**HNM: Annual Corporate Governance Report 2023**

On January 27, 2024, Hanoimilk JSC announced Report No. 02/2023/BC.HDQT on the corporate governance in 2023 as follows:

* Name of company: Hanoimilk JSC
* Head office address: Km 9, Bac Thang Long - Noi Bai street, Quang Minh commune, Me Linh district, Hanoi city
* Tel: 0243.8866567 Fax: 02438866564 Email: [info@hanoimilk.com](mailto:info@hanoimilk.com)
* Charter capital: VND 444,000,000,000.
* Securities code: HNM
* Corporate Governance Model: The General Meeting, Board of Directors, Supervisory Board and Managing Director/Manager.
* Internal audit: Unimplemented.

1. Activities of the General Meeting:

Information about meetings and General Mandates/Decisions of the General Meeting (including General Mandates approved by collecting ballots)

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting | Date | Contents |
|  |  |  | * Approve the Report of the Board of Directors on the Company's activities in 2022 and development orientations for the next years (2023-2025) * Approve the Report of the Board of Directors on the results of production and business activities in 2022 and the audited financial statements by TPP Auditing Company Limited. * Approve the production and business plan for 2023 of the Company * Approve the Report of the Supervisory Board on the management activities of the Board of Directors and the Board of Managers in 2022 * Approve the Resolution on not paying dividends in 2022 * Approve and authorize the Board of Directors to re-select an audit company for the Financial Statements in 2023 of the Company. * Approve on implementing the issue of private placement shares (Phase 1) to exchange debts and raise capital for Hanoimilk JSC |
| 1 | 01/2023/NQ-DHDCD | June 17, 2023 |

1. Board of Directors (Report of 2023):
2. 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 | Date of dismissal |
| 1 | Mr. Ha Quang Tuan | Chair of the Board of Directors | December 31, 2021 |  |
| 2 | Mr. Le Huy Phuc | Independent member of the Board of Directors | April 24, 2022 |  |
| 3 | Mr. Ngo Kim Son | Member of the Board of Directors, Factory’s Manager | December 31, 2021 |  |
| 4 | Mr. Nguyen Duy Len | Member of the Board of Directors, Manager for Ensuring Quality | December 31, 2021 |  |
| 5 | Ms. Vu Thi Huong Thuy | Member of the Board of Directors, Supply Chain Manager | December 31, 2021 |  |

1. Board Resolutions/Decisions (Annual Report 2023):

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting | Date | Contents |
| 1 | 01/2023/NQ.HDQT | January 06, 2023 | * Approve the results of business activities in 2022. * Discuss the production and business plan for 2023 of the Company |
| 2 | 03/2023/NQ.HDQT | May 04, 2023 | * Decision on holding the 20th Annual General Meeting on June 17, 2023. * Approve the record date on May 25, 2023 for the list of shareholders attending the 20th Annual General Meeting. |
| 3 | 06/2023/NQ.HDQT | June 28, 2023 | * Implement the private placement to swap debts and raise capital |
| 4 | 07/2023/NQ.HDQT | July 03, 2023 | * Adjust the time for exchanging additional issue shares and the time for submitting money to purchase additional issue shares as stipulated in Resolution No. 06/2023/NQ.HDQT |
| 5 | 08/2023/NQ.HDQT | July 06, 2023 | * Approve the results of the issue of private placement shares for debt exchange and capital mobilization. |

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Ms. Dao Bich Thuy | Chief of the Supervisory Board | December 31, 2021 | Accountant |
| 2 | Ms. Nguyen Thi Hai Ly | Member  of the Supervisory Board: | December 31, 2021 | Bachelor |
| 3 | Mr. Pham Van Nam | Members of the Supervisory Board | April 24, 2022 | Engineer |

1. The Executive Board.

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Date of birth | Qualifications | Date of appointment/dismissal as member of the Supervisory Board |
| 1 | Mr. Ngo Kim Son | November 06, 1980 | Food Technologist | December 01, 2014 |
| 2 | Ms. Vu Thi Huong Thuy | May 10, 1980 | Food Technologist | January 01, 2023 |

1. The Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Pham Tung Lam | September 18, 1983 | Master of Business Administration – Bachelor in Corporate Finance | June 01, 2011 |

1. Training on corporate governance
2. Transactions between the Company and related persons of the Company, or between the Company and major shareholders, PDMR, or related persons of PDMR: No transaction incurred.
3. Transactions between Company’s PDMR, related persons of PDMR and subsidiaries or companies controlled by the Company No transaction incurred.
4. 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, the Manager (the Managing Director) and other managers have been founding members or members of the Board of Directors, Executive Manager (the Managing Director) for the past three (03) years (calculated at the time of reporting).

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | NSH\* No., Date of issue, Place of issue of NSH | Head office/Contact address | Time of transaction with the Company | Board Resolution/Board Decision No. or General Mandate/Decision of General Meeting No. that has been approved | Contents quantity, total value of transaction | Note |
| 1 | Hoang Mai Xanh Corporation | Under the same Chair of the Board of Directors | 0103009618 | Block A, People’s Committee of Linh Nam Ward, Hoang Mai District, Hanoi | In 2023 | Resolution No. 01/2023/NQ-HDQT dated January 3, 2023 | Contractual milk distribution |  |

* 1. Transactions between the Company and the companies where the related persons of members of the Board of Directors, members of the Supervisory Board, Executive Manager (Managing Director) and other managers who are members of the Board of Directors and Executive Manager (Managing Director): No transaction incurred.
  2. 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, Executive Manager (Managing Director) and other managers. No transaction incurred.

1. Share transactions of PDMR and related persons of PDMR (Report of 2023)
2. Transaction of PDMR and related persons related to the Company’s shares:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| 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, bonus, etc.) |
| Number of shares | Rate | Number of shares | Rate |
| 1 | Ha Quang Tuan | PDMR | 4375000 | 21.88% | 14,075,000 | 31.70% | July 6, 2023; Debt swap |
| 2 | Pham Tung Lam | PDMR | 25000 | 0.125% | 425,000 | 0.957% | July 6, 2023; Debt swap |
| 3 | Hoang Mai Xanh Corporation | Related person of PDMR | 1,250,000 | 6.25% | 5,550,000 | 12.50% | July 6, 2023; Debt swap |