**MCM: Annual Corporate Governance Report 2023**

On January 30, 2024, MocChau Dairy Cattle Breeding Joint Stock Company announced Report No. 16/2024/GBS/BCQT on the Annual Corporate Governance Report 2023 as follows:

* Name of listed company: MocChau Dairy Cattle Breeding Joint Stock Company
* Headquarters address: Nong truong Moc Chau Townlet, Moc Chau District, Son La Province
* Tel: 02123 866065 02123 866184
* Email: mocchaumilk@mcmilk.com.vn
* Charter capital: VND 1,100,000,000,000
* Securities code (Upcom): MCM
* Corporate governance model: The General Meeting, the Board of Directors, Supervisory Board, Managing Director, Deputy Managing Director and managers
* On Internal audit: Unimplemented.
1. Activities of the General Meeting

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

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting  | Date | Contents |
| 1 | 01/NQ-DHDCD/GBS/2023 | April 27, 2023 | Annual General Mandate 2023* Approve the Report of the Board of Directors in 2022
* Approve the Report of the Supervisory Board in 2022
* Approve the Audited Financial Statements in 2022.
* Approve the report on capital use from January 1, 2022 to December 31, 2022
* Approve the Profit Distribution Plan in 2022;
* Approve the revenue and profit plan for 2023
* Approve the profit distribution plan in 2023;
* Approve the plan for selecting an audit company for the Financial Statements 2023
* Approve the remuneration payment plan for members of the Board of Directors and the Supervisory Board in 2023
* Approve the plan for listing transfer and stock transactions of the Company through the Ho Chi Minh City Stock Exchange (HOSE).
* Approve the dismissal of Mr. Trinh Quoc Dung from the position of member of the Board of Directors.
* Election of an additional member to the Board of Directors for the term 2020 - 2024.
 |

1. Board of Directors (Annual Report 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 |
| Date of appointment | Dismissal date |
| 1 | Mai Kieu Lien | Chair | February 16, 2020 |   |
| 2 | Pham Hai Nam | Member of the Board of Directors | February 16, 2020 |   |
| 3 | Nguyen Quang Tri | Member of the Board of Directors | August 23, 2021 |   |
| 4 | Hoang Van Chat | Member of the Board of Directors | March 30, 2022 |   |
| 5 | Trinh Quoc Dung | Member of the Board of Directors | February 16, 2020 | April 27, 2023 |
| 6 | Le Hoang Minh | Member of the Board of Directors | April 27, 2023 |   |

1. Board Resolutions/Decisions

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Resolutions/Decision  | Date | Contents |
| 1 | 02/NQ-HDQT/GBS/2023 | January 03, 2023 | Resolution on transactions with related parties |
| 2 | 06/NQ-HDQT/GBS/2023 | January 17, 2023 | Resolution approving the organization plan for the Annual General Meeting in 2023 |
| 3 | 09/NQ-HDQT/GBS/2023 | January 17, 2023 | Resolution on the approval of depositing the amount received from the issuance of 43.2 million shares for capital increase under General Mandate No. 01/NQ-DHDCD/GBS/2020 dated July 17, 2020 |
| 4 | 10/NQ-HDQT/GBS/2023 | January 17, 2023 | Resolution on the approval of the resettlement plan for phase 1 |
| 5 | 11/NQ-HDQT/GBS/2023 | January 17, 2023 | Resolution on the approval of the fixed asset investment plan for 2023 of the Company |
| 6 | 13/NQ-HDQT/GBS/2023 | February 08, 2023 | Resolutions on transactions with related parties |
| 7 | 19/NQ-HDQT/GBS/2023 | February 23, 2023 | Resolutions on transactions with related parties |
| 8 | 17/NQ-HDQT/GBS/2023 | February 23, 2023 | Resolution approving the supplementary list of Credit Institutions, Companies for transactions to be implemented in 2023 |
| 9 | 23/NQ-HDQT/GBS/2023 | March 24, 2023 | Resolution approving the organization of traditional volleyball tournament for employees in 2023 |
| 10 | 26A/NQ-HDQT/GBS/2023 | March 30, 2023 | Resolution approving the High-Tech Dairy Factory Project in Moc Chau |
| 11 | 25/NQ-HDQT/GBS/2023 | April 03, 2023 | Resolution on the approval of the documents of the Annual General Meeting in 2023 |
| 12 | 26/NQ-HDQT/GBS/2023 | April 03, 2023 | Resolutions on transactions with related parties |
| 13 | 31/NQ-HDQT/GBS/2023 | April 12, 2023 | Resolution on the approval of the High-Tech Eco-Farm Complex and Dairy Cow Project in Moc Chau of the Company |
| 14 | 34/NQ-HDQT/GBS/2023 | April 14, 2023 | Resolution on the approval of the list of candidates nominated by shareholders for the Board of Directors for the term 2020-2024 |
| 15 | 37/NQ-HDQT/GBS/2023 | April 21, 2023 | Resolution on the Company's investment capital support for households to purchase ensiled corn in 2023 |
| 16 | 38/NQ-HDQT/GBS/2023 | April 21, 2023 | Resolution on the use of Welfare Reward Fund for Q2/2023 |
| 17 | 41/NQ-HDQT/GBS/2023 | May 10, 2023 | Resolution on the payment of cash dividends for the 2nd period of the fiscal year 2022 |
| 18 | 45/NQ-HDQT/GBS/2023 | May 16, 2023 | Resolution on amending the responsibility allocation regulations for management |
| 19 | 48/NQ-HDQT/GBS/2023 | July 05, 2023 | Resolution on the selection of audit company for 2023 |
| 20 | 54/NQ-HDQT/GBS/2023 | August 22, 2023 | Resolution on approving the transactions with related parties |
| 21 | 58/NQ-HDQT/GBS/2023 | September 20, 2023 | Resolution on the proposal to lease land and change the land use purpose for the High-Tech Eco-Farm Complex and Dairy Cow Project in Moc Chau - Phase 1 |
| 22 | 60/NQ-HDQT/GBS/2023 | October 02, 2023 | Resolution on the adjustment of production and business plan for 2023 |
| 23 | 62/NQ-HDQT/GBS/2023 | October 18, 2023 | Resolution on the principle of liquidation and establishment of asset liquidation council |
| 24 | 64/NQ-HDQT/GBS/2023 | October 26, 2023 | Resolution on approving the transactions with related parties |
| 25 | 67/NQ-HDQT/GBS/2023 | October 27, 2023 | Resolution on the interim dividend payment in cash for the 1st period of the fiscal year 2023 |

1. Supervisory Board.

Information about members of the Supervisory Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board/Audit Committee | Qualification |
| 1 | Tran Ngoc Duy | Chief of the Supervisory Board | Appointed on February 16, 2020 | Master of Business Administration, Bachelor in Economics |
| 2 | Trinh Cong Son | Member of the Board of Directors | Appointed on February 16, 2020 | Member of Association of Chartered Certified Accountants, Vietnam Association of Certified Public Accountants. |
| 3 | Pham Quang Thuy | Member of the Board of Directors | Appointed on February 16, 2020 | Bachelor in Economics |

1. Executive Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| Date of appointment | Date of dismissal |
| 1 | Mr. Pham Hai Nam | October 11, 1969 | Animal husbandry engineer | February 01, 2020 |   |
| 2 | Mr. Tran Manh Thang | October 18, 1972 | Food Chemical Engineer | February 24, 2020 |   |
| 3 | Mr. Nguyen Sy Quang | July 01, 1968 | Animal husbandry and veterinary engineer | March 01, 2020 |   |
| 4 | Mr. Le Huy Bich | May 22, 1989 | Master of Finance | January 01, 2020 |   |
| 5¬ | Mr. Dang Duc Nam | November 15, 1980 | Bachelor in Economics | February 10, 2022 |   |

1. Chief Accountant

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Full name | Date of birth | Qualification | Date of appointment/dismissal |
| 1 | Mr. Nguyen Anh Tu | February 26, 1978 | Bachelor in FinanceAccounting | June 10, 2020 |

1. Training on corporate governance
2. List of related persons of the Company and transactions between the related persons of the Company and the Company itself (report 2023):
3. Transactions between the Company and related persons of the Company; or between the Company and principal shareholders, PDMR and related persons of PDMR

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organizations/individuals | Relations with the Company | NSH No.\* , Date of issue, Place of issue | Headquarters address/Contact address | Time of transaction with the Company | Number of Resolution/Decision of the General Meeting/the Board of Directors | Quantity and total value (Unit: VNĐ) | Note |
| 1 | Vietnam Dairy Products Joint Stock Company | Most senior holding company | 0300588569 | No. 10, Tan Trao Street, Tan Phu Ward, District 7, Ho Chi Minh City | 2023 |   | 425,263,034,815 | Goods sales |
| 2 | Vietnam Dairy Products Joint Stock Company | Most senior holding company | 0300588569 | No. 10, Tan Trao Street, Tan Phu Ward, District 7, Ho Chi Minh City | 2023 |   | 29,286,647,508 | Buy goods and services |
| 3 | Vietnam Dairy Products Joint Stock Company | Most senior holding company | 0300588569 | No. 10, Tan Trao Street, Tan Phu Ward, District 7, Ho Chi Minh City | 2023 |   | 19,475,580,000 | Dividends |
| 4 | Vietnam Livestock Corporation ( VILICO ) – Joint Stock Company | The Holding Company: | 0100104443 | 519 Minh Khai - Hai Ba Trung - Hanoi | 2023 |   | 725,703,982 | Buy goods and services |
| 5 | Vietnam Livestock Corporation ( VILICO ) – Joint Stock Company | The Holding Company: | 0100104443 | 519 Minh Khai - Hai Ba Trung - Hanoi | 2023 |   | 130459942000 | Dividends |
| 6 | Vietnam Dairy Cow One - Member Company Limited | Subsidiary of the Most senior holding company | 5000268824 | No. 10, Tan Trao Street, Tan Phu Ward, District 7, Ho Chi Minh City | 2023 |   | 73,960,253,310 | Goods purchase |
| 7 | Hanoi Peter Hand Animal Developing Co.,Ltd | Subsidiary of the Holding company | 0100149691 | No. 36 Hoang Ngan Street, Cau Giay District, Hanoi | 2023 |   | 14,045,105,000 | Goods purchase |

1. Transactions between PDMR of the listed company, related persons of PDMR and subsidiaries, and companies controlled by the listed company None
2. Transactions between the Company and other entities: None
3. Share transactions of PDMR and related persons of PDMR

Company’s share transactions of PDMR and related persons of PDMR

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| 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 (purchase, sell, convert, reward, etc.) |
| Number of shares: | Percentage | Number of shares | Percentage |
| 1 | Nguyen Anh Tu | The Chief Accountant | 441,521 | 0.4% | 200,000 | 0.18% | Sell |
| 2 | Hoang Tuyen Duong | Person in charge of corporate governance | 55 | 0.00% | 0 | 0% | Sell |

1. Other significant issues: None