**KLF: Annual Corporate Governance Report 2023**

On January 29, 2024 CFS Investment and Import Export Trading Joint Stock Company announced Report No. 01/2024/BCQT-CFS on the corporate governance situation in 2023, as follows:

* Name of company: CFS Investment and Import Export Trading Joint Stock Company
* Head office address: Floor 5, FLC Landmark Tower, Le Duc Tho Street, My Dinh 2 Ward, Nam Tu Liem District, Hanoi
* Tel: 024 - 3795 6869 Fax: 024 3795 6899 Email: info@cfscorp.vn
* Charter capital: VND 1,653,525,610,000
* Securities code: KLF
* Corporate Governance Model:
* The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager.
* Internal audit execution: Implemented.
1. Activities of the General Meeting of Shareholders:

Information about the meetings and General Mandates/Decisions of the General Meeting of Shareholders (including General Mandates approved by collecting shareholders' opinions via a ballot): None

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

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| 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. Nguyen Thanh Tung | Chair of the Board of Directors | May 27, 2021 |  |
| 2 | Mr. Nguyen Duc Cong | Member of the Board of Directors | May 27, 2021 |  |
| 3 | Mr. Bui Van Ngoc | Member of the Board of Directors | June 21, 2022 |  |

1. Board Resolution/Decision (2023)

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| --- | --- | --- | --- |
| No. | Board Resolution/Decision No. | Date | Contents |
| 1 | 01/2023/QD-CFS | January 16, 2023 | Change of capital contribution representative at Hai Chau Co.,LTD |
| 2 | 03/2023/QDHDQT-CFS | January 31, 2023 | Approve the policy of divestment at Hai Chau Co.,LTD |
| 3 | 03/2023/QDHDQT-CFS | March 13, 2023 | Reduce a part of the debt for the obligation to pay the share transfer amount to Mr. Le Ba Thao |
| 4 | 04/2023/NQ-HDQT-CFS | July 03, 2023 | Approve several contents under the authorities of the Board of Directors |
| 5 | 05/2023/NQ-HDQT-CFS | August 01, 2023 | On the dismissal of Mr. Nguyen Viet Hoan from the position of Internal Audit member for from August 1, 2023 |
| 6 | 06/2023/NQ-HDQT-CFS | August 01, 2023 | On the appointment of Ms. Le Thi Thanh to hold the position of Internal Audit member from August 1, 2023 |
| 7 | 07/2023/NQ-HDQT-CFS | October 18, 2023 | Convene the Extraordinary General Meeting of Shareholders 2023 |
| 8 | 08/2023/QD-CTHDQT-CFS | November 08, 2023 | Decision of the Chair of the Board of Directors on Approving several contents under the authorities of the Chair of the Board of Directors: Convene the meeting of the Board of Directors  |
| 9 | 09/2023/NQ-HDQT-CFS | November 10, 2023 | Appoint Ms. Dinh Thi Kim Oanh to hold the position of Deputy General Manager of the company from November 10, 2023 |
| 10 | 10A/2023/QD-CTHDQT-CFS | November 28, 2023 | Decision of the Chair of the Board of Directors on Approving a number of contents under the authorities of the Chair of the Board of Directors: Convene the meeting of the Board of Directors |
| 11 | 10/2023/NQ-HDQT-CFS | December 01, 2023 | Approve Ms. Tran Thanh Thuy's request to resign from the position of Chief Accountant of the Company, effective from December 1, 2023. |
| 12 | 11/2023/NQ-HDQT-CFS | December 01, 2023 | Appoint Mr. Vu Quang Hai to hold the position of Chief Accountant of the Company, effective from December 1, 2023 |
| 13 | 12A/2023/QD-CTHDQT-CFS | December 12, 2023 | Decision of the Chair of the Board of Directors on Approving a number of contents under the authorities of the Chair of the Board of Directors: Convene the meeting of the Board of Directors |
| 14 | 12/2023/NQ-HDQT-CFS | December 14, 2023 | Organize the Extraordinary General Meeting of Shareholders in 2023 - the second time after the first Extraordinary General Meeting of Shareholders in 2023 did not meet the conditions to proceed. |

1. The 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 | Professional Qualification |
| 1 | Ms. Le Thuy Dung | Chief of the Supervisory Board | Elect on June 21, 2022 | Bachelor of Economic Laws |
| 2 | Ms. Nguyen Thi Thu Hang | Member of the Supervisory Board | Elect on June 21, 2022 | Bachelor of Law - Labor Economics |
| 3 | Ms. Dao Thi Phuong | Member of the Supervisory Board | Elect on June 21, 2022 | Bachelor of Finance and Banking |

1. The Executive Board:

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| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Professional Qualification | Date of appointment/dismissal as the member of the Executive Board |
| 1 | Ms. Nguyen Truc Quynh | March 13, 1988 | Bachelor | Appointed on September 06, 2022 |
| 2 | Ms. Dinh Thi Kim Oanh | May 21, 1984 | Master | Appoint on November 10, 2023 |

1. Chief Accountant

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment /dismissal |
| Ms. Tran Thanh Thuy | April 11, 1981 | Bachelor | Appointed on November 02, 2020, dismissed on December 01, 2023 |
| Mr. Vu Quang Hai | May 30, 1990 | Master | Appointed on: December 01, 2023 |

1. Training on corporate governance
2. List of affiliated persons of the public company in 2023 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 related persons of PDMR: 2023

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| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Affiliated relation with the company | NSH\* No., Date of issue, Place of issue | 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 announcement, if any) | Content, quantity, total value of transaction | Note |
| 1 | FLC Stone Mining And Investment Joint Stock Company |  | 0102370070 | 5th Floor, FLC Landmark Tower, Le Duc Tho Street, My Dinh 2 Ward, Nam Tu Liem District, Hanoi, Vietnam | 2023 |  | CFS sells goods and services: VND 5,089,685,623 |  |
| 2 | HAI Agrochem Joint Stock Company |  | 4103003108 | No. 28 Mac Dinh Chi Street, Da Kao Ward, District 1, Ho Chi Minh City  | 2023 |  | CFS sells services: VND 10,734,369 CFS purchase goods: VND 5,624,764,092  |  |

1. Transactions between Company’s PDMR, affiliated persons of PDMR and subsidiaries or companies controlled by the Company

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| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relations with PMDR | Position at listed companies | ID card/Passport No., date of issue, place of issue | Address | Name of subsidiaries or companies controlled by the listed company | Time of transaction | Content, quantity, total value of transaction | Note |
| None |

1. 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 General Manager) and other managers have been founding members or members of the Board of Directors, the Executive Manager (the General Manager) for the past three (03) years (calculated at the time of reporting). None
	2. Transactions between the Company and companies executed by the affiliated people of members of the Board of Directors, members of the Supervisory Board, the Manager (the General Manager) and other managers who are members of the Board of Directors, the Executive Manager (the 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, and the Manager (General Manager) and other managers. None
2. Share transactions of PDMR and affiliated persons of PDMR in the first 6 months of 2023:
3. Transactions between PDMR of the Company, affiliated persons of PDMR and subsidiaries, companies controlled by the Company

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| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relations with PMDR | Position at listed companies | ID card/Passport No., date of issue, place of issue | Address | Name of subsidiaries or companies controlled by the listed company | Time of transaction | Content, quantity, total value of transaction | Note |
| None |

1. 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 General Manager) and other managers have been founding members or members of the Board of Directors, the Executive Manager (the General Manager) for the past three (03) years (calculated at the time of reporting). None
	2. Transactions between the Company and companies executed by the affiliated people of members of the Board of Directors, members of the Supervisory Board, the Manager (the General Manager) and other managers who are members of the Board of Directors, the Executive Manager (the 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, and the Manager (General Manager) and other managers. None
2. Share transactions of PDMR and affiliated persons of PDMR (first 6 months of 2023):
3. Company’s share transaction 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 or decrease (buy, sell, convert, reward, ...) |
| Number of shares | Rate | Number of shares | Rate |  |
| None |

1. Other significant issues: