**HAF: Annual Corporate Governance Report**

On January 23, 2024, Hanoi Foodstuff Joint Stock Company announced Report No. 45/BC-TPHN on corporate governance 2023 as follows:

* Name of public company: Hanoi Foodstuff Joint Stock Company
* Head office address: No. 24-26 Tran Nhat Duat Street, Dong Xuan Ward, Hoan Kiem District, Hanoi
* Tel: 024 38253825 Fax: 024 38282601
* Email: thucphamhanoi@haprogroup.vn
* Charter capital: VND 145,000,000,000
* Securities code: HAF
* Corporate Governance Model: The General Meeting, Board of Directors, Supervisory Board and Executive Manager.
* Internal audit: Unimplemented.
1. Activities of the General Meeting:

Information about the meetings and General Mandates/Decisions of the General Meeting (including General Mandates approved by collecting shareholders' ballots)

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting  | Date issued | Contents |
| 1 | Annual General Mandates 2023 | May 09, 2023. | Annual General Mandate 2023 |
| 2 | No. 154/NQ-DHDCD approved by collecting the shareholders’ ballots | September 11, 2023. | Extraordinary General Mandate 2023 |

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

|  |  |  |  |
| --- | --- | --- | --- |
| 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 | Duong Thi Lam | Chair of the Board of Directors | October 13, 2021 |  |
| 2 | Ngo Lan Huong | Member of the Board of Directors | October 13, 2021 |  |
| 3 | Phan Thi Thu Hien | Member of the Board of Directors | May 20, 2022. |  |
| 4 | Ms. Tran Hue Linh | Member of the Board of Directors | June 30, 2020 |  |
| 5 | Ms. Pham Diem Hoa | Member of the Board of Directors | May 28, 2015. |  |

1. Board Resolutions in 2023:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Resolution/Decision  | Date | Contents |
| 1 | 16/2023/NQ-HDQT | On March 05, 2023 | Board Resolution on approving the Contract Signing Regulations for the Company's Employees |
| 2 | 25/2023/NQ-HDQT | On March 21, 2023 | Board Resolution on approving the plan to hold the Annual General Meeting 2023 |
| 3 | 43/2023/NQ-HDQT | On April 06, 2023 | Board Resolution on approving the signing of an ice cream products Distribution Contract with Thuy Ta Food Joint Stock Company |
| 4 | 49/2023/NQ-HDQT | On April 17, 2023 | Board Resolution on approving the change of personnel in charge of Corporate Governance |
| 5 | 106/2023/NQ-HDQT | On July 03, 2023 | Board Resolution on selecting an audit company for the Financial Statements 2023 |
| 6 | 122/2023/NQ-HDQT | On July 29, 2023 | Board Resolution on collecting shareholders’ opinions via a ballot to approve amendments and supplements to business lines and amendments to the Company's Charter  |
| 7 | 127/2023/NQ-HDQT | On August 10, 2023 | Board Resolution on approving the appointment of the Deputy Managing Director of the Company |
| 8 | 151/2023/NQ-HDQT | On September 08, 2023 | Board Resolution on the dismissal of the Company’s Deputy Manager |
| 9 | 170/2023/NQ-HDQT | October 06, 2023 | Board Resolution on approving the promulgation of the Appendix amending the Company's Charter |
| 10 | 183/2023/NQ-HDQT | October 16, 2023 | Board Resolution on approving the Regulations on management and use of the Company's cars |
| 11 | 192/2023/NQ-HDQT | October 26, 2023 | Board Resolution on the exercise of the right to buy shares offered at Bac Qua Trading and Services Joint Stock Company and the policy of arranging capital sources to exercise the right to buy shares. |
| 12 | 215/2023/NQ-HDQT | December 12, 2023 | Board Resolution on approving the Regulations on management and use of the Company's seal |
| 13 | 220/2023/NQ-HDQT | December 20, 2023 | Board Resolution on approving the change of the audit company for the Financial Statements for the fiscal year ending December 31, 2023 |
| 14 | 223/2023/NQ-HDQT | December 21, 2023 | Board Resolution on approving the Company's Regulations on occupational safety and hygiene  |

III. Supervisory Board:

1. Information about members of the Supervisory Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Nguyen Thu Huong | Chief of the Supervisory Board | Dismissed as member of the Supervisory Board on May 09, 2023 | Bachelor |
| 2 | Dao Manh Hung | Chief of the Supervisory Board | May 09, 2023 | Bachelor |
| 3 | Nguyen Viet Hung | Member of the Supervisory Board | October 13, 2021 | Bachelor |
| 4 | Nguyen Viet Thang | Member of the Supervisory Board | June 30, 2020 | Bachelor |

1. Executive Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Professional Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Nguyen Thai Dung – Managing Director of the Company | December 10, 1975 | Master of Business Administration MBA; Bachelor in Economics | March 01, 2022 |
| 2 | Chu Viet Cuong - Deputy Managing Director of the Company | August 03, 1980 | Bachelor in Economics, Bachelor in Laws | June 01, 2015 |
| 3 | Le Thi Ngoc Diep - Deputy Managing Director of the Company | February 13, 1969 | Bachelor in Economics | June 01, 2015 |
| 4 | Dinh Thi Chuyen - Deputy Managing Director of the Company | February 13, 1976 | Bachelor in Economics | October 02, 2020 |
| 5 | Nguyen Van Thien - Deputy Managing Director of the Company | April 17, 1978 | Bachelor | Dismissed from September 08, 2023 |

1. Chief Accountant:

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Vu Thi Mai Hong | February 18, 1979 | Bachelor in Economics | January 01, 2022 |

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

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of individual/institution | Relations with the Company | NSH No.\*, Date of issue, Place of issue of NSH | Head office address/Contact address | Time of transaction | General Mandate/Decision of the General Meeting of Shareholder No. or Board Resolution/Decision No. (including date of promulgation, if any) | Content, quantity, total value of transaction | Note |
| 1 | Thuy Ta Food Joint Stock Company | Affiliate of PDMR | 0109987899 | No. 6 Le Thai To Street, Hang Trong Ward, Hoan Kiem District, Hanoi | April 06, 2023 | 43/2023/NQ-HDQT (dated April 06, 2023) | Ice cream products distribution contract |  |

1. Transactions between the Company’s PDMR, Related Persons of PDMR and subsidiaries, companies under the authority of the Company: None
2. Transactions between the Company and other entities:
	1. Transactions between the Company and companies in which members of the Board of Directors, members of the Supervisory Board, Executive Manager and other managers who have been founding members or members of the Board of Directors or Executive Manager for the past three years: None
	2. Transactions between the Company and companies in which related persons of members of the Board of Directors, members of the Supervisory Board, Executive Manager and other managers who are members of the Board of Directors and Executive Manager: None
	3. Other transactions of the Company (if any) that can bring material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, Executive Manager and other managers: None
3. Shares transactions between PDMR and related persons of PDMR:
4. Transactions between PDMR and related persons related to the Company’s shares: None
5. Other significant issues: None