**CLX: Annual Corporate Governance Report 2023**

On January 26, 2024, Cho Lon Investment and Import Export Corporation announced Report No. 02/BC-CHOLIMEX-HDQT on the annual corporate governance in 2023 as follows:

* Name of company: Cho Lon Investment and Import Export Corporation
* Head office address: 631-633 Nguyen Trai Street, Ward 11, District 5, Ho Chi Minh City
* Tel: (84-28) 38 547 102 Fax: (028) 38 555 682 Email: [www.cholimex.vn](http://www.cholimex.vn)
* Charter capital: VND 866,000,000,000
* Securities code: CLX
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager.
* Internal audit execution:
1. Activities of the General Meeting of Shareholders:

Information about meetings and General Mandates/Decisions of the General Meeting of Shareholders (including General Mandates approved by collecting opinions via a ballot)

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| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | 01 /NQ-CHOLIMEX-DHCD | April 14, 2023 | 1. Approve the results of business and investment activities in 2022.
2. Approve the Activity Report in 2022 and plan in 2023 of the Board of Directors.
3. Approve the Report on the annual corporate governance in 2022.
4. Approve the separate and consolidated financial statements 2022 audited by A&C Auditing and Consulting Company Limited.
5. Approve the profit distribution plan and fund appropriation for 2022.
6. Approve the Supervisory Board Activity Report in 2022.
7. Approve the selection of auditing company in 2023.
8. Approve business and investment plan targets for 2023.
9. Approve the Plan for profit distribution and allocation of funds in 2023.
10. Approve the remuneration and operating expenses of the Board of Directors and the Supervisory Board in 2023.
11. Approve adjustments and supplements to the Charter of organization and operation of Cho Lon Investment and Import Export Corporation (Cholimex), the General Meeting of Shareholders of Cho Lon Investment and Import Export Corporation (Cholimex) was approved on April 15, 2021.
12. Approve the adjustments and supplements of the internal regulations on governance and operating regulations of the Board of Directors of Cho Lon Investment and Import Export Corporation (Cholimex) approved by the General Meeting of Shareholders of Cho Lon Investment and Import Export Corporation (Cholimex) approved on April 15, 2021.
13. Approve the dismissal and election of additional members of the Board of Directors.
14. Approve the results of the additional election of 01 member of the Board of Directors
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1. The Board of Directors (annual report):
2. Information about members of the Board of Directors:

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| No. | Member of the Board of Directors | Position (independent members of the Board of Directors, non-executive members of the Board of Directors) | Date of appointment/dismissal as members/independent member of the Board of Directors |
| Appointment date | Date of dismissal |
| 1 | Ms. Tran Thi Thanh Nhan | Chair of the Board of Directors | June 30, 2016 and April 15, 2021 |  |
| 2 | Mr. Bui Tuan Ngoc | Non-executive Vice Chair of the Board of Directors | June 30, 2016 and April 15, 2021 |  |
| 3 | Mr. Huynh An Trung | Member of the Board of Directors | June 30, 2016 and April 15, 2021 |  |
| 4 | Mr. Le Duy Hiep | Non-executive member of the Board of Directors | June 30, 2016 and April 15, 2021 |  |
| 5 | Mr. Bui Minh Tuan | Non-executive member of the Board of Directors | June 30, 2016 and April 15, 2021 |  |
| 6 | Mr. Nguyen Quang Thanh | Non-executive member of the Board of Directors | April 24, 2017 and April 15, 2021 | April 14, 2023 |
| 7 | Mr. Vo Van Than | Member of the Board of Directors | April 15, 2018 and April 15, 2021 |  |
| 8 | Ms. Hoang Thi Hong Nhung | Non-executive member of the Board of Directors | April 14, 2023 |  |

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

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| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | 01 /NQ-CHOLIMEX-HDQT | January 6, 2023 | Approve the organization of the Annual General Meeting of Shareholders 2023. |
| 2 | 02/NQ-CHOLIMEX-HDQT | March 17, 2023 | 1. Approve the contents submitted to the Annual General Meeting of Shareholders 2023.
2. Approve the venue for the Annual General Meeting of Shareholders 2023.
3. Approve the Financial Plan for 2023.
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| 3 | 03/NQ-CHOLIMEX-HDQT | June 16, 2023 | Approve the appointment of Deputy General Manager of Cho Lon Investment and Import Export Corporation (Cholimex) |
| 4 | 04/NQ-CHOLIMEX-HDQT | June 16, 2023 | Approve the selection of A&C Auditing and Consulting Company Limited to review the semi-annual report and audit the Financial Statements 2023. |
| 5 | 05/NQ-CHOLIMEX-HDQT | June 16, 2023 | Approve the payment of remaining dividends in 2022. |
| 6 | 06/NQ-CHOLIMEX-HDQT | June 16, 2023 | Approve the contracts and transactions between Cho Lon Investment and Import Export Corporation (Cholimex) and affiliated organizations and people. |
| 7 | 07/QD-CHOLIMEX-HDQT | June 16, 2023 | Appoint the Deputy General Manager of Cho Lon Investment and Import Export Corporation (Cholimex) |
| 8 | 08/QD-CHOLIMEX-HDQT | June 16, 2023 | Appoint the Deputy General Manager of Cho Lon Investment and Import Export Corporation (Cholimex) |

1. The Supervisory Board (Annual Report):
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 | Ms. Le Thi Nguyet Hang | Chief of the Supervisory Board | Appointed on June 30, 2016 and April 15, 2021 | Master of Corporate Finance |
| 2 | Ms. Phan Quynh Anh | Member of the Supervisory Board | Appointed on June 30, 2016 and April 15, 2021 | Bachelor of Accounting |
| 3 | Mr. Le Van Hung | Member of the Supervisory Board | Appointed on June 30, 2016 and April 15, 2021 | Bachelor of economics in accounting and control |

1. The Executive Board

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| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Mr. Huynh An Trung | October 24, 1967 | Fisheries Economics Engineer | Appointed on July 08, 2016 and April 15, 2021 |
| 2 | Mr. Luu Thanh Danh | May 4, 1974 | Construction Engineer | Appointed on December 01, 2016 and July 30, 2021 |
| 3 | Mr. Diep Nam Hai | November 4, 1967 | Bachelor of Economics, Bachelor of Foreign Trade | Appointed on June 16, 2023 |
| 4 | Mr. Vo Van Than | November 3, 1973 | Construction Engineer, Bachelor of Economics | Appointed on June 16, 2023 |

1. The Chief Accountant

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification: | Date of appointment/dismissal |
| Mr. Vo Van Day | May 30, 1974 | Bachelor of Economics | Appointed on July 08, 2016 and July 30, 2021 |

1. Training on corporate governance None.
2. List of affiliated persons of the public company (Annual report) and transactions between the 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 affiliated persons of PDMR:

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| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of institution/ individual | Relations with the Company | NSH No.\* , date of issue, place of issue | Head office address/Contact address | Time of transaction with the Company | Approved General Mandate/Decision No. of the General Meeting of Shareholders and Board Resolutions/Board Decisions No. (if any, specify promulgation date) | Content, quantity, total value of transaction | Note |
| 1 | Vinh Loc Industrial Park Company Limited | Affiliated person of the Company and PDMR | 0305073316, July 3, 2007, Department of Planning and Investment of Ho Chi Minh City | Lot A59/I, Street 7, Vinh Loc Industrial Park, Binh Hung Hoa B Ward, Binh Tan District, Ho Chi Minh City | 2023 | 06/NQ-CHOLIMEX-HDQT dated June 16, 2023 | * Warehouse for lease, total transaction value is VND 3,671,827,200

Trademark fee, total transaction value is VND 20,000,000* Selling goods, total transaction value

is VND 138,436,796 |  |
| 2 | Cholimex Trading - Service Joint Stock Company | Affiliated person of the Company and PDMR | 0304424152 June 21, 2006 Ho Chi Minh City Department of Planning and Investment, 9th change on May 20, 2021 | Lot C71/II, Road No. 6, Vinh Loc Industrial Park, Vinh Loc A Commune, Binh Chanh District, Ho Chi Minh City, Vietnam | 2023 | 03/NQ-CHOLIMEX-HDQT dated Marhc 23, 2022 | * Land boundary protection patrol service for Vinh Loc A Resettlement Residential Area project (44ha) and Vinh Loc Industrial Park expansion project (56 ha); Construction fee for land boundary fence, total transaction value is VND 752,150,070.
* Selling goods, total transaction value is VND 57,435,780
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| 3 | Cholimex Food Joint Stock Company | Affiliated person of the Company and PDMR | 0304475742 dated July 19, 2006Ho Chi Minh City Department of Planning and Investment, 4th change on August 3, 2016 | Lot C40-43/I, C51-55/11 Road No. 7, Vinh Loc Industrial Park, Vinh Loc A Commune, Binh Chanh District, Ho Chi Minh City, Vietnam | 2023 | 03/NQ-CHOLIMEX-HDQT dated Marhc 23, 2022 | * Warehouse for rent, total transaction value is VND 510,000,000.
* Trademark fee, total transaction value is VND 80,000,000.
* Providing services, total transaction value is VND 69,674,229.
* Purchasing food and spices, total transaction value is VND 1,744,397,816
* Selling food, totaltransaction value is VND 101,109,141.
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| 4 | Special Aquatic Protducts Joint Stock Company (SEASPIMEX) | Affiliated person of PDMR | 0302598530 dated April 15, 2002 Department of Planning and Investment of Ho Chi Minh City | 51/14 Hoa Binh, Tan Thoi Hoa Ward, Tan Phu District, Ho Chi Minh City, Vietnam | 2023 | 03/NQ-CHOLIMEX-HDQT dated March 23, 2022 | * Purchasing food, total transaction value

is VND 366,961,126.* Selling food, total transaction value is VND 252,512,195.
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| 5 | Ho Chi Minh City Finance and Investment State-Owned Company (HFIC) | Major shareholder of the Company, affiliated person of PDMR | 0300535140 dated April 13, 2010 Ho Chi Minh City Planning and Investment Profile | 67-63 Nguyen Du, Ben Nghe Ward, District 1, Ho Chi Minh City, Vietnam | January and December 2023 |  | Selling food, total transaction value is VND 363,918,686. |  |
| 6 | Vinh Loc Logistics Corporation | Affiliated person of the Company and PDMR | 0316114557 dated January 16, 2020 by Department of Planning and Investment of Ho Chi Minh City | Part of Lot 1.9/1, Road No. 5, Vinh Loc Industrial Park, Binh Hung Hoa B Ward, Binh Tan District, Ho Chi Minh City, Vietnam | From January to June 2023 | 21/NQ-CHOLIMEX-HDQT dated December 04, 2019 | Capital contribution, total transaction value is VND 4,260,000,000 |  |
| 7 | Thang Long Logistics Services Corporation | Affiliated person of the Company and PDMR | 0900989442 dated April 12, 2016 by Department of Planning and Investment of Hung Yen Province, 11th change on October 28, 2022 | Di Su Ward, My Hao Town, Hung Yen Province, Vietnam | First 6 months of 2023 | 10/NQ-CHOLIMEX-HDQT dated October 07, 2022 | Capital contribution, total transaction value is VND 1,822,040,000 |  |
| 8 | Vinh Loc - Ben Thanh Services Joint Stock Company | Affiliated person of the Company and PDMR | 0315958861 dated October 14, 2019 by Department of Planning and Investment | Lot 11.11, Street 5, Vinh Loc Industrial Park, Binh Hung Hoa B Ward, Binh Tan District, Ho Chi Minh City, Vietnam | December 2023 | 10/NQ-CHOLIMEX-HDQT dated July 05, 2019 | Capital contribution, total transaction value is VND 4,680,000,000 |  |
| 9 | Branch of Phu Nhuan Trading Joint Stock Company - Hoa Vien Tri Ky Restaurant | Affiliated person of PDMR | 0301428617-005 dated July 16, 2012 by Ho Chi Minh City Department of Planning and Investment | 123 Hong Ha, Ward 09, Phu Nhuan District, Ho Chi Minh City, Vietnam | 2023 |  | Sales, total transaction value is VND 169,921,500. |  |

Notes: NSH Number\*: ID Card/Passport No. (for individuals) or the Business Registration Certificate, License on Operation or equivalent legal documents (for organizations)

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 transaction value | Note |
| 1 | Transimex Corporation | Affiliated person of PDMR | Member of the Board of Directors | 0301874259 dated December 3, 1999 Department of Planning and Investment of Ho Chi Minh City | 172 (floors 9-10) Hai Ba Trung, Da Kao Ward, District 1, Ho Chi Minh City, Vietnam | Vinh Loc Industrial Park Company Limited | From January to June 2023 | Selling petroleum products, total transaction value is VND 318,580,455 |  |
| 2 | Vinh Loc Logistics Corporation | Affiliated person of PDMR | Member of the Board of Directors | 0316114557 January 16, 2020 Department of Planning and Investment of Ho Chi Minh City | Part of Lot 1.9/1, Road No. 5, Vinh Loc Industrial Park, Binh Hung Hoa B Ward, Binh Tan District, Ho Chi Minh City, Vietnam | Vinh Loc Industrial Park Company Limited | 2023 | Land rental is VND 6,232,217,344, office rental is VND 39,904,200  |  |
| 3 | Vinh Loc - Ben Thanh Services Joint Stock Company | Affiliated person of PDMR | Member of the Board of Directors | 0315958861 dated October 14, 2019 by Department of Planning and Investment of Ho Chi Minh City | Lot 11.11, Street 5, Vinh Loc Industrial Park, Binh Hung Hoa B Ward, Binh Tan District, Ho Chi Minh City, Vietnam | Vinh Loc Industrial Park Company Limited | 2023 | Land rental is VND 1,546,911,756, office rental is VND 116,930,880, service provision is VND 35,258,014 |  |
| 4 | Cholimex Food Joint Stock Company | Affiliated person of PDMR | Member of the Board of Directors | 0304475742 dated July 19, 2006 by Ho Chi Minh City Department of Planning and Investment, 4th change on August 3, 2016 | Lot C40-43/I, C51- 55/11 Street 7, Vinh Loc Industrial Park, Vinh Loc A Commune, Binh Chanh District, Ho Chi Minh City, Vietnam | Vinh Loc Industrial Park Company Limited | 2023 | * Warehouse for rent, total transaction value is VND 5,760,000,000
* Providing services, total transaction value is VND 11,463,535,983
* Petroleum sales VND 1,753,019,243
 |  |
| 5 | Transimex Hi Tech Park Logistics Company Limited | Affiliated person of PDMR | Member of the Board of Directors | 0312967522 dated September 29, 2014 by Department of Planning and Investment of Ho Chi Minh City | Lot BT, Road D2, Ho Chi Minh City Hi-Tech Park, Tang Nhon Phu B Ward, Thu Duc City, Ho Chi Minh City, Vietnam | Vinh Loc Industrial Park Company Limited | 2023 | Selling petroleum products, total transaction value VND 519,270,238 |  |

Notes: NSH Number\*: ID Card/Passport No. (for individuals) or the Business Registration Certificate, License on Operation or equivalent legal document (for organizations).

1. Transactions between the Company and other entities
	1. Transactions between the Company and the Company where members of the Board of Directors, members of the Supervisory Board, Manager (General Manager) and other managers are

members of the Board of Directors, the Executive Manager (General Manager) for the past three (03) years (as at the time of reporting):

* 1. Transactions between the Corporation and the company that related persons of members of the Board of Directors, members of the Supervisory Board, the (General) Manager, and other managers are members of the Board of Directors, the Executive (General) Manager: None.
	2. Other transactions of the Corporation (if any) that can bring about material or non-material benefits to the members of the Board of Directors, the members of the Supervisory Board, (General) Manager, and other managers: None.
1. Share transactions between PDMR and affiliated persons of PDMR (Annual report)
2. Company’s shares transactions between 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 (%) |  |
| 1 | Luu Thanh Danh | PDMR | 44,000 | 0.051 | 47,000 | 0.054 | Buy |
| 2 | Vo Van Day | PDMR | 50,600 | 0.058 | 58,200 | 0.067 | Buy |
| 3 | Nguyen Thi Thuy Tram | PDMR | 4,500 | 0.005 | 5,000 | 0.006 | Buy |
| 4 | Vo Van Than | PDMR | 20,000 | 0.023 | 25,000 | 0.029 | Buy |

1. Other significant issues: None.