**CAP: Annual Corporate Governance Report 2023**

On January 25, 2024, Yen Bai Joint Stock Forest Agricultural Products and Foodstuff Company announced Report No. 01/HDQT on the corporate governance in 2023 as follows:

* Name of company: Yen Bai Joint Stock Forest Agricultural Products and Foodstuff Company
* Head office address: No. 279, Nguyen Phuc Street, Nguyen Phuc Ward, Yen Bai City, Yen Bai Province
* Tel: 0216.3862.278 Fax: 0216.3862.804 Email: [yfatuf@gmail.com](mailto:yfatuf@gmail.com)
* Charter capital: VND 100,529,200,000
* Securities code: CAP
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the Company’s Manager
* Internal audit implementation: not implemented yet

1. Activities of the General Meeting of Shareholders:

The Annual General Meeting of Shareholders 2023 of the Company is held on November 30, 2023 and approves General Mandate No. 184/NQ-DHCD with the following contents:

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| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | No. 184/NQ-DHCD | November 30, 2023 | * Approve the Report on activities of the Board of Directors in 2022-2023 and the operating orientation in 2023-2024. * Approve the Report on activities of independent members of the Board of Directors in 2022-2023 and the operating orientation in 2023-2024. * Approve the Report of the Executive Board of Managers on production and business results in 2022-2023, production and business plan in 2023-2024. * Approve the Consolidated Financial Statements for the fiscal year 2022-2023 ending on September 30, 2023 audited by Nhan Tam Viet Auditing Company Limited * Approve the Report on activities of the Supervisory Board in 2022-2023, the work program in 2023-2024. * Approve the Proposal on profit distribution and dividend payment in 2022-2023. * Approve the Proposal on the plan to issue bonus shares under ESOP 2024 * Approve the Proposal on amending the Company's Charter and appointing 02 additional members to the Board of Directors for the term 2019-2024. * Approve the Proposal on selecting an audit company for the fiscal year 2023-2024. |

1. The Board of Directors in 2023

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| No. | Information about members of the Board of Directors |  | | |
| No. | Member of the Board of Directors | Position | Date of appointment/dismissal as member/independent member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Mr. Truong Ngoc Bien | Chair of the Board of Directors - Executive member | November 24, 2019 |  |
| 2 | Mr. Le Long Giang | Executive member of the Board of Directors - Manager | December 21, 2021 |  |
| 3 | Mr. Nguyen Quoc Trinh | Non-executive member of the Board of Directors | November 24, 2019 |  |
| 4 | Ms. Hoang Thi Binh | Non-executive member of the Board of Directors | November 24, 2019 |  |
| 5 | Mr. Nguyen Xuan Hong | Non-executive independent member of the Board of Directors | December 21, 2021 |  |
| 6 | Nguyen Huy Thong | Executive member of the Board of Directors - Deputy Manager | November 30, 2023 |  |
| 7 | Tran Thanh Ha | Non-executive independent member of the Board of Directors | November 30, 2023 |  |

1. Board Resolutions/Board Decisions 2023.

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| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | 146/NQ-HDQT | January 28, 2023 | * Approve the orientation of main work tasks during the winch period. * Personnel organization work |
| 2 | 151/NQ-HDQT | March 29, 2023 | * Approve the estimated results for Q1/2023, the first 6 months of 2022-2023 and the production and business plan for Q2/2023. * Consider and approve the adjustment plan for 2022-2023 of the Company Board of Directors * Approve the dividend payment for 2021-2022 in cash and by share. * Personnel organization work |
| 3 | 161/NQ-HDQT | May 31, 2023 | - Approve the results of share issuance and registration to increase the Company's charter capital |
| 4 | 163/NQ-HDQT | March 26, 2023 | * Approve the estimated results of the production and business plan for Q2/2023 (Q3 of 2022-2023) and the production and business plan for Q3/2023 (Q4 of 2022-2023) of the Company Board of Managers. * Personnel organization work |
| 5 | 166/BB-LNS | September 06, 2023 | - Approve receiving and authorizing the Company Manager to complete procedures for receiving the transfer of land use rights from households to expand Minh Quan Paper Factory |
| 6 | 168/NQ-HDQT | September 28, 2023 | * Approve the estimated results for Q3/2023 of 2022-2023 and the production and business plan for Q4/2023 of 2023-2024. * Approve the organization of the Annual General Meeting of Shareholders 2023. * Personnel organization work. |
| 7 | 172/NQ-HDQT | November 07, 2023 | - Approve the time, program and document for organizing the Annual General Meeting of Shareholders 2023 |
| 8 | 179/NQ-HDQT | November 15, 2023 | - Approve the request for Yen Bai Provincial People's Committee to adjust information on the investment certificate for the Van Yen Cassava Factory No. 2 Project |
| 9 | 188/NQ-HDQT | December 27, 2023 | * Approve the estimated results for Q4/2023 and the production and business plan for Q1/2024. * Approve the plan to implement dividend payment for 2022-2023. * Approve the assignment of tasks to members of the Board of Directors. * Personnel organization work. |

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. | Qualification |
| 1 | Ms. Nguyen Thi Thu Hang | Chief of the Supervisory Board | November 30, 2020 | Bachelor of Accounting |
| 2 | Mr. Tran Sy Lam | Member of the Supervisory Board | November 24, 2019 | Electrical Engineer |
| 3 | Mr. Pham Tu Linh | Member of the Supervisory Board | November 30, 2020 | Bachelor of Accounting |

1. The Executive Board

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| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Appointment date |
| 1 | Manager: Mr. Le Long Giang | February 06, 1978 | Master of Business Administration | October 01, 2021 |
| 2 | Deputy Manager: Mr. Nguyen Van Tru | August 19, 1977 | Forest Product Processing Engineer | October 10, 2018 |
| 3 | Deputy Manager: Mr. Nguyen Huy Thong | May 16, 1977 | Master of Economic Management | June 01, 2019 |
| 4 | Deputy Manager: Mr. Ha Hai Yen | January 16, 1978 | Electrical Engineer | January 01, 2023 |

1. The Chief Accountant/Person in charge of accounting

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| 1 Mr. Nguyen Thanh Son | July 21, 1981 | Master of Accounting | Dismissed on April 01, 2023 |
| 2 Mr. Luong Quoc Quyen | December 15, 1981 | Master of Accounting | Appointed on April 01, 2023 |

1. Training on corporate governance: Trainings on corporate governance that members of the Board of Directors, members of the Supervisory Board, the Executive Manager, other managers, and the Company's Secretariat have participated according to regulations on corporate governance: None
2. List of affiliated persons of the listed company 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 affiliated persons of PDMR: None.
4. Transactions between the Company’s PDMR, affiliated persons of PDMR and subsidiaries, companies controlled by the Company: None.
5. Transactions between the Company and other entities
   1. Transactions between the Company and companies that 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 or the Executive Manager (General Manager) in the past three years (at the time of making the Report): None.
   2. Transactions between the Company and companies that affiliated persons 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 or the Executive Manager (General Manager): None.
   3. Other transactions of the Company (if any) that can bring about material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers: None.

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| 1. Share transactions of PDMR and affiliated persons of PDMR |

1. Company’s share transactions of 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/decrease (purchase, sale, conversion, reward, etc. .) |
| Number of shares | Rate (%) | Number of shares | Rate (%) |
| 1 | Truong Ngoc Bien | Chair of the Board of Directors | 411,300 | 5.24 | 619,108 | 6.15 | Purchase more + dividends |
| 2 | Hoang Thi Binh | Member of the Board of Directors, Wife of Mr. Bien | 928,620 | 11.82 | 1,188,633 | 11.82 | Pay dividends by share |
| 3 | Truong Thi Hoang Yen | Daughter of Mr. Bien and Ms. Binh | 398,250 | 5.07 | 509,760 | 5.07 | Pay dividends by share |
| 4 | Truong Thi Hoang Anh | Daughter of Mr. Bien and Ms. Binh | 394,488 | 5.02 | 504,944 | 5.02 | Pay dividends by share |
| 5 | Truong Thi Duyen | Sister of Mr. Bien | 37,540 | 0.48 | 50,551 | 0.50 | Purchase more + dividends |
| 6 | Nguyen Quoc Trinh | Member of the Board of Directors | 378,022 | 4.81 | 483,868 | 4.81 | Pay dividends by share |
| 7 | Tran Thi Binh | Wife of Mr. Trinh | 210,637 | 2.68 | 269,615 | 2.68 | Pay dividends by share |
| 8 | Nguyen Thuy Tien | Daughter of Mr. Trinh | 28,461 | 0.36 | 36,430 | 0.36 | Pay dividends by share |
| 9 | Pham Trung Tam | Son-in-law of Mr. Trinh | 4,500 | 0.06 | 5,760 | 0.06 | Pay dividends by share |
| 10 | Le Long Giang | Member of the Board of Directors - General Manager | 21,909 | 0.28 | 38,043 | 0.38 | Purchase more + dividends |
| 11 | Nguyen Xuan Hong | Member of the Board of Directors | 6,581 | 0.08 | 10,223 | 0.10 | Purchase more + dividends |
| 12 | Nguyen Van Tru | Deputy Manager | 26,547 | 0.34 | 39,248 | 0.39 | Purchase more + dividends |
| 13 | Nguyen Huy Thong | Deputy Manager | 44,410 | 0.57 | 63,000 | 0.63 | Purchase more + dividends |
| 14 | Ngo Thi Hoai | Wife of Mr. Thong | 231 | 0.00 | 295 | 0.00 | Pay dividends by share |
| 15 | Ha Hai Yen | Deputy Manager | 10,075 | 0.13 | 15,360 | 0.15 | Purchase more + dividends |
| 16 | Nguyen Thi Thu Hang | Chief of the Supervisory Board | 38,288 | 0.49 | 50,000 | 0.50 | Purchase more + dividends |
| 17 | Nguyen Thang Thieu | Husband of Ms. Hang | 4,500 | 0.06 | 7,500 | 0.07 | Purchase more + dividends |
| 18 | Tran Sy Lam | Member of the Supervisory Board | 5,525 | 0.07 | 11,300 | 0.11 | Purchase more + dividends |
| 19 | Pham Tu Linh | Member of the Supervisory Board | 3,000 | 0.04 | 6,195 | 0.06 | Purchase more + dividends |
| 20 | Nguyen Thanh Son | Person in charge of corporate governance-cum-Secretariat, Person authorized to disclose information | 22,500 | 0.29 | 32,000 | 0.32 | Purchase more + dividends |
| 21 | Luong Quoc Quyen | Head of Accounting Department | 1,400 | 0.02 | 5,500 | 0.05 | Purchase more + dividends |

1. Other significant issues: None