**VHE: Annual Corporate Governance Report 2023**

On January 29, 2024, Vinaherbfoods Joint Stock Company announced Report No. 2901/2024/BCQT-VHE on the corporate governance in 2023 as follows:

* Name of company: Vinaherbfoods Joint Stock Company
* Head office address: No. 277 Van Xuan Street, Ha Mo Commune, Dan Phuong District, Hanoi City
* Tel: 024 33816999 Fax: 024 3381699
* Email: [congbothongtin@vinaherbfoods.com](mailto:congbothongtin@vinaherbfoods.com)
* Charter capital: VND 331,400,000,000
* Securities code: VHE
* Corporate governance model:
* The General Meeting of Shareholders, the Board of Directors, the General Manager/Manager and the Audit Committee under the Board of Directors.
* Internal audit execution: Unimplemented (will be implemented in 2024)

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):

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | 0304.2023/NQ-DHDCD/VHE | April 03, 2023 | * Approve the Report on activities of the Board of Directors in 2022 and the orientation in 2023 * Approve the Report of the Board of Management on the production and business results in 2022 and 2023 plan * Approve the Audited Financial Statements 2022 * Approve the profit distribution in 2022 and the plan on profit distribution in 2023; * Approve the remuneration for the Board of Directors and the Audit Committee in 2022 and 2023 plan * Approve the selection of an independent audit company to audit the Financial Statements for the fiscal year 2023 * Approve investment transactions in raw material areas and export processing factories with a value of not more than VND 150 billion * Approve the authorization for the Board of Directors to approve/decide on capital borrowing mobilization with a maximum total limit of VND 200 billion * Approve the amendment and supplement to the Company's Charter on organization and operation and Internal Regulations on Corporate Governance. |

1. The Board of Directors (Annual Report/2023):
2. Information about members of the Board of Directors:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position (independent member, non-executive member of the Board of Directors) | Date of appointment/dismissal as members/independent members of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Mr. Bui Tien Vinh | Chair of the Board of Directors | April 19, 2021, new term starts date (2021-2026) |  |
| 2 | Mr. Nguyen The Hung | Member of the Board of Directors-cum-General Manager | April 19, 2021, new term starts date (2021-2026) |  |
| 3 | Mr. Nguyen Dinh Cong | Independent member of the Board of Directors | April 19, 2021, new term starts date (2021-2026) |  |
| 4 | Mr. Nguyen Tai Duc | Independent member of the Board of Directors | April 19, 2021, new term starts date (2021-2026) |  |
| 5 | Mr. Tran Nhat Thanh | Member of the Board of Directors | April 26, 2022, new term starts date (2021-2026) |  |

1. Board Resolutions/Board Decisions (Semi-annual Report/2023):

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | 1402/2023-NQ/HDQT | February 14, 2023 | Resolution on organizing the Annual General Meeting of Shareholders in 2023 |
| 2 | 1508/2023-NQ/HDQT | August 15, 2023 | Resolution on purchasing shares of Yenbai Herbs And Foods Joint Stock Company |

1. The Audit Committee (Annual Report 2023)
2. Information about members of the Audit Committee:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Audit Committee | Position | Date of appointment/dismissal as member of the Audit Committee | Qualification |
| 1 | Mr. Nguyen Dinh Cong | Chair of the Audit Committee | April 19, 2021 | Bachelor |
| 2 | Mr. Nguyen Tai Duc | Member of the Audit Committee | April 19, 2021 | 12/12 |

1. The Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Mr. Nguyen The Hung | April 27, 1985 | Bachelor | Appointed on April 19, 2021 |
| 2 | Ms. Pham Thi Anh | June 16, 1989 | Bachelor | Appointed on June 20, 2022 |

1. The Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Ms. Pham Thi Anh | June 16, 1989 | Bachelor of Business Accounting, University of Mining and Geology | Appointed on June 20, 2022  June 20, 2022 |

1. Training on corporate governance:
2. List of affiliated persons of the public company (Annual Report 2023) and transactions between 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, affiliated persons of PDMR: None
4. Transactions between the Company’s PDMR, affiliated persons of PDMR and subsidiaries, companies controlled by the Company: None.
5. Transactions between the Company and other entities: None
6. Share transactions of PDMR and affiliated persons of PDMR (Annual Report 2023)
7. Company’s share transactions of PDMR and affiliated persons:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Position/Relations with PDMR | Number of shares owned at the beginning of the period | | Number of shares owned at the end of the period | | Reason of changing |
|  |  |  | Number of shares | Rate % | Number of shares | Rate % |
| I. PDMR | | | | | | | |
| 1 | Bui Tien Vinh | Chair of the Board of Directors | 1,420,000 | 4.28% | 2,420,000 | 7.3% | Register for purchase |
| II. Affiliated person - Position: | | | | | | | |
| 1 |  |  |  |  |  |  |  |

1. Other significant issues: None.