**CFM: Annual Corporate Governance Report 2023**

On January 30, 2024, CFM Investment Joint Stock Company announced Report No. 01/2024/BCQT-CFM on the annual corporate governance as follows:

* Name of company: CFM Investment Joint Stock Company
* Headquarters address: Service trade floor 2 (A2-6-02), An Binh 2 Star Project (An Binh City), Thanh Pho Giao Luu Urban Area, Pham Van Dong Street, Co Nhue 1 Ward, Bac Tu Liem District, Hanoi, Vietnam
* Tele 0866885958 Email: [admin@cfminvestment.com](mailto:admin@cfminvestment.com)
* Charter capital: VND 20,000,000,000
* Securities code: CFM
* Corporate governance model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the Manager.
* On Internal audit execution: Unimplemented.

1. Activities of the General Meeting of Shareholders:

Information about the meetings and General Mandates/Decisions of the General Meeting of Shareholders (including General Mandates approved by collecting shareholders' opinions via a ballot): In 2023, the General Meeting of Shareholders of CFM Investment Joint Stock Company approved the following decisions:

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| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No.  No. | Date | Content |
| 1 | 23/NQ-HDQT-CFM | June 18, 2023 | * Approve the Report on operation of the Board of Directors in 2022, Operating Plan for 2023 * Approve the business results in 2022 and the business plan in 2023 of the Board of Management * Approve the Report on Activities of the Supervisory Board in 2022 and the plan for 2023. * Approve the 2022 Audited Financial Statements audited by BDO Audit Services Company Limited. * Approve the Plan on distributing profit and paying dividends of 2022 and the Plan for 2023; * Approve the remuneration rate for the Board of Directors and the Supervisory Board in 2022; Proposed remuneration rate for the Board of Directors, the Supervisory Board in 2023 (unit: * Approve the selection of an audit company for the fiscal year 2023; * Approve the Proposal on dismissal of members of the Board of Directors and election of additional members of the Board of Directors for the term of 20192024. * Approve the dismissal of members of the Supervisory Board and the election of additional members of the Supervisory Board for the term 2019-2024 * Approve the Alchemist Investment Holdings Joint Stock Company to receive the transfer of voting shares of CFM Investment Joint Stock Company (Securities code: CFM), Alchemist Investment Holdings Joint Stock Company and affiliated persons will own more than 55% of the voting shares of CFM Investment Joint Stock Company (Securities code: CFM) without having to go through the public bid procedure. |

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/independent member of the Board of Directors | | |
| Appointment date | Date of dismissal | |
| 1 | Mr. Nguyen Quoc Trung | The Chair of the Board of Directors | September 07, 2019 |  | |
| 2 | Mr. Vu Ngoc Thuan | Member of the Board of Directors | September 07, 2019 | June 18, 2023 | |
| 3 | Ms. Tran Thuy Linh | Member of the Board of Directors | September 07, 2019 |  | |
| 4 | Mr. Vu Thanh Tung | Member of the Board of Directors | June 18, 2023 |  |

1. Board Resolutions/Decisions in 2023

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| --- | --- | --- | --- |
| No. | Resolutions/Decision No. | Date | Content |
| 1 | 19/NQ-HDQT-CFM | January 09, 2023 | Approve the dismissal and the appointment of the Manager - Legal representative of the Company |
| 2 | 20/NQ-HDQT-CFM | March 21, 2023 | Approve the use purpose of apartment No. 3505, Building CT2-Eco Green City (286 Nguyen Xien) |
| 3 | 21/NQ-HDQT-CFM | April 24, 2023 | Extend the time for organizing the Annual General Meeting of Shareholders in 2023  2023 |
| 4 | 22/NQ-HDQT-CFM | April 28, 2023 | Organize the Annual General Meeting of Shareholders 2023 |
| 5¬ | 23-06/NQ-HDQT-CFM | June 21, 2023 | Approve the Sale of 200,000 shares of MRD Investment Joint Stock Company; Payment of responsibility allowance and travel allowance for the Manager) |
| 6 | 24/NQ-HDQT/CFM | December 21, 2023 | Approve the purchase of 330,000 shares of SKK Chain & Franchise Joint Stock Company |

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

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| --- | --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board: | Position | Date of appointment as member of the Supervisory Board. | Date of dismissal as member of the Supervisory Board | Qualification |
| 1 | Ms. Do Thi Minh Hieu | Chief of the Supervisory Board | September 07, 2019 | June 18, 2023 | The Chief Accountant |
| 2 | Mr. Tran Khanh Thien | Member of Supervisory Board | June 12, 2022 |  | Bachelor |
| 3 | Ms. Phung Thi Mai Anh | Member of Supervisory Board | June 12, 2022 |  | The Chief Accountant |
| 4 | Mr. Ngo Viet Hung | Chief of the Supervisory Board | June 18, 2023 |  | Bachelor |

1. The Executive Board:

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| --- | --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as Member of the Executive Board | Date of dismissal as a member of the Executive Board |
| 1 | Ms. Tran Thuy Linh | June 13, 1987 | Bachelor | January 16, 2018 | January 11, 2023 |
| 2 | Ms. Nguyen Thi Nham | November 28, 1995 | Bachelor | January 11, 2023 |  |

V. The Chief Accountant

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment |
| Luong Thi Nhi Ha | May 20, 1980 | The Chief Accountant | July 01, 2020 |

1. Training on corporate governance:
2. List of affiliated persons of the public company (Report 2023) and transactions between the affiliated person 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, affiliated persons of PDMR: According to Appendix 02 attached to this Report.
4. Transactions between PDMR of the Company, affiliated persons of PDMR and subsidiaries, companies under the authority of the Company: None.
5. 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 Manager and other managers have been being founding members or members of the Board of Directors, the Executive Manager for the past three (03) years (calculated at the time of reporting) According to Appendix 02 attached to this Report.
   2. Transactions between the Company and the companies where affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Manager and other managers are members of the Board of Directors, the Executive Manager: According to Appendix 02 attached to this Report.
   3. Other transactions of the Company (if any) which can bring material or non-material benefits to members of the Board of Directors and the Supervisory Board, the Manager and other managers: According to Appendix 02 attached to this Report.
6. Share transactions of PDMR and affiliated persons of PDMR (Annual Report 2023)
7. Company’s share transactions between PDMR and affiliated 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, reward, etc.) |
| Number of shares | Percentage | Number of shares | Percentage |  |
| 1 | Nguyen Quoc Trung | Chair of Board of Directors of CFM Investment Joint Stock Company | 1,092,000 | 54.6% | 73,000 | 3.65% | Selling |
| 2 | Alchemist Investment Holdings Joint Stock Company | Mr. Nguyen Quoc Trung is Chair of the Board of Directors of Alchemist Investment Holdings Joint Stock Company | 0 | 0% | 1,020,000 | 51% | Purchase |

1. Other significant issues: None.