**GCF Annual Corporate Governance Report 2023**

On January 29, 2024, G.C Food Joint Stock Company announced Report on corporate governance in 2023 as follows:

Company's name: G.C Food Joint Stock Company

Address of Head office: Lot V-2E, Road No. 11, Ho Nai Industrial Park, Ho Nai 3 Commune, Trang Bom District, Dong Nai Province.

Phone number: 0898920468

Charter capital: VND 306,799,990,000

Securities code: GCF

Corporate Governance Model:

The General Meeting of Shareholders; the Board of Directors, the Supervisory Board and the General Manager. Internal audit execution: Executed.

1. Activities of the General Meeting of Shareholders:

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| No. | General Mandate No. | Date | Content |
| 1 | 01/2023/NQ-DHDCD | April 07, 2023 | The General Meeting of Shareholders of G.C Food Joint Stock Company ("Company") approves the following contents:   1. Approve the Activity Report of the Company's Board of Directors presented to the Annual General Meeting of Shareholders in 2023 (Report No. 01/2023/BC-HDQT-GCF of the Board of Directors dated March 15, 2023). 2. Approve the Report on the Results of Production and Business Activities in 2022 and the Production and Business Plan for 2023 (Report No. 02/2023/BC- HDQT-GCF of the Board of Directors dated March 15, 2023). 3. Approve the Activity Report of the Supervisory Board in 2022 and the Activity Plan for 2023 (Report No. 01/2023/BC-BKS-GCF of the Supervisory Board dated March 15, 2023). 4. Approve the Proposal on Separate and Consolidated Financial Statements for the audited year 2022 (Proposal No. 01/2023/TTr- GCF of the Board of Directors dated March 15, 2023). 5. Approve the Proposal by the Supervisory Board on the selection of the audit company for the year 2023 (Proposal No. 02/2023/TTr-GCF of the Supervisory Board dated March 15, 2023). 6. Approve the Proposal on the Profit Distribution Plan for 2022 and the Profit Distribution Plan for 2023 (Proposal No. 03/2023/TTr-GCF of the Board of Directors dated March 15, 2023). 7. Approve the Proposal for the issuance of shares to pay dividends for the year 2022 (Proposal No. 04/2023/TTr-GCF of the Board of Directors dated March 15, 2023). 8. Approve the Proposal for the settlement of remuneration for the Board of Directors and the Supervisory Board for the year 2022 and the estimated remuneration for the Board of Directors and the Supervisory Board for 2023 (Proposal No. 05/2023/TTr-GCF of the Board of Directors dated March 15, 2023). 9. Approve the Proposal for amending the Company's Charter (Proposal No. 06/2023/TTr- GCF of the Board of Directors dated March 15, 2023). 10. Approve the Proposal for the election of additional independent members of the Board of Directors (Proposal No. 07/2023/TTr-GCF of the Board of Directors dated March 15, 2023). 11. Approve the Proposal for the election of additional members of the Supervisory Board (Proposal No. 08/2023/TTr-GCF of the Supervisory Board dated March 15, 2023). 12. List of elected additional members of the Board of Directors, Supervisory Board for the term 2022-2026. |
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| 2 | 02/2023/NQ-DHDCD | December 11, 2023 | The General Meeting of Shareholders of G.C Food Joint Stock Company ("Company") approves the following contents:   1. Adjustment of business sectors according to Proposal No. 10/2023/TTr-GCF of the Company's Board of Directors presented to the Annual General Meeting of Shareholders on November 22, 2023. 2. Amendment of the plan for issuing shares to pay dividends for the year 2022, No. 11/2023/TTr-GCF of the Company's Board of Directors presented to the Annual General Meeting of Shareholders on November 22, 2023. 3. Plan for restructuring the operations of subsidiary companies: Sun And Wind Joint Stock Company according to Proposal No. 12/2023/TTr-GCF of the Company's Board of Directors presented to the Annual General Meeting of Shareholders on November 22, 2023. |

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

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| No. | Members of the Board of Directors | Position | Date of appointment/dismissal as member/independent member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Nguyen Van Thu | Chair of the Audit Committee | January 28, 2018 |  |
| 2 | Nguyen Thi Thanh Tam | Member | January 28, 2018 |  |
| 3 | Bui Thi Mai Hien | Member | January 28, 2018 |  |
| 4 | Nguyen Diep Phap | Member | April 17, 2019 |  |
| 5 | Le Hoanh Su | Independent member of the Board of Directors | March 19, 2022 |  |
| 6 | Dinh The Hien | Independent member of the Board of Directors | April 07, 2023 |  |
| 7 | Pham Hop Pho | Independent member of the Board of Directors | April 07, 2023 |  |

1. Board Resolutions/Board Decisions

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| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | 01/2023/NQ-HDQT | February 06, 2023 | On the change of the Company's Representative Office address in Ho Chi Minh City |
| 2 | 03/2023/NQ-HDQT | February 18, 2023 | On organizing the Annual General Meeting of Shareholders 2023 |
| 3 | 04/2023/NQ-HDQT | February 22, 2023 | On the adjustment of the plan for organizing the General meeting of shareholders in 2023 |
| 4 | 06A/2023/NQ-HDQT | April 24, 2023 | Establishment of the Development Strategy Committee and appointment of personnel for the Development Strategy Committee |
| 5 | 06B/2023/NQ-HDQT | April 24, 2023 |
| 6 | 14/2023/NQ-HDQT | July 07, 2023 | On the appointment of foreign employees |
| 7 | 16/2023/NQ-HDQT | July 11, 2023 | On the divestment of all invested capital in 03 subsidiary companies |
| 8 | 24/2023/NQ-HDQT | August 09, 2023 | On the dissolution of branches and subsidiaries |
| 9 | 25/2023/NQ-HDQT | August 26, 2023 | On the implementation of the plan on share issuance to pay dividends |
| 10 | 26/2023/NQ-HDQT | September 12, 2023 | On the decision not to continue implementing the plan on share issuance to pay dividends |
| 11 | 34/2023/NQ-HDQT | October 30, 2023 | On collecting shareholders’ opinions via a ballot to approve the General Mandate |
| 12 | 35/2023/NQ-HDQT | October 30, 2023 | On the issuance of the organizational chart of G.C Food Joint Stock Company |
| 13 | 41/2023/NQ-HDQT | December 27, 2023 | On the change of the maximum foreign ownership rate. |

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 | Qualification |
| 1 | Le Thanh Duy | Chief | March 19, 2022 | Bachelor of Economics |
| 2 | Nguyen Minh Nhu Khanh | Member | March 19, 2022 | Bachelor of Economics |
| 3 | Vu Anh Tai | Member | April 07, 2023 | Bachelor of Business Administration |

1. The Executive Board

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| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Appointment date |
| 1 | Bui Thi Mai Hien | June 24, 1977 | Bachelor | July 25, 2022 |
| 2 | Nguyen Diep Phap | October 22, 1988 | Master of Business Administration | July 31, 2022 |

1. The Chief Accountant

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| --- | --- | --- | --- | --- |
| No. | The Chief Accountant | Date of birth | Qualification | Appointment date |
| 1 | Nguyen Thi Chau | March 27, 1985 | Bachelor | January 02, 2022 |

1. Training on corporate governance:
2. List of affiliated persons of the public Company 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, or affiliated persons of PDMR: Appendix 2:
4. Transactions between PDMR of the Listed Company, affiliated persons of PDMR and subsidiaries, companies controlled by the Listed Company: None
5. Transactions between the Company with other conditions
   1. Transactions between the Company and companies in which members of the Board of Directors, members of the Supervisory Board, the Executive General Manager have been founding members or members of the Board of Directors, the Executive General Manager for the past three (03) years: None
   2. Transactions between the Company and the companies where the affiliated persons of members of the Board of Directors, members of the Supervisory Board and the Executive General Manager are members of the Board of Directors, the Executive General 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, and the Executive General Manager: None
6. Share transactions of PDMR and affiliated persons of PDMR
7. Company’s share transactions of PDMR and affiliated person of PDMR:

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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 | | Reason for increase/decrease |
| Number of shares | Rate | Number of offered shares | Rate |
| 1 | Viet Capital Asset Management Joint Stock Company | Pham Hop Pho - General Manager | 5,900,118 | 19.23% | 4,542,118 | 14.8% | Partial sale, portfolio balancing |
| 2 | Viet Capital Asset Management Joint Stock Company | Pham Hop Pho - General Manager | 4,542,118 | 14.8% | 5,900,118 | 19.23% | Purchase more |

1. 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

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| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of institution/individual | Relations with the Company | NSH Code\* | Date of issue | Place of issue | Address | Time of transaction | Board Resolution/Board Decision No. | Transaction content | Total value (VND) |
| 1 | Vietfarm Food Joint Stock Company | Subsidiaries |  |  |  |  | 2023 |  | Sell goods and services | 92,424,520,313 |
| Buy goods and services | 87,841,674 |
| 2 | CoCo Vietnam Food Joint Stock Company | Subsidiaries |  |  |  |  | 2023 |  | Sell goods and services | 82,850,215,954 |
| Buy goods and services | 337,347,197 |
| 3 | Sun and Wind Joint Stock Company | Subsidiaries |  |  |  |  | 2023 |  | Sell goods and services | 388,293,629 |
| Buy goods and services | 76,654,680 |
| 4 | CoCo Vietnam Food Joint Stock Company | Subsidiaries |  |  |  |  | 2023 |  | Receive dividends for the year 2022 | 8,358,000,000 |
| 5 | Vietfarm Food Joint Stock Company | Subsidiaries |  |  |  |  | 2023 |  | Receive dividends for the year 2022 | 22,240,000,000 |