**HAI: Annual Corporate Governance Report 2023**

On January 29, 2024, H.A.I Agrochem Joint Stock Company announced Report No. 01/BC-HAI/2024 on corporate governance as follows:

* Name of listed company: H.A.I Agrochem Joint Stock Company
* Head office address: No. 28 Mac Dinh Chi Road, Dakao Ward, District No.1, Ho Chi Minh City, Vietnam
* Tel: (+028) 3829 2805 Fax: (+028) 3822 3088
* Charter capital: VND 1,826,827,990,000
* Securities code: HAI:
* Corporate governance model: The General Meeting, Board of Directors, Supervisory Board and Managing Director.
* The General Meeting, the Board of Directors, the Supervisory Board, and the Managing Director.
* The General Meeting, Board of Directors, Managing Director/ Manager and Audit Committee under the Board of Directors
* Internal audit: Implemented

1. Activities of the General Meeting:

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| No. | Resolution/Decision | Date | Contents |
| 01 | 01/2023/NQ-DHDCD-HAI | June 28, 2023 | * Approve the dismissal of members of the Board of Directors including Ms. Bui Hai Huyen, Ms. Nguyen Binh Phuong, Mr. Le Van Sac and Mr. Nguyen Duc Cong * Approve the dismissal of members of the Supervisory Board including Mr. Nguyen Manh Cuong, Mr. Doan Viet Hoang and Ms. Dinh Thi Quynh Mai * Approve the restructuring and resolution of existing financial issues arising in the company's activities from 2015 to present, and delegation of authority to implement tasks within the jurisdiction of the General Meeting to the Board of Directors, and the Board of Management * Election of Board of Directors members: Mr. Nguyen Chi Cong, Mr. Phan Thanh Diep and Mr. Pham Van Luom * Election of members of the Supervisory Board: Ms. Nguyen Thi Ngoc Dung, Mr. Nguyen Le Thanh and Mr. Nguyen Van An |

1. Board of Directors (2023)
2. Information about members of the Board of Directors

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| No. | Members of the Board of Directors | Position  (independent member, non-executive member) | Date of appointment/dismissal as member/independent member of the Board of Directors  of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Mr. Nguyen Duc Cong | Chair of the Board of Directors | April 22, 2021 | Dismissed from the position of Chair of the Board of Directors, effective from June 28, 2023 |
| 2 | Mr. Nguyen Chi Cong | Chair of the Board of Directors | June 28, 2023 |  | |
| 3 | Mr. Quach Thanh Dong | Deputy Chair of the Board of Directors-cum-Managing Director | June 28, 2023 |  | |
| 4 | Mr. Le Van Sac | Independent member of the Board of Directors | November 08, 2014 | June 28, 2023 | |
| 5 | Mr. Pham Thanh Diep | Member of the Board of Directors | June 28, 2023 |  | |
| 6 | Ms. Nguyen Binh Phuong | Non-executive member of the Board of Directors | April 19, 2022 | June 28, 2023 | |
| 7 | Mr. Pham Van Luom | Member of the Board of Directors | June 28, 2023 |  | |
| 8 | Ms. Bui Hai Huyen | Non-executive member of the Board of Directors |  | Dismissed from the position of Chair of the Board of Directors, effective from April 22, 2021  Dismissed from the position of member of the Board of Directors, effective from June 28, 2023 | |

1. Board Resolutions/Board Decisions in 2023

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| No. | Resolution/Decision | Date | Contents |
| 1 | 01/NQ-HDQT-HAI | March 13, 2023 | Resolution on convening the Extraordinary General Meeting 2023 |
| 2 | 02/NQ-HDQT-HAI | April 03, 2023 | Resolution on restructuring the debt of Hai Long An Trading Company Limited |
| 3 | 03/NQ-HDQT-HAI | May 04, 2023 | Resolution on convening the 2nd extraordinary General Meeting in 2023 |
| 4 | 04/NQ-HDQT-HAI | June 06, 2023 | Resolution on convening the 3rd extraordinary General Meeting in 2023 |
| 5 | 05/NQ-HĐQT-HA1 | June 28, 2023 | Resolution on the dismissal of the Chair of the Board of Directors, Mr. Nguyen Duc Cong |
| 6 | 06/NQ-HDQT-HAI | June 28, 2023 | Resolution on the election of the Chair of the Board of Directors, Mr. Nguyen Chi Cong |
| 7 | 07/NQ-HDQT-HAI | June 28, 2023 | Resolution on the election of the Vice Chair of the Board of Directors, Mr. Quach Thanh Dong |
| 8 | 08/NQ-HDQT-HAI | July 26, 2023 | Resolution on organizational structure adjustment |
| 9 | 09/NQ-HDQT-HAI | July 26, 2023 | Resolution on the establishment of a restructuring team |
| 10 | 10/NQ-HDQT-HAI | July 26, 2023 | Resolution on the establishment of a debt recovery team |
| 11 | 11/NQ-HDQT-HAI | August 14, 2023 | Resolution on the estimated time for the General Meeting |
| 12 | 12/NQ-HDQT-HAI | September 20, 2023 | Resolution on the approval of borrowing from institutions |
| 13 | 12A/NQ-HDQT-HAI | September 29, 2023 | Resolution on the appointment of the Managing Director-cum-legal representative |
| 14 | 13/NQ-HDQT-HAI | October 02, 2023 | Resolution on the approval of borrowing from Agribank |
| 15 | 14/NQ-HDQT-HAI | November 01, 2023 | Resolution on the dismissal of the Chief Accountant |
| 16 | 15/NQ-HDQT-HAI | November 01, 2023 | Resolution on the appointment of the Chief Accountant |
| 17 | 16/NQ-HDQT-HAI | December 08, 2023 | Resolution on the approval of continued borrowing by HAI Quy Nhon subsidiary from Sacombank |

1. Supervisory Board (in 2023)
2. Information about the members of the Supervisory Board

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| No. | | Member of the Supervisory Board | | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification | |
| 1 | Mr. Nguyen Manh Cuong | | Chief of the Supervisory Board | | Resigned on December 30, 2022 | | Bachelor | |
| 2 | Mr. Doan Viet Hoang | | Members of the Supervisory Board | | Resigned on April 19, 2022 | | Bachelor | |
| 3 | Ms. Dinh Thi Quynh Mai | | Members of the Supervisory Board | | Resigned on March 14, 2023 | | Bachelor | |
| 4 | Mr. Nguyen Le Thanh | | Chief of the Supervisory Board | | Appointed in June 28, 2023 | | Bachelor | |
| 5 | Ms. Nguyen Thi Ngoc Dung | | Members of the Supervisory Board | | Appointed in June 28, 2023 | | Bachelor | |
| 6 | Mr. Nguyen Van An | | Members of the Supervisory Board | | Appointed in June 28, 2023 | | Bachelor | |

1. 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 |
| 1 | Mr. Quach Thanh Dong  (the Managing Director) | March 04, 1962 | Master | October 30, 2017 |

1. Chief Accountant

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Mr. Vu Quang Hai | May 30, 1990 | Bachelor | Dismissed on November 01, 2023 |
| Mr. Ho Nguyen Duy Quan | September 20, 1987 | Bachelor | Appointed on November 01, 2023 |

1. Training on corporate governance:
2. List of related person of the public company in 2023 and transactions between related persons of the Company and the Company itself:
   * + 1. Transactions between the Company and related persons of the Company, or between the Company and principal shareholders, PDMR, or related persons of PDMR

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| 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 with the Company | 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 | HAI Quy Nhon Limited Company | Subsidiaries |  |  | |  |  | Purchase: VND 9,813,669,971  Sales: VND 45,745,578 |  |
| 2 | HAI Long An Manufacturing & Trading Limited Company | Subsidiaries |  | |  |  |  | Purchase: VND 8,868,271,098  Sales: VND 11,961,528,948 |  |
| 3 | HAI Investment And Development Real Estate Company Limited | Subsidiaries |  | |  |  |  |  |  |
| 4 | FLC Stone Investment and Mineral Joint Stock Company | As Chair of FLC Stone Company |  | |  |  |  |  |  |
| 5 | FLC Mining Investment & Asset Management Joint Stock Company | As manager of FLC Stone Company |  | |  |  |  |  |  |
| 6 | FLC Group Joint Stock Company | HAI Company’s Chair of the Board of Directors as Deputy Managing Director of FLC Stone Company |  | |  |  |  |  |  |

Notes: NSH Number\*: ID Card/Passport No. (for individuals) or Business Registration Certificate No., License on Operations No. or equivalent legal documents (for institutions)/NSH

* + - 1. Transactions between Company’s PDMR, related persons of PDMR and subsidiaries or companies controlled by the Company None.
      2. Transactions between the Company and other entities:
  1. Transactions between the Company and the company in which members of the Board of Directors, members of the Supervisory Board and Executive Manager (Managing Director) have been founding members or members of the Board of Directors or Executive Manager (Managing Director) for the past three (03) years (calculated at the date of reporting): None.
  2. Transactions between the Company and companies that related persons of the members of the Board of Directors, members of the Supervisory Board or Executive Manager (Managing Director) who are members of the Board of Directors or Executive Manager (Managing Director): None.
  3. Other transactions of the Company (if any) which can bring material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, Executive Manager or Managing Director: None.

1. Share transactions of PDMRs and related persons (2023)
2. Transaction of PDMR and related persons related to the Company’s shares: None.
3. Other significant issues: None