**CHC: Annual Corporate Governance Report 2023**

On January 26, 2024, Cam Ha Joint Stock Company announced Report No. 59/CT/CBTT on the Corporate Governance of the Company in 2023 as follows:

* Name of company: Cam Ha Joint Stock Company
* Head office address: 448 Hung Vuong, Thanh Ha Ward, Hoi An City

Quang Nam Province

* Tel: 0235.3861319 Email: accounting@camhafumiture.com
* Charter capital: VND 67,315,960,000
* Securities code: CHC
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the Manager.
* Internal audit execution: Not 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)

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| No. | General Mandate/Decision of the General Meeting of Sảheholders No. | Date | Contents |
| 01 | 201/CT/DHDCD-NQ | April 27, 2023 | The Annual General Meeting of Shareholders 2023 approved the following contents:   1. Approve the Report of the Executive Board on production and business results in 2020 of the Company. 2. Approve the Financial Statements and profit distribution plan of 2022 3. Approve the production and business plan in 2023 4. Approve the settlement of remuneration for the Board of Directors and the Supervisory Board in 2022 and the remuneration rate in 2023 5. Approve the Proposal on the selection of an audit company for the Financial Statements 2023: AASC Auditing Firm Company Limited Address: No. 01 Le Phung Hieu Street, Hoan Kiem District, Hanoi. 6. Approve the Report on the progress of implementation of the Furniture Investment Project and the use of mobilized capital from offering shares to existing shareholders. 7. Approve the Proposal on the supplement to the Corporation's business lines 8. Approve the proposal on terminating the operation of the Ha Cam Wood Processing Factory Project II according to Investment Registration Certificate No. 7516836774 And continue the investment in the export wood-furniture production line. 9. Approve the Proposal for the Structure Project of Cam Ha Joint Stock Company for the period 2021 - 2025. 10. Approve the Report on activities of the Board of Directors in 2022 and the operational plan for term 4 of 2023; 11. Approve the Report on activities of the Supervisory Board in 2022 and the Operational plan for 2023 |

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

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| --- | --- | --- | --- | --- |
| No. | Members of the Board of Directors | Position (independent member, non-executive member of the Board of Directors) | Date of appointment/dismissal as member/independent member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Nguyen Chi Dung | Non-executive member of the Board of Directors | June 24, 2020 |  |
| 2 | Duong Phu Minh Hoang |  | June 24, 2020 |  |
| 3 | Nguyen Thi Thanh Binh |  | April 26, 2022 |  |
| 4 | Nguyen Thi Phuong Loan | Non-executive, independent member of the Board of Directors | June 24, 2020 |  |
| 5 | Nguyen Thi Tranh |  | June 24, 2020 |  |

1. Board Resolutions/Board Decisions:

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| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Contents |
| 1 | 11/CT/HDQT/NQ | January 05, 2023 | The Board of Directors agrees to approve the construction of the salary unit price per revenue in 2023 |
| 2 | 36/CT/HDQT/NQ | January 18, 2023 | The Board of Directors agrees to approve the establishment of the Salary Reserve Fund |
| 3 | 48/CT/HDQT/NQ | February 06, 2023 | The Board of Directors agrees to approve the credit line at the Banks at the request of the Executive Board in dossier No. 712/CT/CV dated December 14, 2022. |
| 4 | 89/CT/HDQT/NQ | March 06, 2023 | The Board of Directors agrees to approve the expected time to organize the Annual General Meeting of Shareholders in 2023 as follows: |
| 5 | 109/CT/HDQT/NQ | March 16, 2023 | The Board of Directors agrees to approve the spending on bonus for the Advance labor of 2022 title for employees of the Company. |
| 6 | 110/CT/HDQT/NQ | March 16, 2023 | The Board of Directors agrees to approve the contents on adding and changing the plan for using capital mobilized from offering shares to existing shareholders in 2022. |
| 7 | 137/CT/HDQT/NQ | March 28, 2023 | The Board of Directors agrees to approve agree on the organization time of the Annual General Meeting of Shareholders 2023 |
| 8 | 144/CT/HDQT/NQ | April 03, 2023 | The Board of Directors agrees to approve the plan to organize the Annual General Meeting of Shareholders 2023 |
| 9 | 200/CT/HDQT/NQ | April 27, 2023 | The Board of Directors approved::   * Plan of organizing the General Meeting of Shareholders: * Regarding spending the Welfare Fund for company employees on the occasion of April 30 and May 1 * Regarding the review of regulations |
| 10 | 218/CT/HDQT/NQ | May 05, 2023 | Approve the dividend payment in 2022 |
| 11 | 219/CT/HDQT/NQ | May 05, 2023 | The Board of Directors agrees to authorize and assign the Executive Board to carry out the following contents:   * Production and business plan for 2023 * Regarding the progress of the Furniture Investment Project * Supplement business lines * Sign a contract with Financial Statements Audit Unit 2023 * Regarding the termination of the operation of the Ha Cam Wood Processing Factory Project at facility II and continue the investment project of wooden furniture production line for export. * Plan on restructuring the Company in the period of 2021 - 2025; |
| 12 | 233/CT/HDQT/NQ | May 11, 2023 | The Board of Directors agrees to approve the contents related to the re-establishment of the Steering Committee to prevent corruption and negativity at the Company. |
| 13 | 314/CT/HDQT/NQ | June 29, 2023 | The Board of Directors approved:   * Result of the production and business activities in the last 6 months of 2023 * Provision for decline in inventories: * Approve the production and business plan in 2024 * Regarding amending and supplementing the content of the regulation system accordingly... |
| 14 | 336/CT/HDQT/NQ | July 04, 2023 | The Board of Directors agrees to approve the change in customer payment form and time |
| 15 | 351/CT/HDQT/NQ | July 12, 2023 | The Board of Directors agrees to approve the change in customer payment time |
| 16 | 361/CT/HDQT/NQ | July 21, 2023 | The Board of Directors agrees to approve the payment time, payment method and customer product warranty conditions. |
| 17 | 383/CT/HDQT/NQ | August 03, 2023 | The Board of Directors agrees to approve the revised content and promulgation of the following regulations and procedures: Purchasing process; Debt management regulations; Internal spending regulations; Wage system. |
| 18 | 400/CT/HDQT/NQ | August 11, 2023 | The Board of Directors agrees to approve the preparation of records of land area changes after re-measurement at CS1 at 448 Hung Vuong, Thanh Ha Ward, Hoi An City and completion of legal procedures on land, management and land usse in accordance with the law. |
| 19 | 414/CT/HDQT/NQ | August 21, 2023 | The Board of Directors agrees to approve the mortgage of collateral assets at Vietcombank Da Nang |
| 20 | 422/CT/HDQT/NQ | August 24, 2023 | The Board of Directors agrees to approve the reduction in inventory selling prices |
| 21 | 423/CT/HDQT/NQ | August 24, 2023 | The Board of Directors agrees to approve the spending of the Welfare Fund on the occasion of the Independence Day of September 2 for employees who are temporarily suspending their labor contracts, taking unpaid leave, and not yet eligible to participate in social insurance, as of August 21, 2023. |
| 22 | 480/CT/HDQT/NQ | September 28, 2023 | The Board of Directors approved:   * Report on the production and business results in the first 9 months of 2023 * Deploy some production and business contents in the last 3 months of the year and develop a production and business plan in 2024 * Implementing some solutions regarding Noble House's application for bankruptcy protection under Chapter 11 at the Southern District of Texas Court, Houston division: * Some other contents of the Board of Director. |
| 23 | 489/CT/HDQT/NQ | October 03, 2023 | The Board of Directors agrees to approve the Board of Directors' proposal to hire a lawyer to legally represent and protect the rights and interests of the company in resolving debts with Noble House customers. |
| 24 | 677/CT/HDQT/NQ | November 27, 2023 | The Board of Directors approved:   * Regarding the implementation of Board of Directors Resolution No. 480 /CT/HDQT/NQ dated September 28, 2023 * Report on production and business results in 2023 and develop the production and business plan for 2024; * Some issues regarding debt and inventory of Noble House customers * Regarding the potential for cooperation with new customers * Regarding the operational situation of the Party organization, Trade Union and the situation of the unit's employees until June 30, 2024 * Measures to manage debt and prevent risks in the future. * Meet Green production standards for export goods; * Agree to implement the content of Official Dispatch 306/HDQT-TCLD of Vietnam Forest Corporation on obtaining votes of confidence for the authorized representative of the Corporation at the unit holding the positions of Chair of the Board of Directors and Member of the Board of Directors; Manager, Deputy Manager, Chief Accountant, Chief of Supervisory Board. |
| 25 | 710/CT/HDQT/NQ | December 08, 2023 | The Board of Directors agrees to approve the cooperation with new customers in the United States and applied a number of solutions to reduce risks. |
| 26 | 725/CT/HDQT/NQ | December 20, 2023 | The Board of Directors agrees to approve the arrangement and appointment of Technical Design Department Managers:   * Appoint Mr. Tran Thanh Vinh - Deputy Head of Technical Design Department as Head of Technical Design Department * Appoint Mr. Vo Van Hung - employee of the Technical Design Department as Deputy Manager of Technical Design Department. |
| 27 | 746/CT/HDQT/NQ | December 28, 2023 | The Board of Directors approved:   * Importing acacia sawn timber for the season 2023-2024 * Spend New Year's Eve support for employees who temporarily postpone their labor contracts, take unpaid leave, and are not eligible to participate in social insurance, as of December 18, 2023. * Change the depreciation time of fixed assets of CS2 Furniture Project. |
| 28 | 756/CT/HDQT/NQ | December 30, 2023 | The Board of Directors approved:   * Dismiss Mr. Vo Van Phuc from the position of Manager of the Shaping Laboratory. * Appoint Mr. Nguyen Van Than - currently the Furniture workshop manager to hold the following position: Shaping Laboratory Manager. |
| 29 | 762/CT/HDQT/NQ | December 31, 2023 | The Board of Directors approved: The Board of Directors agrees to approve the project on investment in the export wood-furniture production line. |

1. The Supervisory Board/ Audit Committee:
2. Information about the 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 | Professional Qualification |
| 1 | Nguyen Thi Thanh Thuy | Chief of the Supervisory Board | June 24, 2020 (appointment date) | Bachelor of Accounting |
| 2 | Bui Thi Ha | Member | June 24, 2020 (appointment date) | College Bachelor of Accounting |
| 3 | Nguyen Thi Ngoc Ha | Member | June 24, 2020 (appointment date) | Bachelor of Economics, Bachelor of Laws |

1. The Executive Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Date of birth | Professional Qualification | Date of appointment as member of the Executive Board |
| 01 | Duong Phu Minh Hoang - Manager | August 17, 1976 | Bachelor of Economics | June 24, 2020 |
| 02 | Pham Van Chin - Deputy Manager | April 06, 1976 | Bachelor of Economics | August 30, 2014 |

1. Chief Accountant.

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Professional Qualification | Date of appointment/dismissal |
| Nguyen Thi Bich Xi | November 18, 1980 | Bachelor of Economics | January 15, 2024 |

1. Training on Corporate Governance
2. List of affiliated persons of the public company (report for 6 months/year) and transactions between affiliated persons of the Company with 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:

None

1. Transactions between the Company’s PDMR, affiliated persons of PDMR and subsidiaries, companies controlled by the Company:

None

1. Transactions between the Company and other entities:

None

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

None

* 1. Transactions between the Company and companies in which 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

* 1. Other transactions of the Company (if any) which can bring material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers:

None

1. Share transactions of PDMR and affiliated persons of PDMR (Semi-annual Report)
2. Transactions between PDMR and affiliated persons related to the Company’s shares:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| 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/decrease (purchase, sell, or award,...) |
| Number of shares | Rate (%) | Number of shares | Rate |
| 1 | Nguyen Chi Dung | PDMR | 48,000 | 0.71 | 48,000 | 0.71 |  |
| 2 | Duong Phu Minh Hoang | PDMR | 231,708 | 3.44 | 231,708 | 3.44 |  |
| 3 | Nguyen Thi Tranh | PDMR | 60,361 | 0.90 | 60,361 | 0.90 |  |
| 4 | Nguyen Thi Thanh Binh | PDMR | 9,046 | 0.13 | 9,046 | 0.13 |  |
| 4.1 | Le Tran Thanh Ban | Affiliated person | 3,085 | 0.05 | 3,085 | 0.05 |  |
| 5 | Nguyen Thi Phuong Loan | PDMR | 50,000 | 0.74 | 50,000 | 0.74 |  |
| 6 | Pham Van Chin | PDMR | 13,851 | 0.21 | 13,851 | 0.21 |  |
| 7 | Nguyen Thi Thanh Thuy | PDMR | 5,506 | 0.08 | 5,506 | 0.08 |  |
| 8 | Bui Thi Ha | PDMR | 5,000 | 0.07 | 5,000 | 0.07 |  |
| 9 | Nguyen Thi Ngoc Ha | PDMR | 10,000 | 0.15 | 10,000 | 0.15 |  |
| 10 | Nguyen Thi Bich Xi | PDMR | 5,353 | 0.08 | 5,353 | 0.08 |  |

1. Other significant issues: None