**NSS: Annual Corporate Governance Report 2023**

On January 30, 2024, Dong Nai Agricultural Livestock Product Joint Stock Company announced Report No. 05/NSS on the corporate governance 2023 as follows:

* Name of company: Dong Nai Agricultural Livestock Product Joint Stock Company
* Head office address: No. 238 Nguyen Ai Quoc Street, Tan Hiep Ward, Bien Hoa City, Dong Nai Province
* Tel: 0251 3899790 Fax: 0251 3899102
* Email: dolicomail@dolicovn.com
* Charter capital: VND 102,639,420,000
* Securities code: NSS
* Corporate Governance Model:
* The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the Manager.
* Internal audit execution: Executed.
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 No. | Date | Contents |
| 1 | 01/NQ-DHDCDTN | June 16, 2023 | * Approve the Report on production and business results in 2022.
* Approve the Report of the Board of Directors in 2022 and the plan for 2023.
* Approve the Report of the Supervisory Board in 2022.
* Approve the Audited Financial Statements 2022.
* Approve the production and business plan in 2023.
* Approve the Proposal on profit distribution in 2022 and the dividend payment in 2022.
* Approve the Plan on profit distribution and dividend payment of 2023
* Approve the salary and remuneration for the Board of Directors and the Supervisory Board in 2022 and the Plan for 2023.
* Approve the Proposal on the selection of an independent audit company in 2023.
* Dismiss one member of the Board of Directors and elect one additional member for the Board of Directors in the term of 2021-2025.
 |

1. The 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 |
| Date of appointment | Date of dismissal  |
| 1 | Mr. Dinh Van Hong | Chair of the Board of Directors, non-executive member of the Board of Directors | April 29, 2019 |  |
| 2 | Mr. Nguyen Dien Tuong | Vice Chair of the Board of Directors | August 29, 2005 |  |
| 3 | Mr. Tran Minh Phuong | Member of the Board of Directors | August 06, 2007 |  |
| 4 | Mr. Dinh Ngoc Men | Member of the Board of Directors | April 29, 2019 | June 16, 2023 |
| 5 | Mr. Lam Hung Phuong | Non-executive member of the Board of Directors | June 08, 2021 |  |
| 6 | Mr. Nguyen Sy Sinh | Non-executive member of the Board of Directors | June 16, 2023 |  |

1. Board Resolutions/Board Decisions:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Contents |
| 1 | 01/NQ-HDQT | March 30, 2023 | Approve the production and business results in 2022, estimated implementation of Q1/2023, production and business plan for Q2/2023, and salary settlement for 2022. |
| 2 | 02/NQ-HDQT | April 20, 2023 | Agree on the venue and time of the Annual General Meeting of Shareholders 2023, and the personnel of the Board of Directors |
| 3 | 03/NQ-HDQT | May 25, 2023 | Agree on the time, venue and documents of the Annual General Meeting of Shareholders 2023. |
| 4 | 04/NQ-HDQT | September 13, 2023 | Approve the production and business results of the first 6 months of 2023, the plan and solutions for Q3/2023 and Q4/2023 |
| 5 | 05/NQ-HDQT | October 12, 2023 | Agree on carrying out procedures according to regulations to continue paying remaining dividends in 2022. Agree on choosing an audit company for the Financial Statements 2023 |
| 6 | 06/NQ-HDQT | December 06, 2023 | Approve the production and business results of 2023 (estimated), approve implementing the dividend prepayment in 2023 in cash |
| 7 | 07/NQ-HDQT | December 30, 2023 | Agree on the dismissal and appointment of management, and executive personnel at the Company, agree on organizing the Company's General Meeting of Shareholders in the form of collecting shareholders’ opinions via a ballot on the dismissal and additional election of members of the Board of Directors and members of the Supervisory Board for the term of 2021-2025. |
| 8 | 01/QD.HDQT | July 10, 2023 | Appoint the Person in charge of corporate governance |
| 9 | 02/QD.HDQT | December 30, 2023 | Dismiss the Company’s Manager  |
| 10 | 03/QD.HDQT | December 30, 2023 | Dismiss the Person in charge of corporate governance - the Company’s Chief Accountant |
| 11 | 04/QD.HDQT | December 30, 2023 | Appoint the Company’s Manager  |
| 12 | 05/QD.HDQT | December 30, 2023 | Appoint the Company’s Deputy Manager  |

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Supervisor | Position | Date of appointment/dismissal as member of the Supervisory/Audit Committee | Qualification |
| 1 | Mr. Hoang Ngoc Long | Chief of the Supervisory Board | April 29, 2019 | Bachelor of Accounting |
| 2 | Ms. Ngo Thi Cam Ha | Member of the Supervisory Board | April 22, 2010 | Bachelor of Economics |
| 3 | Mr. Nguyen Minh Tien | Member of the Supervisory Board | June 08, 2021 | Master of Business Administration Bachelor of Accounting and Auditing |

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 Dien Tuong - Manager | February 03, 1962 | Bachelor of Engineering Economics | August 29, 2005 |
| 2 | Mr. Tran Minh Phuong - Deputy Manager | December 16, 1963 | Bachelor of Economics | April 29, 2019 |

1. The Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Mr. Dinh Ngoc Men | January 09, 1976 | Bachelor of Accounting | April 29, 2019 |

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

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of individual/institution | Relations with the Company | NSH\* No., Date of issue and Place of issue of NSH | Head office address/Contact address | Time of transaction with the Company | General Mandate/Decision of General Meeting of Shareholders or Board Resolution/Decision No. | Content, quantity, total value of transaction | Note |
| 01 | Dong Nai Food Industrial Corporation | Holding Company | 3600253505 registered for the first time on July 01, 2010, registered for the 17th change on October 10, 2022 by the Business Registration Office - Dong Nai Province Authority for Planning and Investment  | 833A, Hanoi Highway, Quarter 1, Long Binh Tan Ward, Bien Hoa City, Dong Nai Province  | June 09, 2023December 14, 2023 | Board Resolution No. 04/NQ-HDQT dated November 14, 2022Resolution No. 01/NQDHDCDTN dated June 16, 2023 | Pay dividends of 2022 in cash: VND 10,177,270,992 |  |
| 02 | Dong Nai JSC Of Agricultural Material | Affiliated organization | 3600333736 registered for the first time on March 01, 2010, registered for the 6th change on July 08, 2020 by the Business Registration Office - Dong Nai Province Authority for Planning and Investment  | Road 1, Bien Hoa Industrial Zone I, An Binh Ward, Bien Hoa City, Dong Nai Province  | April 04, 2023October 12, 2023 |  | Receive dividends of 2022 in cash: VND 145,000,000 |  |

1. Transactions of Company’s PDMR, affiliated persons of PDMR with subsidiaries, companies controlled by the Company: None
2. Transactions between the Company and other entities
	1. Transactions between the Company and companies where members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager), and other managers are founding members or members of the Board of Directors or the Executive Manager (General Manager) within the past three years (at the time of reporting): None
	2. Transactions between the Company and companies where affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Manager (the General Manager) and other managers are members of the Board of Directors, the Executive Manager (the General Manager): None.
	3. Other transactions of the Company (if any) that can bring about material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, and the Manager (General Manager) and other managers: None
3. Share transactions of PDMR and affiliated persons of PDMR
4. Company’s share transactions of PDMR and affiliated persons: None
5. Other significant issues