**DFC: Annual Corporate Governance Report 2023**

On January 26, 2024, Dong Anh C&F Joint Stock Company announced Report No. 01B/2024/XLDA on the corporate governance in 2023 as follows:

* Name of Company: Dong Anh C&F Joint Stock Company
* Head office address: No. 11, Group 47 - Dong Anh Town - Dong Anh District - Hanoi
* Tel: 0243.883.2369 Fax: Email:
* Charter capital: VND 114,000,000,000
* Securities code: DFC
* Corporate governance model:
* The General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the General Manager
* Internal audit execution: Unimplemented for 2023.
1. Activities of the General Meeting of Shareholders:

Information about meetings and General Mandates/Decisions of the General Meeting of Shareholders (including General Mandates approved by collecting opinions via a ballot)

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate/Decision No. | Date | Content |
| 1 | 01/2023/NQ-DHCD | April 21, 2023 | Annual General Mandate 2023 |

1. Board of Directors (2023)

1 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 | Phan Tan Binh | Chair of the Board of Directors | April 23, 2019 |  |
| 2 | Phung Quang Hai | Member of the Board of Directors | April 23, 2019 |  |
| 3 | Pham Duc Hieu | Member of the Board of Directors  | April 23, 2019 |  |
| 4 | Nguyen Minh Tuan | Member of the Board of Directors | April 23, 2019 |  |
| 5 | Nguyen Huu Thang | Member of the Board of Directors | November 23, 2021 |  |

1. Board Resolutions/Decisions (2023):

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Resolution/Decision No. | Date | Content |
| 1 | 01/2023/NQ-HDQT | January 5, 2023 | Report on production and business activities in 2022 and financial plan in 2023 |
| 2 | 02/2023/NQ-HDQT | February 24, 2023 | Organize the Annual General Meeting of Shareholders 2023, record the list of the shareholders to exercise the right to buy shares in the public offering, issue to increase charter capital |
| 3 | 02A/2023/NQ-HDQT | March 24, 2023 | Approve the documents to submit to the Annual General Meeting of Shareholders 2023 |
| 4 | 02B/2023/NQ-HDQT | April 04, 2023 | Report on production and business activities in Q1 and plan in Q2 |
| 5 | 03/2023/NQ-HDQT | May 10, 2023 | Handle shares of investors who do not register to buy, fail to pay, fractional shares in the public offering of shares pursuant to Certificate No. 35/GCN-UBCK dated February 23, 2023 |
| 6 | 04/2023/NQ-HDQT | June 6, 2023 | Amend the charter, change the securities registration certificate and list additional shares offered to the public to existing shareholders |
| 7 | 05/2023/NQ-HDQT | July 4, 2023 | Report on production and business activities in Q2 and plan in Q3 |
| 8 | 06/2023/NQ-HDQT | October 4, 2023 | Report on production and business activities in Q3 and plan in Q4 |
| 9 | 07/2023/NQ-HDQT | November 29, 2023 | Change audit company for the Financial Statements 2023 |

1. The Supervisory Board/Audit Committee (2023):

1 Information about the members of the Supervisory Board/Audit Committee:

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| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board/Audit Committee | Position | Date of appointment/dismissal as member of the Supervisory/the Audit Committee | Qualification |
| 1 | Tran Thi Viet Hang | Chief of the Supervisory Board | April 23, 2019 | Bachelor of Economics |
| 2 | Dang The Nguyen | Member of The Supervisory Board | November 23, 2021 | Bachelor from Hanoi University of Science and Technology |
| 3 | Nguyen Thi Mui | Member of The Supervisory Board | April 23, 2019 | Bachelor of Economics |

1. The Executive Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Phung Quang Hai |  | Bachelor | August 1, 2020 |
| 2 | Ngo Vinh Tinh |  | Master | October 1, 2015 |
| 3 | Nguyen Thi Thu Ha |  | Bachelor | November 29, 2016 |

1. Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment /dismissal |
| Pham Duc Hieu |  | Bachelor | November 29, 2016 |

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

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | NSH\* No., Date of issue, Place of issue | Headquarters address/Contact address | Time of transaction with the Company | General Mandate/Decision No. approved by the General Meeting of Shareholders or Board Resolution/Decision No. (if any, specifying date of issue) | Content, quantity, total value of transaction | Note |
| 1 | Lam Son Company Limited | Member of the Supervisory Board | 0101048311Date of issue: September 27, 2017 Place of issue: Hanoi Authority For Planning & Investment | Industrial Lot 3, Dong Anh Industrial Cluster, Nguyen Khe Industrial Zone | From 2009 to present |  | Buy iron and steel with a total value of VND 84.1 billion - Sell parts of motorcycle with a total value of VND 165.4 billion |  |
| 2 | Linh Trung ES Co.Ltd | Strategic major shareholder | 0900232860 Date of issue: September 09, 2019 Place of issue: Department for Planning and Investment of Hung Yen | No. 8 Chuong Pagoda, Hien Nam, Hung Yen | From 2001 to present |  | Buy production materials with a total value of VND 2 billionSell iron, steel and materials to the company with a total value of VND 126.5 billion |  |

Notes: NSH\* Number: ID Card/Passport number (for individuals) or Business Registration Certificate number, License of Operation number or other equivalent legal documents (for institutions)

1. Transactions between PDMR of the Company, affiliated persons of PDMR and subsidiaries, companies controlled by the Company: None
2. Transactions between the Company and other entities
	1. Transactions between the Company and companies where members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers have been founding members or members of the Board of Directors, the Executive Manager (General Manager) for the past three (03) years (as at the time of reporting): Lam Son Company Limited bought iron and steel with a total value of VND 84.1 billion, sold parts of motorcycle to Dong Anh C&F Joint Stock Company with a total value of VND 165.4 billion.
	2. Transactions between the Company and companies where affiliated people of members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers are members of the Board of Directors, the Executive Manager (General Manager). None.
	3. Other transactions of the Company (if any) which can bring about material or non-material benefits to the members of the Board of Directors, the members of the Supervisory Board, Manager (General Manager) and other managers: None.
3. Share transactions of PDMR and affiliated persons of PDMR (2023).
4. Company’s share transaction of PDMR and affiliated persons

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| 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, reward,...) |
| Number of shares | Rate | Number of shares | Rate |
| 1 | Phan Tan Binh | Chair of the Board of Directors | 178,200 | 2.97% | 377,820 | 3.31% | Buy additional issued shares |
| 2 | Phung Quang Hai | Member of the Board of Directors | 71,300 | 1.19% | 135,470 | 1.19% | Buy additional issued shares |
| 3 | Pham Duc Hieu | Member of the Board of Directors | 301,900 | 5.03% | 573,610 | 5.03% | Buy additional issued shares |
| 4 | Nguyen Minh Tuan | Member of the Board of Directors | 315,600 | 5.26% | 604,680 | 5.30% | Buy additional issued shares |
| 5 | Nguyen Huu Thang | Member of the Board of Directors | 290,000 | 4.83% | 551,000 | 4.83% | Buy additional issued shares |
| 6 | Pham Thanh Viet | Son of the Chair of the Board of Directors | 560,000 | 9.33% | 1,496,000 | 13.12% | Buy additional issued shares |
| 7 | Phan Thanh Nam | Son of the Chair of the Board of Directors | 0 | 0 | 1,201,252 | 10.54% | Buy additional issued shares |
| 8 | Phung Quang Anh | Son of the member of the Board of Directors | 0 | 0 | 566,460 | 4.97% | Buy additional issued shares |
| 9 | Nguyen Thi Thu Ha | Board of Managers | 7,100 | 0.12% | 63,490 | 0.56% | Buy additional issued shares |
| 10 | Ngo Vinh Tinh | Board of Managers | 5,900 | 0.10% | 63,584 | 0.56% | Buy additional issued shares |

1. Other significant issues: None