



**HANOIMILK JOINT  
STOCK COMPANY**

No:01/2025/BC.HĐQT

**THE SOCIALIST REPUBLIC OF VIETNAM**

**Independence - Freedom - Happiness**

*Hanoi, day 23 month 01, year 2025*

**REPORT ON CORPORATE GOVERNANCE**

**(year 2024)**

To:

- The State Securities Commission;
- The Hanoi Stock Exchange.

- Name of company: Hanoimilk Joint Stock Company

- Address of headoffice: Km9 Bac Thang Long Noi Bai Road, Quang Minh Town, Me Linh District, Hanoi.

- Telephone: 0243.8866567      Fax: 0243.8866564      Email: info@hanoimilk.com

- Charter capital: 444.000.000.000 VND

- Stock symbol: HNM

- Governance model:

+ General Meeting of Shareholders, Board of Directors, Board of Supervisors, General Director and Director.

- The implementation of internal audit: Not yet implemented.

**I. Activities of the General Meeting of Shareholders**

Information on meetings, resolutions and decisions of the General Meeting of Shareholders (including the resolutions of the General Meeting of Shareholders approved in the form of written comments):

No.	Resolution/Decision No.	Date	Content
1	01/2024/NQ-ĐHĐCĐ	29/06/2024	<ul style="list-style-type: none"><li>- Approval of the Board of Directors' Report on the Company's activities in 2023 and development orientation for the following years (2024-2025)</li><li>- Approval of the Board of Directors' Report on production and business performance results in 2023 and the 2023 Financial Statements audited by TPP Auditing Company Limited</li><li>- Approval of the 2024 business plan.</li></ul>

			<ul style="list-style-type: none"> <li>- Approval of the Supervisory Board's Report on the Company's management in 2023 of the Board of Directors and Board of Directors</li> <li>- Approved Resolution on not paying dividends in 2023</li> <li>- Approve and authorize the Board of Directors to re-select the audit unit for the Company's 2024 financial statements.</li> <li>- Approved the report of the Board of Directors and the Supervisory Board on the issuance of shares to increase charter capital of Hanoi Dairy Joint Stock Company according to the Resolution of the General Meeting of Shareholders (Phase 1).</li> <li>- Approving the continued assignment to the Board of Directors to restructure finances of Hanoimilk Joint Stock Company.</li> </ul>
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## II. Board of Directors (annual report):

### 1. Information about the members of the Board of Directors:

No.	Board of Directors' members	Position Independent members of the Board of Directors, Non-executive members of the Board of Directors))	The date becoming/ceasing to be the member of the Board of Directors	
			Date of appointment	Date of dismissal
1	Mr. Ha Quang Tuan	Chairman of BOD	31/12/2021	
2	Mr. Le Huy Phuc	Independent members of the BOD	24/04/2022	
3	Mr. Ngo Kim Son	Member of the BOD Factory Director	31/12/2021	
4	Mr. Nguyen Duy Len	Member of the BOD Quality Director	31/12/2021	
5	Ms. Vu Thi Huong Thuy	Member of the BOD CEO	31/12/2021	

### 2. Meetings of the Board of Directors:

No.	Board of Director' member	Number of meetings attended by Board of Directors	Attendance rate	Reasons for absence
1	Mr. Ha Quang Tuan	10	100%	
2	Mr. Le Huy Phuc	05	50%	private work
3	Mr. Ngo Kim Son	10	100%	



4	Mr. Nguyen Duy Len	10	100%	
5	Ms. Vu Thi Huong Thuy	10	100%	

### 3. Supervising the Board of Management by the Board of Directors:

Based on the powers and duties prescribed by the Law and the Company's Charter, in 2024 the Board of Directors held 08 direct meetings. The members of the Board of Directors have performed the tasks of promptly directing, supervising and urging the activities of the Board of Management through quarterly work briefings, attending and providing guidance in important meetings of the Board of Management.

The Board of Directors regularly closely supervises, provides timely support and ensures the effectiveness of the Board of Management' operating activities. The Board of Directors monitors and captures the process of operating production and business activities in 2024 through written reports from the Board of Management to the Board of Directors.

### 4. Activities of the Board of Directors' subcommittees (If any):

### 5. Resolutions/Decisions of the Board of Directors (annual report):

No.	Resolution/ Decision No.	Date	Content	Approval rate
1	01/2024/ NQ.HĐQT	08/01/2024	- Approval of business results in 2023 - Discuss the Company's business plan for 2024	100%
2	02/2024/ NQ.HĐQT	25/03/2024	- Approved the postponement of the annual General Meeting of Shareholders from April to June 2024	100%
3	03/2024/ NQ.HĐQT	26/04/2024	- Decision to organize the XXIII Annual General Meeting of Shareholders on June 29, 2024 - Agreed to approve the final registration date to finalize the list of shareholders attending the XXIII Annual General Meeting of Shareholders which is May 24, 2024	100%
4	04/2024/ NQ.HĐQT	15/12/2024	- Discuss the Company's business plan for 2025	100%
5	05/2024/ NQ.HĐQT	24/12/2024	- Approved the investment in grain milk filling machine equipment.	100%

## III. Board of Supervisors/Audit Committee (annual report):

### 1. Information about members of Board of Supervisors (BOS):

No.	Members of Board of Supervisors	Position	The date becoming/ceasing to be the member of the BOS	Qualification
1	Ms. Dao Bich Thuy	Head of BOS	31/12/2021	Accountant
2	Ms. Nguyen Thi Hai Ly	Member of BOS	31/12/2021	Bachelor
3	Mr. Phan Van Nam	Member of BOS	24/04/2022	Engineer

2. Meetings of Board of Supervisors

No.	Members of Board of Supervisors	Number of meetings attended	Attendance rate	Voting rate	Reasons for absence
1	Ms. Dao Bich Thuy	01	100%	1/1	
2	Ms. Nguyen Thi Hai Ly	01	100%	1/1	
3	Mr. Phan Van Nam	01	100%	1/1	

3. Supervising Board of Directors, Board of Management and shareholders by Board of Supervisors:

During the year 2024, the Company's Supervisory Board conducted 01 direct meeting to evaluate the implementation of legal regulations and the Company's Charter in the activities of the Board of Directors; implementation of Resolutions issued by the General Meeting of Shareholders, the Board of Directors and the Company's Board of Management. The Supervisory Board has contributed many practical opinions in the Company's governance.

Inspection and supervision of the Supervisory Board focuses on: Inspection and supervision of the Company's financial situation, capital preservation, and efficiency of production and business activities in 2024, and supervision of compliance with the Charter and Resolutions of the Company. General Meeting of Shareholders, Resolution of the Board of Directors.

4. The coordination among the Board of Supervisors, the Board of Management, Board of Directors and other managers: The Supervisory Board has closely coordinated with the Board of Directors and Board of Management in performing assigned functions and tasks, and coordinated in inspection and supervision activities according to regulations. The Board of Directors and the Board of Management have created favorable conditions for the Supervisory Board to perform its duties such as providing information and documents and participating in meetings of the Company.

5. Other activities of the Board of Supervisors and Audit Committee (if any):

**IV. Board of Management**

No.	Members of Board of Management	Date of birth	Qualification	Date of appointment/dismissal of
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				members of the BOM
1	Mr. Ngo Kim Son	06/11/1980	Food Technology Engineer	01/12/2014
2	Ms. Vu Thi Huong Thuy	10/05/1980	Food Technology Engineer	01/01/2023

#### **V. Chief Accountant**

Name	Date of birth	Qualification	Date of appointment
Mr. Pham Tung Lam	18/09/1983	MBA, Bachelor of Corporate Finance	01/06/2011

#### **VI. Training courses on corporate governance:**

Training courses on corporate governance were involved by members of Board of Directors, the Board of Supervisors, Director (General Director), other managers and secretaries in accordance with regulations on corporate governance:

#### **VII. The list of affiliated persons of the public company (annual report) and transactions of affiliated persons of the Company)**

1. The list of affiliated persons of the Company (Appendix 01)
2. Transactions between the Company and its affiliated persons or between the Company and its major shareholders, internal persons and affiliated persons: No transaction.
3. Transaction between internal persons of the Company, affiliated persons of internal persons and the Company's subsidiaries in which the Company takes controlling power: No transaction.
4. Transactions between the Company and other objects
  - 4.1. Transactions between the Company and the company that its members of Board of Management, the Board of Supervisors, Director (General Director) have been founding members or members of Board of Directors, or CEOs in three (03) latest years (calculated at the time of reporting). (Appendix 02)
  - 4.2. Transactions between the Company and the company that its affiliated persons with members of Board of Directors, Board of Supervisors, Director (General Director) and other managers as a member of Board of Directors, Director (General Director or CEO): No transaction.

4.3. Other transactions of the Company (if any) may bring material or non- material benefits for members of Board of Directors, members of the Board of Supervisors, Director (General Director) and other managers: No transaction.

**VIII. Share transactions of internal persons and their affiliated persons (annual report)**

1. The list of internal persons and their affiliated persons (Appendix 03)

2. Transactions of internal persons and affiliated persons with shares of the Company

No.	Transaction executor	Relationship with internal persons	Number of shares owned at the beginning of the period		Number of shares owned at the end of the period		Reasons for increasing, decreasing (buying, selling, converting, rewarding, etc.)
			Number of shares	Percent age	Number of shares	Percent age	
1	Hoang Mai Xanh Joint Stock Company	People related to internal person	5.550.000	12,50%	0	0%	24/12/2024; Restructuring the portfolio

**IX. Other significant issues**

**Recipients:**

- As respectfully;
- Members of the BOD;
- Board of Supervisors;

**CHAIRMAN OF THE BOARD OF DIRECTORS**



**HA QUANG TUAN**

## Appendix 01

## The list of affiliated persons of the Company

No.	Name of organization/individual	Securities trading account (if any)	Position at the Company (if any)	No. *, date of issue, place of issue	Address	Time of starting to be affiliated person	Time of ending to be affiliated person	Lý do Reasons	ty/Relationship with the Company
1	Mr. Hà Quang Tuấn		Chairman			27/06/2015			
	Hà Văn Dương					27/06/2015			
	Nguyễn Thị Tuyết					27/06/2015			
	Hà Tuấn Tú					27/06/2015			
	Hà Phương Thảo					27/06/2015			
	Hà Tuyết Lan					27/06/2015			
	Hà Thị Ngọc					27/06/2015			
	Hà Ngọc Anh					27/06/2015			
2	Mr. Nguyễn Duy Lân		Members of BOD, Quality Director			31/12/2021			
3	Mr. Ngô Kim Sơn		Members of BOD, Factory director			14/06/2021			
4	Ms. Vũ Thị Hương Thủy		Members of BOD, CEO			19/04/2021			
	Mai Văn Sao		Ban ISO			10/07/2021			
5	Mr. Phạm Tùng Lâm		Chief accountant			25/06/2016			
	Phạm Trường Thành					25/06/2016			
6	Mr. Lê Huy Phúc		Independent members of BOD			24/04/2022			
7	Ms. Đào Bích Thủy		Head of BOS			12/12/2021			
8	Ms. Nguyễn Thị Hải Lý		Members of BOS			31/12/2021			
9	Mr. Phan Văn Nam		Members of BOS			24/04/2022			



## Appendix 02

Transactions between the Company and the company that its members of Board of Management, the Board of Supervisors, Director (General Director) have been founding members or members of Board of Directors, or CEOs in three (03) latest years (calculated at the time of reporting).

No.	Name of organization/individual	Relationship with the Company	No. *, date of issue, place of issue	Address	Time of transactions with the Company	Resolution No. or Decision No. approved by General Meeting of Shareholders/ Board of Directors (if any, specifying date of issue)	Content, quantity, total value of transaction	Note
1	Hoang Mai Xanh Joint Stock Company	Have the same chairman	0103009618	Linh Nam, Hoang Mai, Hanoi	2019		Dairy product distribution contract	





### Appendix 03

#### The list of internal persons and their affiliated persons

No.	Name	Securities trading account (if any)	Position at the company (if any)	ID card No./Passport No., date of issue, place of issue	Address	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
1	<b>Ông Hà Quang Tuấn</b>		<b>Chairman</b>			<b>14,075,000</b>	<b>31,70%</b>	
	Hà Văn Dương					0	0%	Father
	Nguyễn Thị Tuyết					0	0%	Mother
	Hà Tuấn Tú					0	0%	Son
	Hà Phương Thảo					0	0%	Daughter
	Hà Tuyết Lan					0	0%	Sister
	Hà Thị Ngọc					0	0%	Sister
	Hà Ngọc Anh					0	0%	Brother
2	<b>Mr. Lê Huy Phúc</b>		<b>Independent members of BOD</b>			0	0%	
3	<b>Mr. Nguyễn Duy Lân</b>		<b>Members of BOD, Quality Director</b>			2,300	<b>0,005%</b>	
4	<b>Mr. Ngô Kim Sơn</b>		<b>Members of BOD, Factory director</b>			1,400	<b>0,003%</b>	
5	<b>Ms. Vũ Thị Hương Thủy</b>		<b>Members of BOD, CEO</b>			15,000	<b>0,0338%</b>	
	Mai Văn Sao		ISO board			0	0%	Husband
6	<b>Mr. Phạm Tùng Lâm</b>		<b>Chief Accountant</b>			425,000	<b>0,957%</b>	
	Phạm Trường Thành					0	0%	Father
7	<b>Ms. Đào Bích Thủy</b>		<b>Head of BOS</b>			0	0%	
8	<b>Ms. Nguyễn Thị Hải Lý</b>		<b>Members of BOS</b>			0	0%	
9	<b>Mr. Phan Văn Nam</b>		<b>Members of BOS</b>			14,500	<b>0,0326%</b>	

