**CMN: Annual Corporate Governance Report 2023**

On January 30, 2024, Colusa - Miliket Foodstuff Joint Stock Company announced report No. 01/BC-CM on the corporate governance in 2023 as follows:

* Name of company: Colusa - Miliket Foodstuff Joint Stock Company
* Head office address: 1230 Kha Van Can, Linh Trung Ward, Thu Duc District, Ho Chi Minh City
* Tel: 028 38966835 Fax: 028 38960013 Email: colusa@comifood.com
* Charter capital: VND 48,000,000,000.
* Securities code: CMN
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager.
* Internal audit execution: Not yet implemented (the Company is not subject to implementation according to Article 10 of Decree No. 05/2019)
1. Activities of the General Meeting of Shareholders

Information about the meetings and General Mandates (including General Mandates approved by collecting shareholders' opinions via a ballot):

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| No. | General Mandate No. | Date | Content |
| 01 | 01/NQ-CM-DHDCD | April 26, 2023 | * Approve the Summary Report of production and business activities for the year 2022 and the tasks and plans for the year 2023.
* Approve the Report of the Board of Directors for the term 2018 - 2023 at the Annual General Meeting of Shareholders in 2023.
* Approve Report of the Supervisory Board at the Annual General Meeting of Shareholders 2023.
* Approve the Report on the results of the financial audit for the year 2022 (annual period from January 01, 2022, to December 31, 2022).
* Approve the Proposal for the distribution of profits for the year 2022 and the profit distribution plan for the year 2023.
* Approve the Proposal on Remuneration Report of the Board of Directors, the Supervisory Board, person in charge of corporate governance for the year 2022 and propose remuneration of the Board of Directors, the Supervisory Board, and person in charge of corporate governance of the company for the year 2023.
* Approve the Proposal on the selection of an audit company for the Financial Statements 2023
* Approve the election results of the Members of the Board of Directors of the Company for the term 2023-2028, including 05 members: Ms. Luu Thi Tuyet Mai, Mr. Tran Hoang Ngan, Mr. Hoang Ngoc Thanh, Mr. Trinh Dang Khanh Toan, Mr. Vu Anh Tuan.
* Approve the election results of the Members of the Board of Supervisors of the Company for the term 2023-2028, including 03 members: Mr. Hoang Hung, Ms. Bui Thi Tuyet Minh, Mr. Pham Nguyen Binh.
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1. The Board of Directors
2. Information about members of the Board of Directors:

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| --- | --- | --- | --- | --- |
| No. | Members of the Board of Directors | Position | Date of appointment/dismissal as member of the Board of Directors | Note |
| Appointment date | Dismissal date |  |
| 1 | Ms. Luu Thi Tuyet Mai | Chair of the Board of Directors | April 27, 2018 |  | Non-executive member of the Board of Directors |
| 7 | Mr. Tran Hoang Ngan | Vice Chair of the Board of Directors | July 15, 2022 |  | Executive member of the Board of Directors |
| 3 | Mr. Hoang Ngoc Thanh | Member of the Board of Directors | July 15, 2022 |  | Non-executive member of the Board of Directors |
| 4 | Mr. Trinh Dang Khanh Toan | Member of the Board of Directors | April 27, 2018 |  | Non-executive member of the Board of Directors |
| 5 | Mr. Hoang Anh Tuan | Member of the Board of Directors | July 15, 2022 | April 26, 2023 | Non-executive member of the Board of Directors |
| 6 | Mr. Vu Anh Tuan | Member of the Board of Directors | April 26, 2023 |  | Non-executive member of the Board of Directors |

1. Board Resolution/Meeting Minutes of the Board of Directors

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| No. | Resolution/Minutes No. | Date | Content |
| 1 | 01/NQ-CMN/HDQT | February 27, 2023 | * Agree on the recorded list of shareholders to attend the Annual General Meeting of Shareholders in 2023.
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| 2 | 01/BB-COMI/HDQT | March 20, 2023 | * Approve the results of production and business for the year 2022, and the production and business plan for the year 2023.
* Approve the Proposal to organize production and business activities for 2023.
* Approve the Proposal on the agenda and content of the Annual General Meeting of Shareholders in 2023.
* Approve the appointment of the person in charge of corporate governance (Secretariat) for the term 2023-2028.
* Approve the Proposal for transactions with affiliated persons
* Approve the Brokerage Commission Regulation.
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| 3 | 01/NQ-CM-HDQT | April 26, 2023 | * Agree to elect Ms. Luu Thi Tuyet Mai as the Chair of the Board of Directors for the term 2023-2028.
* Agree to elect Mr. Tran Hoang Ngan as the Vice Chair of the Board of Directors for the term 2023-2028.
* Agree to appoint Mr. Tran Hoang Ngan as the General Manager, concurrently the legal representative for the term 2023-2028.
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| 4 | 02/NQ-CM-HDQT | May 09, 2023 | Agree on the record date for the Company to submit to VSD to establish the list of securities owners for dividend payment for the year 2022. |
| 5 | 03/NQ-CM-HDQT | June 02, 2023 | * Approve the results of production and business for Q1/2023, and the production and business plan for Q2/2023.
* Agree on the direction for a new brand identity of the Company and the development of new products.
* Agree on the addition to the Investment Plan 2023.
* Agree on the addition to the Salary Fund 2023.
* Agree to choose an audit company for the financial statements 2023.
* Agree on the regular meeting schedule of the Board of Directors.
* Agree on the distribution of the Reward Fund for the Executive Board of the Company.
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| 6 | 04/NQ-CM-HDQT | July 14, 2023 | * Agree on the results of production and business for the first 6 months of 2023, and the production and business plan for the last 6 months of 2023.
* Agree on the Proposal to add to the Investment Plan 2023 for the investment in 01 pickup truck and the renovation, repair, and upgrade of the facade of No. 03 To Vinh Dien Street. Assign the General Manager to carry out investment procedures as prescribed.
* Agree on the Proposal to select the enterprise resource planning software provider. Assign the General Manager to report to the Board of Directors on the selection of the enterprise resource planning software provider according to the bidding regulations.
* Agree on the report on relocating the Company's workshop premises.
* Agree on the report on the current legal status of the Company's land lots in use.
* Agree on the objective to improve product quality.
* Agree on the assignment of tasks to members of the Board of Directors to support the Company in conducting more efficient production and business operations.
* Agree on the direction to invest in a manufacturing plant in the Northern region. Assign the General Manager to develop a plan for investing in a manufacturing plant in the Northern region and present it to the Board of Directors for consideration and approval.
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| 7 | 05/NQ-CM-HDQT | August 15, 2023 | * Agree on supplementing the expenses for the investment item of 01 pickup truck with an additional investment value of VND 57,200,000. The total cost for this item is VND 507,200,000.
* Agree on supplementing the 2023 investment plan for the new investment item of replacing 01 old pickup truck with 01 new pickup truck, with a total investment cost of VND 264,168,000.
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| 8 | 06/BB-CM-HDQT | October 14, 2023 | * Agree on the results of production and business for Q3/2023 and the first 9 months of 2023, and the production and business plan for Q4/2023.
* Agree on the Proposal to adjust and supplement the Investment Plan 2023 with an expected total investment value in Q4/2023 of VND 5,605,145,000. The expected investment value to be carried forward to 2024 is VND 5,831,000,000.
* Agree on the report on the investment survey results for factories in the Northern and Southern regions. Prioritize investing in relocating the factory in the Southern region first to stabilize production and business. The Board of Directors will establish a Subcommittee under its authority to independently manage the investment project, design the factory drawings, seek equipment suppliers, and conduct procurement bidding in accordance with legal regulations. The specific relocation location will be agreed upon later by the Board of Directors.
* Agree on the progress report on implementing the SAP Business One software at the Company.
* Not approve the Proposal on determining the foreign ownership rateat this meeting.
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| 9 | 06/NQ-CM-HDQT | December 23, 2023 | Approve the transactions between the Company and related parties regarding Contracts/transactions serving the Company's daily production and business activities. And other Contracts/transactions between the Company and related parties (being units under Mesa Asia Pacific Trading Services Company Ltd, Vietnam Southern Food Corporation - JSC, Vietnam National Tobacco Corporation, and other related parties) regarding the purchase of the Company's products (if any).The value of the above-mentioned Contracts/Transactions is less than 35% of the total asset value of the Company recorded in the latest Financial Statements. |
| 10 | 07/NQ-CM-HDQT | December 23, 2023 | Determine the maximum foreign ownership rate in the Company to be 5% of the charter capital.Present the content regarding determining the maximum foreign ownership rate in the Company to be 5% of the charter capital to the Annual General Meeting of Shareholders at the nearest meeting for the Annual General Meeting of Shareholders to agree upon, and supplement it to the Company's Charter. |

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

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| --- | --- | --- | --- | --- |
| No. | Members of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Mr. Hoang Hung | Chief of the Supervisory Board | April 27, 2019 | Master |
| 2 | Ms. Bui Thi Tuyet Minh | Member of the Supervisory Board | November 18, 2021 | Bachelor |
| 3 | Mr. Pham Nguyen Binh | Member of the Supervisory Board | June 19, 2020 | Master of Business Administration, Bachelor of Economics |

1. The Executive Board.

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| --- | --- | --- | --- |
| No. | Members of the Executive Board | Position | Date of appointment/dismissal as member of the Executive Board |
| 1 | Mr. Tran Hoang Ngan | General Manager  | January 01, 2023 |
| 2 | Mr. Nguyen Anh Tuan | Deputy General Manager | December 22, 2006 |
| 3 | Ms. Nguyen Thi Mai Huong | Deputy General Manager | April 08, 2022 |
| 4 | Ms. Tran Do Thuy Linh | Deputy General Manager | April 08, 2022 |

1. The Chief Accountant:

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Ms. Nguyen Thi Minh Nguyet | October 03, 1973 | Accounting economics | April 08, 2022 |

1. Training on corporate governance
2. List of affiliated persons of the public Company and transactions between the affiliated persons of the Company with the Company itself:
3. Transactions between the Company and its affiliated persons; or between the Company and major shareholders, PDMR, or affiliated persons of PDMR:

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| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organizations/individuals | Relations with the Corporation | 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. approved | Content, quantity, total value of transaction |
| 1 |  Mesa Asia Pacific Trading Services Company Ltd | Affiliated person of PDMR Major shareholder; | 0100520429 | No. 20 Bui Thi Xuan Street, Nguyen Du Ward, Hai Ba Trung District, Hanoi City | In 2023 | Approve at the Meeting Minutes of the Board of Directors on March 20, 2023 | Mesa distributes the Company's products in 2023Transaction value: VND 81,732,335,736  |
| 2 |  Binh Dong Flour Mill Company | Affiliated person of PDMR | 0300613198-006 | 277A Ben Binh Dong, Ward 14, District 8, Ho Chi Minh City | Binh Dong supplies flour to the Company for noodle productionTransaction value: VND 27,007,427,996 |
| 3 | Branch of Mesa Asia Pacific Trading Services Company Ltd | Affiliated person of PDMR | 0100520429-001 | No. 214B Ly Chinh Thang Street, Ward 09, District 3, Ho Chi Minh City | Approve according to the Board Resolution on December 23, 2023 | Mesa Branch delivers goods to the Company's warehouseTransaction value: VND 595,614,549 |
| 4 | Beyond Communication Joint Stock Company | Affiliated person of PDMR | 0314079850 | 202 Ly Chinh Thang Street, Ward 09, District 3, Ho Chi Minh City | Beyond performs marketing activities for the Company at the HOZO 2023 eventTransaction valueVND 3,000,000,000 |
| 5 | Safoco Foodstuff Joint Stock Company | Affiliated person of PDMR | 0303752249 | No. 1079 Pham Van Dong Street, Linh Tay Ward, Thu Duc City, Ho Chi Minh City | Safoco purchases raw materials (vegetable packs, seasoning oil) from the Company for productionTransaction value: VND 552,250,000 |
| 6 | Tra Vinh Food Company | Affiliated person of PDMR | 0300613198-016 | No. 102, Tran Phu Street, Ward 2, Tra Vinh City, Tra Vinh Province | The company purchases raw materials (rice) for production, serving Company employeesTransaction value: VND 6,915,305,462 |
| 7 | Long An Food Company | Affiliated person of PDMR | 0300613198-008 | No. 10, Cu Luyen Street, Ward 5, Tan An City, Long An Province | The company purchases raw materials (rice) for production, serving Company employeesTransaction value: VND 3,009,259 |
| 8 | Tien Giang Food Company | Affiliated person of PDMR | 0300613198-009 | No. 256, Quarter 2, Ward 10, My Tho City, Tien Giang Province | The company purchases mineral water to serve employeesTransaction value: VND 29,170,000 |

1. Transactions between PDMR of the Company, affiliated persons of PDMR and subsidiaries under the authority of the Company: None
2. Transactions between the Company and other entities/ None
3. Share transactions of PDMR and affiliated persons of PDMR None.

(Attached is the list of PDMR and affiliated persons of PDMR)

1. Other significant issues: None.