**CMF: Annual Corporate Governance Report 2023**

On January 29, 2024, Cholimex Food Joint Stock Company announced Report No. 02/BC-CMF on the Corporate Governance in 2023 as follows:

* Name of company: Cholimex Food Joint Stock Company
* Head office address: Lot C40-43/1, Lot C51-55/11, Road No. 7, Vinh Loc Industrial Park, Vinh Loc Commune, Binh Chanh District, Ho Chi Minh City.
* Tel: 028 37653389 -028 37653390; Fax: 028 37653025
* Email: cholimexfood@cholimexfood.com.vn
* Charter capital: VND 81,000,000,000
* Securities code: CMF
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager.
* Internal audit execution: Not executed.
1. Activities of the General Meeting of Shareholders:

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| No. | General Mandate/Decision No. | Date | Contents |
| 1 | 01/NQ-DHDCD | April 26, 2023 | 1. Approve the Report on Production and Business Activities in 2022.
2. Approve the Production and Business Plan in 2023.
3. Approve the Financial Statements 2022 audited by Deloitte Vietnam Audit Company Limited.
4. Approve the Report on Activities of the Board of Directors 2022 and plan for 2023.
5. Approve the Report on Activities of the Supervisory Board in 2022.
6. Approve the selection of an independent audit company for the Financial Statement 2023: Deloitte Vietnam Audit Company Limited.
7. Approve the Profit Distribution Plan 2022.
8. Approve the Profit Distribution Plan 2023.
9. Approve the amendment and supplement to the Company’s Charter on the organization and operation.
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1. The Board of Directors:
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 |
| Appointment date | Dismissal date |
| 1 | Mr. Huynh An Trung | Chair | From April 22, 2022 to present |   |
| 2 | Mr. Tran Phuong Bac | Member | From May 12, 2017 to present |   |
| 3 | Mr. Diep Nam Hai | Member | From May 12, 2017 to present |   |
| 4 | Ms. Nguyen Thi Huyen Trang | Member | From April 26, 2018 to present |   |
| 5 | Mr. Than Ngoc Nghia | Member | From April 22, 2022 to present |   |

1. Board Resolutions/Board Decisions:

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| No. | Board Resolution/Board Decision No. | Date | Contents |
| 1 | 01/NQ-HDQT | January 05, 2013 | 1. Approved the implementation of the production and business targets in 2022.
2. Approve the production and business plan in 2023.
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| 2 | 02 /NQ-HDQT | January 05, 2013 | Approve the Capital Loan at Joint Stock Commercial Bank for Foreign Trade of Vietnam - Saigon North Branch. |
| 3 | 03/NQ-HDQT | March 01, 2023 | Approve transactions of the Stock Company with related parties. |
| 4 | 04/NQ-HDQT | March 01, 2023 | 1. Prepay dividend of 2022 in cash.
2. Prepare contents related to the Annual General Meeting of Shareholders 2023.
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| 5 | 05/NQ-HDQT | March 30, 2023 | 1. Approve the production and business results in 2022.
2. Production and business plan for 2023.
3. Approved the implementation of the production and business targets in the first 3 months of 2023.
4. Production and business plan in the last 9 months of 2023.
5. Approve the contents to be proposed to the Annual General Meeting of Shareholders 2023.
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| 6 | 06/NQ-HDQT | July 28, 2023 | 1. Approve the production and business results for the first 6 months of 2023;
2. Approve the the production and business plan for the last 6 months of 2023;
3. Assign the Executive Board to develop a capital increase plan including ESOP and dividend distribution from undistributed profits, charter capital surplus and development investment fund;
4. Approve the capital loan at Joint Stock Commercial Bank for Foreign Trade of Vietnam - Saigon North Branch.
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| 7 | 07/NQ-HDQT | July 28, 2023 | 1. Approve the investment policy - nhà máy Chế biến Thực phẩm Cholimex Food Bến Lức (tentatively translated as “Cholimex Ben Luc Food Processing Factory” - Phase 2;
2. Assign the General Manager to direct relevant units to carry out investment procedures in compliance with the provisions of the Company's Charter and current laws.
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| 8 | 08/NQ-HDQT | October 31, 2023 | 1. Approve the production and business targets in the first 9 months of 2023;
2. Approve the production and business plan for the last 3 months.
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| 9 | 09/NQ-HDQT | November 29, 2023 | Decide to invest in the project to build a Food Processing Factory - Cholimex Ben Luc Food Processing Factory - Phase 2 |

1. 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 |
| 1 | Pham Van Tranh | Chief of the Supervisory Board | From May 12, 2017 to present  | Bachelor of Economics - Accounting |
| 2 | Vo Van Day | Supervisor | From April 22. 2022 to present | Bachelor of Economics - Accounting |
| 3 | Do Thi Hoang Yen | Supervisor | From May 12, 2017 to present | Bachelor of Laws |

1. The Executive Board.

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| No. | Members of the Executive Board | Date of birth | Qualification | Date of appointment |
| 1 | Diep Nam Hai | November 04, 1967 | Bachelor of Economics | April 22, 2022 |
| 2 | Nguyen Thi Huyen Trang | May 06, 1971 | Chemical Engineer | April 29, 2022 |
| 3 | Ho Ngoc Huong | January 03, 1968 | Chemical Engineer | April 29, 2022 |

1. The Chief Accountant.

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| Full name | Date of birth | Qualification | Date of appointment |
| Nguyen Thi Bich Ngoc | July 03, 1969 | Bachelor of Economics - General accounting. | April 29, 2022 |

1. Training on corporate governance
2. List of affiliated persons of public companies 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 and affiliated persons of PDMR:

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| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organizations/individuals | Affiliated relation with the company | NSH\* No., Date of issue, Place of issue | Head office addressContact address | Time of transaction with the Company | Approved General Mandate/Decision of the General Meeting of Shareholder No. or Board Resolution/Decision No. (if any) | Content, quantity, total value of transaction | Note |
| 1 | Cho Lon Investment and Import Export Corporation (Cholimex) | Major shareholders | No. 0301307933 issued on February 23, 2022 by Department of Planning and Investment of Ho Chi Minh City | No. 631/633 Nguyen Trai Street, Ward 11, District 5, Ho Chi Minh City  | From January 01, 2023 to December 31, 2023 | 03/NQ/HDQT | -Rent warehouse of Cho Lon Investment and Import Export Corporation in District 5 to distribute products, total value: VND 618,518,967.- Sell products to Cho Lon Investment and Import Export Corporation, total value: VND 2,561,196,648 |   |
| 2 | Vinh Loc Industrial Park Co., Ltd | Subsidiary of Major shareholder (Cho Lon Investment and Import Export Corporation) | No. 0305073316 issued on August 08, 2017 by Department of Planning and Investment of Ho Chi Minh City | No. A59/1, Street 7, Vinh Loc Industrial Park, Binh Hung Hoa B, Binh Tan District, Ho Chi Minh City.  | From January 1, 2023 to December 31, 2023. | 03/NQ-HDQT | Vinh Loc Industrial Park Co., Ltd provides the following services to the Company: Warehouse rental, water supply, wastewater treatment, fuel, total value: VND 20,495,406,135 |   |

1. Transactions between Company’s PDMR, affiliated persons of PDMR and subsidiaries or companies controlled by the Company: no transaction arisen.
2. 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, Manager (General Manager) and other managers have been founding members or members of the Board of Directors, Executive Manager (General Manager) for the past three (03) years (at the time of reporting):

Cholimex Food Joint Stock Company distributes products to Special Aquatic Products Joint Stock Company (according to Resolution No. 03/NQ-HDQT of the Board of Directors), total value: VND 16,323,815,481.

* 1. Transactions between the Company and the companies in which affiliated persons of members of Board of Directors, the Supervisory Board, the Manager (General Manager) and other managers are members of the Board of Directors, Executive Manager (General Manager): no transaction arisen.
	2. 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: no transaction arisen.
1. Share transactions between PDMR and affiliated persons of PDMR:
2. Transaction of PDMR and affiliated persons related to the Company’s shares: no transaction arisen.
3. Other significant issues: None.