of Directors

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| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment/dismissal as member of the Board of Directors | |
| Appointment date | Dismissal date |
| 01 | Mr. Nguyen Tien Dung | Non-executive Chair of the Board of Directors | June 24, 2022 |  |
| 02 | Mr. Doan Quang Long | Member of the Board of Directors | June 24, 2022 |  |
| 03 | Mr. Nguyen Quang Tam | Non-executive member of the Board of Directors | June 24, 2022 |  |
| 04 | Ms. Tran Thi Xuan Mai | Member of the Board of Directors | June 24, 2022 |  |
| 05 | Ms. Do Ngoc Nga | Member of the Board of Directors | June 24, 2022 | April 25, 2023 |
| 06 | Ms. Nguyen Thi Thu Hien | Non-executive member of the Board of Directors | April 25, 2023 |  |

1. Board Resolutions/Decisions
   1. Resolutions

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| --- | --- | --- | --- |
| No. | Resolution No. | Date | Contents |
| 01 | 01/NQ-LT-HDQT | January 06, 2023 | 1. Approve the production and business plan in 2023 of the Company. 2. Change personnel representing the Company's capital contribution at Binh Tay Land Joint Stock Company. 3. Agree the dismissal of Ms. Do Ngoc Nga from the position of Deputy General Manager from February 01, 2023. |
| 02 | 02/NQ-LT-HDQT | March 08, 2023 | Convene the Annual General Meeting of Shareholders 2023 |
| 03 | 03/NQ-LT-HDQT | March 01, 2021 | Approve the time, venue, contents and documents of the Annual General Meeting of Shareholders 2023 |
| 04 | 04/NQ-LT-HDQT | April 05, 2023 | Approve the policy on supplying rice for export |
| 05 | 05/NQ-LT-HDQT | April 18, 2023 | Approve the policy on the plan for rearranging and handling the Company's real estate. |
| 06 | 06/NQ-LT-HDQT | April 21, 2023 | Approve the policy on liquidating 02 tank trucks transporting petroleum. |
| 07 | 07/NQ-LT-HDQT | April 24, 2023 | 1. Appoint Ms. Huynh Thi Phuong to hold the position of Deputy General Manager cum Chief Accountant of the Company. 2. Appoint Ms. Nguyen Thi Thu Hien to hold the position of Deputy General Manager cum Head of the Company's Organization and Administration Department. |
| 08 | 08/NQ-LT-HDQT | April 26, 2023 | Approve the policy on loan and asset mortgage at Joint Stock Commercial Bank for Investment and Development of Vietnam |
| 09 | 09/NQ-LT-HDQT | June 13, 2023 | Agree the policy on choosing CPA Vietnam Auditing Company Limited as the unit to review the Semi-Annual Financial Statements and audit the Financial Statements 2023 of the Company. |
| 10 | 10/NQ-LT-HDQT | June 27, 2023 | Approve the dismissal of Ms. Nguyen Thi Thu Hien from the position of Deputy General Manager cum Head of the Company's Organization - Administration Department as her personal wish, from July 01, 2023. |
| 11 | 11/NQ-LT-HDQT | September 20, 2023 | Agree the policy on signing the Compensation Plan, supporting the relocation and carrying out procedures to receive compensation and support at the house and land premises at 224 - 228 Nguyen Tat Thanh Street, Ward 13, District 4, Ho Chi Minh City. |
| 12 | 12/NQ-LT-HDQT | December 01, 2023 | Approve the policy on additionally liquidating assets including machinery and equipment at Xí nghiệp Lương thực Sài Gòn Satake (tentatively translated as Saigon Satake Food Factory). |
| 13 | 13/NQ-LT-HDQT | December 27, 2023 | Convene the Annual General Meeting of Shareholders 2024 |
| 14 | 14/NQ-LT-HDQT | December 27, 2023 | Appoint Ms. Phan Thi Bich Tuyen to hold the position of Deputy General Manager of Ho Chi Minh City Food Joint Stock Company |

* 1. Decisions

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| --- | --- | --- | --- |
| No. | Decision No. | Date | Contents |
| 01 | 01/QD-LT-HDQT | January 06, 2023 | Appoint personnel to represent the Company's capital contribution at Binh Tay Land Joint Stock Company. |
| 02 | 02/QD-LT-HDQT | January 06, 2023 | Agree the dismissal of Ms. Do Ngoc Nga from the position of Deputy General Manager from February 01, 2023. |
| 03 | 03/QD-LT-HDQT | March 08, 2023 | Establish the Organizing Committee of the Annual General Meeting of Shareholders 2023. |
| 04 | 04/QD-LT-HDQT | April 24, 2023 | Appoint Ms. Huynh Thi Phuong to hold the position of Deputy General Manager cum Chief Accountant of the Company. |
| 05 | 05/QD-LT-HDQT | April 24, 2023 | Appoint Ms. Nguyen Thi Thu Hien to hold the position of Deputy General Manager cum Head of the Company's Organization and Administration Department. |
| 06 | 06/QD-LT-HDQT | May 05, 2023 | Promulgate the Internal regulations on corporate governance. |
| 07 | 07/QD-LT-HDQT | May 05, 2023 | Promulgate the Operational Regulations of the Board of Directors. |
| 08 | 08/QD-LT-HDQT | June 27, 2023 | Approve the dismissal of Ms. Nguyen Thi Thu Hien from the position of Deputy General Manager cum Head of the Company's Organization - Administration Department as her personal wish, from July 01, 2023. |
| 09 | 09/QD-LT-HDQT | November 24, 2023 | Appoint Mr. Doan Quang Long - Member of the Board of Directors, General Manager of Ho Chi Minh City Food Joint Stock Company, to go on a business trip in China. |
| 10 | 10/QD-LT-HDQT | December 27, 2023 | Appoint Ms. Phan Thi Bich Tuyen to hold the poosition of Deputy Manager of Ho Chi Minh City Food Joint Stock Company. |
| 11 | 11/QD-LT-HDQT | December 28, 2023 | Establish the Organizing Committee of the Annual General Meeting of Shareholders 2024 of Ho Chi Minh City Food Joint Stock Company. |

1. The Supervisory Board

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| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 01 | Mr. Ngo Thanh Giao | Chief | June 24, 2022 | Bachelor of Economics, Bachelor of Laws |
| 02 | Ms. Nguyen Ngoc Mai Trinh | Member | June 24, 2022 | Bachelor of Laws |
| 03 | Ms. Nguyen Thi Cam Nhung | Member | June 24, 2022 | Bachelor of Economics |

1. The Executive Board:

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| --- | --- | --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Position | Appointment date | Dismissal date |
| 01 | Doan Quang Long | June 30, 1976 | Engineer | General Manager | March 01, 2022 |  |
| 02 | Tran Thi Xuan Mai | November 24, 1965 | Bachelor of Economics | Deputy General Manager | December 24, 2020 |  |
| 03 | Do Ngoc Nga | May 10, 1986 | Bachelor of Accounting and Laws | Deputy General Manager | October 01, 2016 | February 01, 2023 |
| 04 | Huynh Thi Phuong | October 29, 1975 | Bachelor of Accounting and Economics | Deputy General Manager | April 25, 2023 |  |
| 05 | Nguyen Thi Thu Hien | April 06, 1975 | Bachelor of Economics | Deputy General Manager | April 24, 2023 | July 01, 2023 |
| 06 | Phan Thi Bich Tuyen | March 19, 1979 | Bachelor of Finance – Banking; Bachelor of Business Management | Deputy General Manager | December 27, 2023 |  |

1. Chief Accountant

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Appointment date | Dismissal date |
| Huynh Thi Phuong | October 29, 1975 | Bachelor of Accounting, Bachelor of Economics | January 12, 2017 |  |

1. Training on corporate governance
2. List of related person of the public Company and transactions between affiliated persons of the Company with the Company itself
3. Transactions between the Company and affiliated persons of the Company, or between the Company and major shareholders, PDMR, or affiliated persons of PDMR

(As per Appendix 2)

1. Transactions between Company’s PDMR, affiliated 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 in which members of the Board of Directors, members of the Supervisory Board, the General Manager and other managers have been founding members or members of the Board of Directors, the Executive General Manager for the past three (03) years (as at the time of reporting):

None

* 1. Transactions between the Company and companies in which affiliated persons of members of the Board of Directors, members of the Supervisory Board, the General Manager and other managers are members of the Board of Directors, the Executive General Manager:

None

* 1. Other transactions of the Company (if any) which can bring material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, the General Manager and other managers:

None

1. Share transactions of PDMR and affiliated persons of PDMR
2. Company’s share transactions of PDMR and affiliated persons: None
3. Other significant issues:

None.

Appendix 2

Transactions between the Company and affiliated persons of the Company; or between the Company and major shareholders, PDMR and affiliated persons of PDMR

(Attached with Report No. 01/BC-LT-HDQT dated January 19, 2024 of Ho Chi Minh City Food Joint Stock Company)

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| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization | Relations with the Company | NSH No., Date of issue, Place of issue | Headquarters address/Contact address | Time of transaction | Approved General Mandate/Decision of General Meeting of Shareholders or Board Resolution/Decision of the Board of Directors No. | Content, quantity, total value of transaction | Note |
| 01 | Vietnam Southern Food Corporation - JSC | Major shareholder | 0300613198, February 8, 2007, Hanoi Authority for Planning and Investment | No. 333 Tran Hung Dao Street, Cau Kho Ward, District 1, Ho Chi Minh City | April 07, 2023 | 04/NQ-LT-HDQT dated April 05, 2023 | * Contract of purchasing and selling exported rice. * 5% broken rice for export. * Quantity: 2,000 tons * Total transaction value:   VND 21,200,000,000 |  |