**VLC: Annual Corporate Governance 2023**

On January 30, 2024, Vietnam Livestock Corporation (VILICO) – Joint Stock Company announced Report No. 16A/2024/VLC-BCQT on the corporate governance in 2023 as follows:

* Name of company: Vietnam Livestock Corporation (VILICO) – Joint Stock Company
* Head office address: No. 519, Minh Khai Street, Vinh Tuy Ward, Hai Ba Trung District, Hanoi City.
* Tel: 0243 862 1688
* Website: [www.vilico.vn](http://www.vilico.vn)
* Charter capital: VND 2,124,916,110,000
* Securities code (UPCoM): VLC
* Corporate governance model: The General Meeting, Board of Directors, Supervisory Board and Managing Director
* Internal audit execution: Unimplemented

1. Activities of the General Meeting:

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

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| No. | General Mandate/Decision of the General Meeting | Date | Contents |
| 1 | 01/2023/VLC/NQ-DHDCD | April 27, 2023 | Annual General Mandate 2023:   * Report of the Board of Directors in 2022 * Report of the Supervisory Board in 2022 * Audited Financial Statements 2022 * Profit distribution in 2022 * Revenue and profit plan for 2023: * Plan to distribute profit in 2023 * Selection of an independent audit company for the fiscal year 2023 * Remuneration payment plan for the Board of Directors and the Supervisory Board in 2023 * Amendments to the content of share issue to oustanding shareholders for charter capital increase * Plan to transfer listing of VLC shares to Ho Chi Minh City Stock Exchange (“HOSE”) * Dismissal of the member position of the Board of Directors * Election of additional members to the Board of Directors for the 2020-2024 term |

1. 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 | Date of appointment/dismissal as member/independent member of the Board of Directors | |
| Date of appointment | Date of dismissal |
| 1 | Ms. Mai Kieu Lien | Chair of the Board of Directors | February 15, 2020 |  |
| 2 | Mr. Trinh Quoc Dung | Member of the Board of Directors | February 15, 2020 | April 27, 2023 |
| 3 | Mr. Trinh Phuong Nam | Member of the Board of Directors | April 27, 2023 |  |
| 4 | Mr. Le Thanh Liem | Non-executive member of the Board of Directors | June 08, 2022 |  |
| 5 | Mr. Do Hoang Phuc | Non-executive member of the Board of Directors | June 08, 2022 |  |
| 6 | Mr. Nguyen Hong Bach | Independent member of the Board of Directors | June 08, 2022 |  |

1. Board Resolutions/Board Decisions:

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| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision | Date | Contents |
| 5 | 01/2023/VLC/NQ-HDQT | January 16, 2023 | Approve the termination of the Branch’s operation in District 1, Ho Chi Minh City of Vietnam Livestock Corporation (VILICO) – Joint Stock Company |
| 2 | 02/2023/VLC/NQ-HDQT | January 16, 2023 | Approve the plan on organizing the Annual General Meeting 2023 |
| 3 | 03/2023/VLC/NQ-HDQT | April 03, 2023 | Approve the Documents of the Annual General Meeting 2023 |
| 4 | 04/2023/VLC/NQ-HDQT | April 03, 2023 | Dismiss Mr. Nguyen Dang Khoa as the Deputy Managing Director |
| 5 | 05/2023/VLC/NQ-HDQT | April 03, 2023 | Dismiss Mr. Trinh Quoc Dung as the Managing Director |
| 6 | 06/2023/VLC/NQ-HDQT | April 03, 2023 | Appoint Mr. Trinh Phuong Nam as the Managing Director-cum-Legal Representative of the Company |
| 7 | 07/2023/VLC/NQ-HDQT | April 03, 2023 | Adjust the Company’s organizational structure. |
| 8 | 08/2023/VLC/NQ-HDQT | April 03, 2023 | Change the VLC personnel involving in capital management at the subsidiary |
| 9 | 09/2023/VLC/NQ-HDQT | April 03, 2023 | Change the Corporation’s Branch Manager in Ho Chi Minh City |
| 10 | 10/2023/VLC/NQ-HDQT | April 14, 2023 | Approve the list of candidates for the election of additional members to the Supervisory Board for the 2020-2024 term |
| 11 | 11/2023/VLC/NQ-HDQT | May 12, 2023 | Approve the implementation of the plan on share issue to increase charter capital. |
| 12 | 12/2023/VLC/NQ-HDQT | May 12, 2023 | Approve the plan to ensure the share issue meets regulations on foreign ownership rate |
| 13 | 13/2023/VLC/NQ-HDQT | May 12, 2023 | Approve the detailed plan on using proceeds from the public offering |
| 14 | 14/2023/VLC/NQ-HDQT | May 12, 2023 | Approve the registration dossier for public offering |
| 15 | 15/2023/VLC/NQ-HDQT | May 12, 2023 | Implement share transaction registration on the stock exchange system |
| 16 | 16/2023/VLC/NQ-HDQT | June 26, 2023 | Approve the plan to increase capital into Japan Vietnam Livestock Company Limited in 2023 |
| 17 | 17/2023/VLC/NQ-HDQT | June 26, 2023 | Nominate personnel to run for members of the Board of Directors at The Vietnam National Tea Corporation - JSC |
| 18 | 18/2023/VLC/NQ-HDQT | June 28, 2023 | Change the land user’s name of the land area implementing the Hung Yen Dairy Factory Project: Vietnam Livestock Corporation (VILICO) – Joint Stock Company |
| 19 | 19/2023/VLC/NQ-HDQT | July 06, 2023 | Approve the recorded list of shareholders to exercise the rights to buy shares |
| 20 | 20/2023/VLC/NQ-HDQT | July 06, 2023 | Approve the plan to pay dividends by shares in 2022 |
| 21 | 21/2023/VLC/NQ-HDQT | July 10, 2023 | Change the cash dividend payment date in 2023 |
| 22 | 22/2023/VLC/NQ-HDQT | July 14, 2023 | Approve the selection of KPMG Limited as an independent audit company for the fiscal year 2023 |
| 23 | 23/2023/VLC/NQ-HDQT | August 08, 2023 | Approve transactions with the related party, An Khang General Clinic |
| 24 | 24/2023/VLC/NQ-HDQT | September 14, 2023 | Approve the public offering results |
| 25 | 25/2023/VLC/NQ-HDQT | September 26, 2023 | Increase charter capital and amend the Company's charter |
| 26 | 26/2023/VLC/NQ-HDQT | October 19, 2023 | Appoint Mr. Doan Quoc Khanh as the Managing Director to replace Mr. Trinh Phuong Nam |
| 27 | 27/2023/VLC/NQ-HDQT | December 11, 2023 | Change the progress of capital contribution into Japan Vietnam Livestock Company Limited in 2023 |
| 28 | 28/2023/VLC/NQ-HDQT | December 26, 2023 | Adjust the Organizational Chart and promulgate the functions and duties of the Internal Audit Department |

1. Supervisory Board:
2. Information about 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/the Audit Committee | Qualification |
| 1 | Ha Thi Dieu Thu | Chief | Date of appointment: February 15, 2020 | * Bachelor in Accounting and Auditing, University of Economics and Law * Master of Business Administration, Western Sydney University |
| 2 | Trinh Cong Son | Member | Date of appointment: February 15, 2020 | Bachelor in Auditing,  University of Economics Ho Chi Minh City  Member of British Chartered Accountants Association, Certified Public Accountant (CPA Vietnam) |
| 3 | Truong Anh Vu | Member | Date of appointment: June 08, 2022 | * Bachelor in Law, Ho Chi Minh City University of Law * Master of Laws, University of Wollongong |

1. 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. Trinh Quoc Dung - Managing Director | October 05, 1962 | Energy and Automation Engineer | Date of appointment: September 23, 2020 Date of dismissal: May 01, 2023 |
| 2 | Mr. Trinh Phuong Nam - Managing Director | February 08, 1980 | Food Technology Engineer; Master of Food Microbiology | Date of appointment: May 01, 2023 Date of dismissal: October 20, 2023 |
| 3 | Mr. Doan Quoc Khanh - Managing Director | September 02, 1974 | Bachelor in Automation | Date of appointment: October 20, 2023 |
| 4 | Mr. Nguyen Dang Khoa - Deputy Managing Director | July 03, 1983 | Bachelor in Production Line Automation | Date of appointment: November 01, 2020 Date of dismissal: April 25, 2023 |
| 5 | Mr. Tran Chi Son - Deputy Managing Director | February 13, 1975 | Bachelor in Accounting and Auditing | Date of appointment: May 20, 2022 |
| 6 | Mr. Le Huy Bich - Financial Manager | May 22, 1989 | Master of Finance | Date of appointment: January 01, 2020 |

1. Chief Accountant:

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Mr. Hoang Manh Cuong | September 20, 1978 | Accountant | Date of appointment:  May 20, 2022 |

1. Training on corporate governance:
2. List of related persons of the public company (Annual Report 2023) and transactions between 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, related persons of PDMR:

Reporting period: December 31, 2023

|  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | NSH No. | Date of issue | Place of issue | Contract address | Time of transaction with the Company | General Mandate/Decision of the General Meeting No. or Board Resolution/Decision | Transaction content | Transaction value | Note |
| 1 | MocChau Dairy Cattle Breeding Joint Stock Company | Subsidiary | 5500154060 | May 28, 2021 | Son La Authority for Planning and Investment | Agency sub-area, Moc Chau Farm Town, Moc Chau District, Son La Province | In 2023 |  | Receive dividend paid | 130,459,942,000 |  |
| 2 | MocChau Dairy Cattle Breeding Joint Stock Company | Subsidiary | 5500154060 | May 28, 2021 | Son La Authority for Planning and Investment | Agency sub-area, Moc Chau Farm Town, Moc Chau District, Son La Province | In 2023 |  | Sell goods and services | 725,703,982 |  |
| 3 | Japan Vietnam Livestock Company Limited | Subsidiary | 0109752537 | July 14, 2023 | Hanoi Authority for Planning and Investment | No. 519, Minh Khai Street, Vinh Tuy Ward, Hai Ba Trung District, Hanoi City | In 2023 |  | Sell goods and services | 348,357,769 |  |
| 4 | Japan Vietnam Livestock Company Limited | Subsidiary | 0109752537 | July 14, 2023 | Hanoi Authority for Planning and Investment | No. 519, Minh Khai Street, Vinh Tuy Ward, Hai Ba Trung District, Hanoi City | In 2023 |  | Contribute capital | 351,900,000,000 |  |
| 5 | Japan Vietnam Livestock Company Limited | Subsidiary | 0109752537 | July 14, 2023 | Hanoi Authority for Planning and Investment | No. 519, Minh Khai Street, Vinh Tuy Ward, Hai Ba Trung District, Hanoi City | In 2023 |  | Japan Vietnam Livestock Company Limited received a prepayment, as per the agreement, from Vietnam Livestock Corporation (VILICO) – Joint Stock Company to implement the investment project to renovate the farm, transition livestock from pigs to beef cattle, constructing facilities, slaughtering and processing livestock, and storing and distributing in Tam Dao District, Vinh Phuc Province | 177,949,005,870 |  |

1. Transactions between the Company’s PDMR, related persons of PDMR and subsidiaries, companies controlled by the Company: None.
2. Transactions between the Company and other entities: None.
3. Share transactions between PDMR and related persons of PDMR:
4. Company’s share transactions 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 | | Reason for increase or decrease |
| Number of shares | Rate (%) | Number of shares | Rate (%) |
| PDMR | |  |  |  |  |  |  |
| 1 | Tran Chi Son | Deputy Managing Director | 2,120 | 0.00% | 900 | 0.00% | Personal investment transaction |
| 2 | Hoang Manh Cuong | Chief Accountant | 6,250 | 0.00% | 7,812 | 0.00% | Buy additional shares from the public offering in 2023 |
| Related parties | |  |  |  |  |  |  |
| 1 | Viet Nam Dairy Products Joint Stock Company | Major shareholders of VLC | 117,187,500 | 68.00% | 146,484,375 | 68.94% | Buy additional shares from the public offering in 2023 |
| 2 | Pham Thi Linh | Wife of Mr. Do Hoang Phuc (member of the Board of Directors) | 5,060,600 | 2.94% | 6,325,750 | 2.98% | Buy additional shares from the public offering in 2023 |
| 3 | Do Hoang Phuong | Child of Mr. Do Hoang Phuc (member of the Board of Directors) | 5,000,000 | 2.90% | 6,250,000 | 2.94% | Buy additional shares from the public offering in 2023 |

1. Other significant issues: None.