**VOC: Annual Corporate Governance Report 2023**

On January 31, 2024, Vietnam Vegetable Oils Industry Corporation - Joint Stock Company announced Report No. 02/BC-HDQT.23 on corporate governance in 2023 as follows:

* Name of company: Vietnam Vegetable Oils Industry Corporation - Joint Stock Company
* Head office address: No. 58 Nguyen Dinh Chieu Street, Da Kao Ward, District 1, Ho Chi Minh City
* Tel: (84-8) 38 294 513 Fax: (84-8) 38 290 586 Email: [vocar@vocarimex.com.vn](mailto:vocar@vocarimex.com.vn)
* Charter capital: VND 1,218,000,000,000
* Securities code: VOC
* Corporate Governance Model: The General Meeting, Board of Directors, Supervisory Board and Managing Director
* Internal audit: Implemented

1. Activities of the General Meeting:
2. The Extraordinary General Meeting 2022 of the Company was held on January 05, 2023 and approved the following General Mandate:

* Approve the restructuring of financial investment in the direction of arrangements, suitable to the Company's operations, specifically:
* Divest 24% of investment capital at Calofic Corporation
* Divestment form: Sign the Contract at the price agreed to transfer to Siteki Investment PTE LTD (Siteki) (the joint venture partner at Calofic).
* Authorize the Managing Director, the legal representative of Vietnam Vegetable Oils Industry Corporation - Joint Stock Company to implement
* Dividend payment

If the divestment of 24% at Calofic Corporation is successful and has premium, the General Meeting will authorize the Board of Directors to pay extra dividends to shareholders. Assign the Board of Directors to decide on time to implement and dividend rate

1. The Annual General Meeting 2023 of the Company was held on June 26, 2023 and approved the following General Mandate:

Approve the following reports: Report on production and business results, Audited Financial Statements 2021, Report on activities of the Board of Directors and Report on activities of the Supervisory Board in 2022.

Main targets are achieved in 2022:

* Revenue: VND 1,613 Billion.
* Profit before tax: VND -45.6 billion.
* Approve the production and business plan for 2023 with the following main targets:
* Revenue: VND 1,236 Billion.
* Profit before tax: VND 1,300 Billion.
* Dividends and appropriation for funds The Board of Directors will submit to the General Meeting the dividend rate, the appropriation for funds based on the actual profit after tax in 2023.
* Approve the remuneration settlement for the Board of Directors and Supervisory Board in 2022 and the settlement plan for 2023
* Approve the profit, dividend distribution and appropriation for funds plan for 2022
* Select an independent audit company for the 2023 Financial Statements.
* Approve all transactions, purchases and sales between Vietnam Vegetable Oils Industry Corporation - Joint Stock Company, KIDO Group Corporation and its subsidiaries.

1. The Extraordinary General Meeting 2023 of the Company was convened on December 12, 2023 and approved the following Resolutions:

* Cancel the eligibility of a public company and cancel the registration of share transaction
* Plan to resolve the rights of shareholders

Information about the meetings and General Mandates/Decisions (including General Mandates approved by collecting shareholders' ballots):

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate/Decision | Date | Contents |
| 1 |  | January 05, 2023 | Extraordinary General Mandate 2022 |
| 2 |  | June 26, 2023 | Annual General Mandate 2023 |
| 3 |  | December 12, 2023 | Extraordinary General Mandates 2023 |

1. Board of Directors
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 | |
| Appointment date | Dismissal date |
| 1 | Mr. Tran Kim Thanh | Chair of the Board of Directors | June 12, 2019 |  |
| 2 | Mr. Tran Le Nguyen | Member of the Board of Directors | June 12, 2019 |  |
| 3 | Ms. Nguyen Thi Xuan Lieu | Member of the Board of Directors | June 12, 2019 |  |

1. Board Resolutions:

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| --- | --- | --- | --- |
| No. | Resolution | Date | Contents |
| 1 | 01 /NQ-HDQT | January 02, 2023 | The Board of Directors assigned Mr. Nguyen Tran Khai to be in charge of managing the Navioil, replacing Mr. Nguyen Hung Cuong. |
| 2 | 02/NQ-HDQT | January 03, 2023 | The Board of Directors agreed to dissolve the Industrial Business Department |
| 3 | 03/NQ-HDQT | January 03, 2023 | The Board of Directors agreed to extend the loan for Mr. Tran Hoang Nam |
| 4 | 04/NQ-HDQT | January 03, 2023 | The Board of Directors agreed to extend the loan for Ms. Le Thi My Vinh |
| 5 | 05/NQ-HDQT | February 06, 2023 | The Board of Directors agreed to open a bank account |
| 6 | 06/NQ-HDQT | February 27, 2023 | The Board of Directors approved Resolution on the special dividend payment in 2022 |
| 7 | 07/NQ-HDQT | February 27, 2023 | The Board of Directors authorized the Managing Director to deposit money at Bangkok Bank |
| 8 | 08/NQ-HDQT | February 28, 2023 | The Board of Directors agreed to lend goods to KIDO - Nha Be Company Limited |
| 9 | 09/NQ-HDQT | March 03, 2023 | The Board of Directors approved the postponement of recording the list of special dividend payment |
| 10 | 10/NQ-HDQT | March 27, 2023 | The Board of Directors agreed to lend to ATO Investment Joint Stock Company |
| 11 | 11/NQ-HDQT | April 01, 2023 | The Board of Directors agreed to extend the loan for Mr. Tran Hoang Nam |
| 12 | 12/NQ-HDQT | April 01, 2023 | The Board of Directors agreed to extend the loan for Ms. Le Thi My Vinh |
| 13 | 13/NQ-HDQT | April 06, 2023 | The Board of Directors agreed to extend the loan contract with ATO Investment Joint Stock Company |
| 14 | 14/NQ-HDQT | April 10, 2023 | The Board of Directors agreed to extend the loan contract with Nhat Vinh Company Limited |
| 15 | 15/NQ-HDQT | April 10, 2023 | The Board of Directors agreed to extend the loan contract with ATO Investment Joint Stock Company |
| 16 | 16/NQ-HDQT | April 10, 2023 | The Board of Directors agreed to extend the loan contract with Saigon Luu Thuy Corporation |
| 17 | 17/NQ-HDQT | April 18, 2023 | The Board of Directors agreed to extend the time to organize the Annual General Meeting 2023 to June 30, 2023 |
| 18 | 18/NQ-HDQT | May 09, 2023 | The Board of Directors convened the Annual General Meeting 2023 |
| 19 | 18A/NQ-HDQT | May 21, 2023 | The Board of Directors approved the appointment of Ms. Nguyen Thi Xuan Lieu as the Managing Director of Vietnam Vegetable Oils Industry Corporation - Joint Stock Company |
| 20 | 19/NQ-HDQT | June 30, 2023 | The Board of Directors agreed to extend the loan for Mr. Tran Hoang Nam |
| 21 | 20/NQ-HDQT | June 30, 2023 | The Board of Directors agreed to extend the loan for Ms. Le Thi My Vinh |
| 22 | 21/NQ-HDQT | June 30, 2023 | The Board of Directors agreed to lend to ATO Investment Joint Stock Company |
| 23 | 22/NQ-HDQT | July 06, 2023 | The Board of Directors agreed to extend the loan contract with ATO Investment Joint Stock Company |
| 24 | 23/NQ-HDQT | July 11, 2023 | The Board of Directors agreed to extend the loan contract with ATO Investment Joint Stock Company |
| 25 | 24/NQ-HDQT | July 11, 2023 | The Board of Directors agreed to extend the loan contract with Nhat Vinh Food Company Limited |
| 26 | 25/NQ-HDQT | July 12, 2023 | The Board of Directors agreed to extend the loan contract with Saigon Luu Truong Thuy Corporation |
| 27 | 26/NQ-HDQT | September 14, 2023 | The Board of Directors recorded the list for dividend payment in 2022 |
| 28 | 26A/NQ-HDQT | September 07, 2023 | The Borad of Directors approved the capital loan at  Joint Stock Commercial Bank for Foreign Trade of Vietnam |
| 29 | 27/NQ-HDQT | October 24, 2023 | The Board of Directors approved the convening of the Extraordinary General Meeting 2023 |
| 30 | 28/NQ-HDQT | October 25, 2023 | The Board of Directors agreed to extend the loan contract with ATO Investment Joint Stock Company |
| 31 | 29/NQ-HDQT | October 25, 2023 | The Board of Directors agreed to extend the loan contract with Nhat Vinh Food Company Limited |
| 32 | 30/NQ-HDQT | October 25, 2023 | The Board of Directors agreed to lend to ATO Investment Joint Stock Company |
| 33 | 31/NQ-HDQT | October 25, 2023 | The Board of Directors agreed to extend the loan contract with Saigon Luu Truong Thuy Corporation |
| 34 | 32/NQ-HDQT | November 01, 2023 | The Board of Directors approved the capital loan at Vietnam Bank for Industry and Trade Securities |

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 Board | | Qualification |
| Appointment date | Dismissal date |
| 1 | Pham Van Truong | Chief of the Supervisory Board | June 26, 2020 |  | Bachelor |
| 2 | Nguyen Thi Ngoc Chi | Member of the Supervisory Board | June 26, 2020 |  | Bachelor |
| 3 | Nguyen Mai Thi | Member of the Supervisory Board | March 28, 2022 |  | Bachelor |

1. Executive Board

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as the member of the Executive Board | |
| Appointment date | Dismissal date |
| 1 | Nguyen Thi Xuan Lieu |  | Doctor | May 21, 2018 |  |
| 2 | Nguyen Hung Cuong |  | Master | December 28, 2017 | January 16, 2023 |
| 3 | Bui Thanh Tung |  | Bachelor | June 13, 2018 |  |

1. The Chief Accountant

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| --- | --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as the member of the Executive Board | |
| Appointment date | Dismissal date |
| 1 | Ho Minh Son |  | Bachelor | December 28, 2017 |  |

1. Corporate governance training
2. List of related persons of the public company and transactions between related persons of the Company and the Company itself:
3. Transactions between the Company and related persons of the Company; or between the Company and principal shareholders, PDMR, and related person of PDMR: None
4. Transactions between PDMR of the Company, related persons of PDMR and subsidiaries, companies under the authority of the Company:

None

1. Transactions between the Company and other entities
   1. Transactions between the Company and the companies where members of the Board of Directors, members of the Supervisory Board, Executive Manager (Managing Director) and other managers have been founding members or members of the Board of Directors or Executive Manager (Managing Director) for the past three (03) years (as at the date of reporting):

* The Company signed contracts to purchase raw materials, services and processing with the following related companies:

|  |  |
| --- | --- |
| Related parties: | Content |
| KIDO Group Corporation | Purchase raw materials and services |
| Tuong An Vegetable Oil Joint Stock Company | Purchase raw materials |
| KIDO - Nha Be Company Limited | Purchasing raw materials, products |

* The Company signed contracts to sell raw materials, services and goods with the following related parties:

|  |  |
| --- | --- |
| Related parties: | Content |
| KIDO Group Corporation | Provide goods-making services thought the Port |
| TuongAn Vegetable Oil Joint Stock Company | Sell raw materials |
| KIDO - Nha Be Company Limited | Sell raw materials |

* 1. Transactions between the Company and companies where related persons of members of the Board of Directors, members of the Supervisory Board, Executive Manager (Managing Director) and other managers are members of the Board of Directors or Executive Manager (Managing Director): None
  2. Other transactions of the Corporation (if any) can bring about material or non-material benefits to the members of the Board of Directors, the members of the Supervisory Board, Executive Manager (Managing Director) and other managers: None

1. Share transactions of PDMR and related persons of PDMR:
2. Company’s share transactions of PDMR and related persons: None
3. Other significant issues: None