**IDP: Annual Corporate Governance Report 2023**

On January 29, 2024, International Dairy Products Joint Stock Company announced Report No. 001/BC-IDP on the Annual Corporate Governance 2023 as follows:

* Name of company: International Dairy Products Joint Stock Company
* Headquarters address: Duc Thinh village, Tan Linh commune, Ba Vi district, Hanoi city
* Tele (+84) 24 33811081 Fax: (+84) 24 33811082
* Email: suaquocte@idp.vn
* Charter capital: VND 613,504,720,000
* Securities code:HMG IDP:
* Corporate Governance Model: The General Meeting, Board of Directors, Supervisory Board andManaging Director
* Internal audit: Implemented
1. Activities of the General Meeting:

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

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate  | Date | Contents |
| 1 | 001/2023/NQ-DHDCD.IDP | April 14, 2023 | The Annual General Mandate 2021 approved the following contents:Regulations on nomination, candidacy, and election of additional members of the Supervisory Board and the Board of Directors for the term 2020 - 2025.Report on the Production and Business Activities results for 2022 and the directional plan for 2023.Report on the Board of Directors' activities for the year 2022 and the directional plan for 2023.Report on the activities of the Supervisory Board for the year 2022 and the directional plan for the Supervisory Board for the year 2023.Audited Financial Statements 2022.Select an independent audit company for the Financial Statement 2023Profit distribution plan, dividend allocation for the year 2022, and profit distribution plan for the year 2023.Amendment and supplement to the Company’s CharterChange the Company's business linesAdjustment of project scale, capital contribution progress, and project implementation progress of: International Dairy Products Joint Stock Company - Binh Duong Branch;The plan on share issuance under the Employee Stock Ownership Plan in 2023.Private placement planAddition of members to the Supervisory Board and Board of Directors for the term 2020 - 2025.Results of additional election to the Supervisory Board.Results of the election to add members to the Board of Directors. |
| 2 | 002/2023/NQ.DHDCD.IDP | August 14, 2023 | General Mandates approved by collecting ballots:Approval of the adjustment of the investment project of International Dairy Products Joint Stock Company - Binh Duong Branch according to Investment Registration Certificate No. 7657626673 issued for the first time on January 24, 2022, by the Management Board of Binh Duong Industrial Parks. |

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

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position (independent member, non-executive member of the Board of Directors) | Date of appointment/dismissal as member/independent member of the Board of Directors |
| Appointment date | Date of dismissal |
| 1 | Mr. To Hai | The Chair of the Board of Directors | August 2020 |   |
| 2 | Ms. Dang Pham Minh Loan | Member of the Board of Directors | August 2020 |   |
| 3 | Mr. Dinh Quang Hoan | Member of the Board of Directors | April 2020 |   |
| 4 | Mr. Truong Nguyen Thien Kim | Member of the Board of Directors | June 2021 |   |
| 5¬ | Mr. Doan Huu Nguyen | Member of the Board of Directors | June 2021 |   |
| 6 | Ms. Tran Thu Trang | Member of the Board of Directors | April 2023 |   |

1. Board Resolutions/Board Decisions:

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| --- | --- | --- | --- |
| No. | Resolution/Decision | Date | Contents |
| 1 | 001.2023/NQ-HDQT.IDP | February 17, 2023 | Approve the recorded list of participants for the Annual General Meeting of International Dairy Products Joint Stock Company |
| 2 | 002.2023/NQ-HDQT.IDP | March 15, 2023 | Approve the Business Plan, borrowing, asset collateralization, and signing transactions at Vietnam Joint Stock Commercial Bank for Industry and Trade - Ho Chi Minh City Branch |
| 3 | 003/2023/NQ.HDQT.IDP | May 04, 2023 | On the record date to exercise rights for existing shareholders to receive the second dividend for the year 2022 |
| 4 | 004/2023/ND-HDQT.IDP | May 17, 2023 | Approve the dissolution of Green Light Investment Joint Stock Company |
| 5 | 005.2023/NQ.HĐQT.1DP | June 15, 2023 | On the implementation of private placement plan |
| 6 | 006.2023/NQ.HDQT.IDP | June 15, 2023 | On the approval of the private placement dossier |
| 7 | 007.2023/NQ.HDQT.IDP | June 26, 2023 | Notice on the record date to organize the collection of shareholders' ballots |
| 8 | 008/2023/NQ-HDQT.IDP | June 27, 2023 | Approve the purchase of contributed capital and additional capital contribution at Susu International Co., Ltd |
| 9 | 009/2023/NQ-HDQT.IDP | July 04, 2023 | Approve the recorded list of International Dairy Products Joint Stock Company to collect shareholders' ballotsContent of collecting shareholders' opinions: Approve the adjustment of the investment project of International Dairy Products Joint Stock Company - Binh Duong Branch according to Investment Registration Certificate No. 7657626673 issued for the first time on January 24, 2022, by the Management Board of Binh Duong Industrial Parks |
| 10 | 010/2023/NQ-HDQT.IDP | July 20, 2023 | Approve the document collecting shareholders' ballots to approve issues based on Resolution No. 009/2023/NQ-HDQT.IDP dated July 4, 2023 |
| 11 | 011/2023/NQ-HDQT.IDP | August 29, 2023 | Approve the results of the private placement of shares of International Dairy Products Joint Stock CompanyApprove amendments to the charter capital corresponding to the total nominal value of shares actually privately placedApprove change in charter capital of International Dairy Products Joint Stock Company |
| 12 | 012/2023/NQ-HDQT.IDP | November 20, 2023 | Approve opening credit limits at Vietnam Joint Stock Commercial Bank for Investment and Development - Ben Nghe BranchApprove opening credit limits at Vietnam Prosperity Joint Stock Commercial Bank |
| 13 | 013/2023/NQ-HDQT.IDP | November 21, 2023 | Approve implementing the share issuance plan under the Employee Stock Ownership Plan (ESOP) |
| 14 | 014/2023/NQ-HDQT.IDP | November 28, 2023 | Approve the recorded list of shareholders of International Dairy Products Joint Stock Company to collect shareholders' opinions via a ballot. Content of collecting shareholders' ballots: Adjust the registered office address of the Company. |

1. Supervisory Board;

Information about the members of the Supervisory Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board: | Position | Date of appointment as member of the Supervisory Board. | Qualification |
| 1 | Ms. Hoang Ngoc Trieu Duong | Chief  | January 2022 | Bachelor |
| 2 | Ms. Ton Minh Phuong | Controller | August 2020 | Bachelor |
| 3 | Ms. Mai Thi Thanh Trang | Controller | April 2023 | Bachelor |

1. Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Supervisory Board |
| 1 | Dang Pham Minh Loan | March 18, 1977 | Master of International Business AdministrationBusiness | November 2014 |
| 2 | Chu Hai Yen | January 23, 1977 | Master | June 2020 |
| 3 | Pham Van Thang | August 02, 1978 | Bachelor | May 2016 |

1. Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Mr. Pham Van Thanh | August 02, 1978 | Bachelor | May 2016 |

1. Training on corporate governance
2. List of related persons of the public Company (Annual Report) and transactions between the related persons of the Company with the Company itself:
3. Transactions between the Company and related persons of the Company; or between the Company and principal shareholders, PDMR and related persons of PDMR None
4. Transactions between Company’s PDMR, related 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 where members of the Board of Directors, members of the Supervisory Board, Executive Manager (Managing Director) and other managers have been founding members or members of the Board of Directors and Executive Manager (Managing Director) for the past three (03) years (as at the date of reporting): None
	2. 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 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 (Managing Director) and other managers: None
6. Share transactions of PDMR and related persons of PDMR (Report of 2023)

Company’s share transaction of PDMR and related persons:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| 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 | Percentage(%) |
| 1 | Pham Van Thang | PDMR | 334,498 | 0.57 | 157,998 | 0.25 | Selling |
| 2 | Chu Hai Yen | PDMR | 5,000 | 0.01 | 0 | 0 | Selling |
| 3 | Dinh Quang Hoan | PDMR | 0 | 0 | 1,500,000 | 2.44 | Buy |

1. Other significant issues: None.