

No: 01/BC-HDQT.25

HCM City, ... January 2025

**REPORT ON CORPORATE GOVERNANCE
Year 2024**

**To: - The State Securities Commission of Viet Nam
- Hanoi Stock Exchange**

- Company Name: Vietnam Vegetable Oil Industry Corporation - JSC
- Head Office Address: 58 Nguyen Binh Khiem, Da Kao Ward, District 1, Ho Chi Minh City
- Tel: (84-8) 38 294 513 Fax: (84-8) 38 290 586 Email: vocar@vocarimex.com.vn
- Charter Capital: 1,218,000,000,000 VND
- Stock Code: VOC
- Governance model: the General Meeting of Shareholders, the Board of Directors, the Board of Supervisors and the General Director
- The implementation of internal audit: Implemented

I. Activities of the General Meeting of Shareholders:

a. Vocarimex's 2024 Annual General Meeting of Shareholders, held on April 17, 2024, passed the following resolutions:

Approved reports: Audited 2023 Financial Statements; Report on the Member of the Board of Director' activities, and Report on the Board of Supervisors' activities in 2023

Key indicators achieved in 2023:

- Revenue: 844.05 billion VND
- Profit before tax: 1,513.4 billion VND
- Approved the 2024 business plan with some key indicators
- Revenue: 600 billion VND
- Profit before tax: 34 billion VND
- Dividends and fund allocation: The Board of Directors will submit to the General Meeting of Shareholders the dividend payout ratio and the allocation to funds based on the actual Profit after tax in 2025.
- Approved the remuneration of the Board of Directors and the Board of Supervisors for 2023 and the payment plan for 2024
- Approved the profit distribution, fund allocation and dividend plan for 2023
- Selected an independent auditor for the 2024 financial statements.
- Approved all transactions between Vietnam Vegetable Oil Industry Corporation - JSC and KIDO Group and its member companies.

Report On Corporate Governance

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Meetings and Resolutions/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		17/04/2023	Resolution of the Annual General Meeting of Shareholders 2024

II. Board of Directors:

1. Information on Board of Director' members:

No.	Member of the Board of Directors	Position	The date becoming/ceasing to be the member of the BOD	
			Date of appointment	Date of dismissal
1.	Mr. Tran Kim Thanh	Chairman of the BOD	17/04/2024	
2.	Mr. Tran Le Nguyen	Member of the BOD	17/04/2024	
3.	Ms. Nguyen Thi Xuan Lieu	Member of the BOD	17/04/2024	

2. Meetings of the Board of Directors:

No.	Member of the Board of Directors	Number of meetings attended by BOD	Attendance rate	Reasons for absence
1.	Mr. Tran Kim Thanh	17/17	100%	
2.	Mr. Tran Le Nguyen	17/17	100%	
3.	Ms. Nguyen Thi Xuan Lieu	17/17	100%	

3. Supervising the Executive Board by the Board of Directors:

Pursuant to the Company's Charter and Corporate Governance Regulations, the Board of Directors has inspected and supervised the activities of the General Director in the development of the resolutions of the General Meeting of Shareholders and the Board of Directors in 2024 as follows:

2.1 Supervision method:

The Board of Directors has regularly monitored the implementation of Resolutions and Decisions of the General Meeting of Shareholders and the Board of Directors, and supervised the activities of the General Director and the General Director's supporting apparatus.

2.2 Results:

- The Executive Board has performed well its role in managing business and production activities in accordance with the objectives, orientations and directions of the Board of Directors.
- Monthly/quarterly, the Executive Board holds meetings to evaluate business and production results.

- The Executive Board has assessed the business results in 2024, and on that basis, compared them with the plan approved at the 2024 Annual General Meeting of Shareholders to provide directions and orientations for operations in 2024.

- The Corporation focuses on reviewing current business processes, thereby updating, modifying, and drafting new business processes to unify and better coordinate operations among departments.

- During operations, the Executive Board and managers comply with internal governance regulations as well as Resolutions and directives of the Board of Directors.

4. Activities of the Board of Directors' subcommittees: The Corporation has not established subcommittees of the Board of Directors.

5. Resolutions of the Board of Directors:

No.	Resolutions No.	Date	Content	Approval Rate
1	01/NQ-HĐQT	02/01/2024	The Board of Directors has appointed Mr. Nguyen Duc Thuyet as Capital Representative of Vocarimex at LG Vina Company.	100%
2	02/NQ-HĐQT	03/01/2024	The Board of Directors has appointed Mrs. Nguyen Thi Xuan Lieu and Mr. Nguyen Duc Thuyet as Capital Representatives of Vocarimex at LG Vina Company to vote to approve LG Vina's business plan for 2024.	100%
3	03/NQ-HĐQT	04/01/2024	The Board of Directors agreed to lend ATO Investment Joint Stock Company 300 billion VND.	100%
4	04/NQ-HĐQT	04/01/2024	The Board of Directors agreed to extend the loan contract with ATO Investment Joint Stock Company for the amount of 30 billion VND.	100%
5	05/NQ-HĐQT	05/01/2024	The Board of Directors agreed to extend the loan contract with Saigon Truong Luu Thuy Corporation, with the amount of 150 billion VND.	100%
6	06/NQ-HĐQT	06/01/2024	The Board of Directors agreed to extend the loan contract with Nhat Vinh Food Company Limited, with the amount of 260 billion VND.	100%
7	07/NQ-HĐQT	26/02/2024	The Board of Directors approved the convening of the 2023 Annual General Meeting of Shareholders.	100%
8	08/NQ-HĐQT	08/04/2024	The Board of Directors agreed to lend 45 billion VND to TVH Investment-Trading Joint Stock Company.	100%
9	09/NQ-HĐQT	11/04/2024	The Board of Directors agreed to lend 40 billion VND to TVH Investment-Trading Joint Stock Company.	100%
10	10/NQ-HĐQT	11/04/2024	The Board of Directors has appointed Mr. Tran Kim Thanh as Chairman of the Board of Directors for the 2024-2029 term.	100%
11	11/NQ-HĐQT	11/04/2024	The Board of Directors agreed to reward the Board of Directors & Executive Board according to the Resolution of the General Meeting of Shareholders.	100%
12	12/NQ-HĐQT	11/04/2024	The Board of Directors agreed to extend the loan contract with Saigon Truong Luu Thuy Joint Stock Company, with the amount of 150 billion VND.	100%

13	12A/NQ-HĐQT	11/04/2024	The Board of Directors agreed to extend the loan contract with ATO Investment Joint Stock Company, with the amount of 30 billion VND.	100%
14	12B/NQ-HĐQT	11/04/2024	The Board of Directors agreed to lend 300 billion VND to ATO Investment Joint Stock Company.	100%
15	12C/NQ-HĐQT	11/04/2024	The Board of Directors agreed to extend the loan contract with Nhat Vinh Food Company Limited, with the amount of 260 billion VND.	100%
16	13/NQ-HĐQT	10/05/2024	The Board of Directors agreed to temporarily suspend the development of procedures related to the cancellation of Public Company status; cancellation of stock trading on the HNX Stock Exchange.	100%
17	14/NQ-HĐQT	22/05/2024	The Board of Directors agreed to choose the record date to distribute dividends for the year 2023.	100%
18	15/NQ-HĐQT	10/07/2024	The Board of Directors agreed to appoint Mr. Tran Tien Hoang as General Director to replace Mrs. Nguyen Thi Xuan Lieu.	100%
19	15a/NQ-HĐQT	10/07/2024	The Board of Directors agreed to dismiss Ms. Nguyen Thi Xuan Lieu from the position of General Director.	100%
20	16/NQ-HĐQT	17/07/2024	The Board of Directors agreed to lend 245 billion VND to TVH Investment-Trading Joint Stock Company.	
21	17/NQ-HĐQT	19/07/2024	The Board of Directors agreed to lend 255 billion VND to TVH Investment-Trading Joint Stock Company.	
22	18/NQ-HĐQT	06/08/2024	The Board of Directors agreed to lend 170 billion VND to TVH Investment-Trading Joint Stock Company.	

III. Board of Supervisors:

1. Information on Members of the Board of Supervisors:

No.	Member of the Board of Supervisors	Position	The date becoming/ceasing to be the member of the BOS		Qualification
			Date of appointment	Date of dismissal	
1	Pham Van Truong	Head of the BoS	26/06/2020	17/04/2024	Bachelor's degree
2	Nguyen Thi Ngoc Chi	Member of the Board of Supervisors	17/04/2024		Bachelor's degree
3	Nguyen Mai Thi	Head of the BoS	17/04/2024		Bachelor's degree
3	Huynh Ngoc Nu Phuong Nga	Member of the Board of Supervisors	17/04/2024		Bachelor's degree

2. Meeting of the Board of Supervisors

No.	Member of the Board of Supervisors	Position	Number of meetings attended	Attendance rate	Voting rate	Reasons for absence
1	Nguyen Mai Thi	Head of the BoS	2/2	100%	100%	
2	Nguyen Thi Ngoc Chi	Member of the Board of Supervisors	2/2	100%	100%	
3	Huynh Ngoc Nu Phuong Nga	Member of the Board of Supervisors	2/2	100%	100%	

3. Supervising Board of Directors, Executive Board and shareholders by Board of Supervisors

The Board of Supervisors performs the function of supervising the management and administration of the Board of Directors and the Executive Board regarding the Corporation's production and business activities by attending and contributing opinions at meetings of the Board of Directors.

- Check and confirm the quality and reliability of the economic and financial information in the Financial Statements.
- Supervise and provide opinions on the implementation of production and business targets.
- Provide recommendations to improve management effectiveness in production and business activities.

4. The coordination among the Board of Supervisors, the Executive Board, Board of Directors and other managers:

The coordination between the Board of Directors, the Executive Board, and the Board of Supervisors is carried out regularly and smoothly.

The Board of Supervisors has been coordinated with and facilitated by the Board of Directors, the Executive Board, and functional departments in updating the company's operational situation and collecting information and documents for inspection and supervision.

5. Other activities of the Board of Supervisors: None

IV. Executive Board

No.	Members of Executive Board	Date of birth	Qualification	Date of appointment / dismissal of members of the Executive Board	
				Date of appointment	Date of dismissal
1	Nguyen Thi Xuan Lieu		Doctor	21/05/2023	10/07/2024
2	Tran Tien Hoang		Bachelor's degree	10/07/2024	
3	Bui Thanh Tung		Bachelor's degree	13/06/2018	

V. Chief Accountant

No.	Members of Executive Board	Date of birth	Qualification	Date of appointment / dismissal of members of the Executive Board	
				Date of appointment	Date of dismissal
1	Ho Minh Son		Bachelor's degree	28/12/2017	

VI. Training courses on corporate governance (Training courses on corporate governance that members of the Board of Directors, Members of the Board of Supervisors, Directors (General Director), other managers, and the Company Secretary have participated in according to regulations on corporate governance).

The Chairman of the Board of Directors and the General Director of Vocarimex organized specialized training courses on management for managers and employees.

VII. The list of affiliated persons of the public company and transactions of affiliated persons of the Company:

1. List of affiliated persons of the company

No.	Name of organization/individual	Securities trading account (if any)	Position at the company/relationship	Shareholder identification number, date and place of issue	Contact address	Time of starting to be affiliated person	Time of ending to be affiliated person	Reason	Relationship with the company
A. Organization									
1. Kido Group Corporation: holds 87.3% of the charter capital									
I	Kido Group Corporation			0302705302 01/10/2015 Department of Planning and Investment of HCMC	138-142 Hai Ba Trung, Dakao Ward, District 1, HCMC				
1	Tran Le Nguyen		CEO						
2	Nguyen Thi Xuan Lieu		Deputy CEO						
3	Bui Thanh Tung		Deputy CEO						
B. Individual									
1	Tran Kim Thanh		Chairman of the Board of Directors	022007873 19/04/2012 Ho Chi Minh City	A16 Nam Do, Phu My Hung, Tan Phong Ward, District 7, Ho Chi Minh City				
1.1	Vuong Buu Linh		Wife						
1.2	Tran Tuan Vinh		Child						
1.3	Tran Le Nguyen		Younger sibling						
1.4	Tran Vinh Nguyen		Younger sibling						
1.5	Tran Quoc Nguyen		Younger sibling						

2	Tran Le Nguyen		Member of the Board of Directors	079068003218 02/11/2021 Ho Chi Minh City	53 Nguyen Tieu La, Ward 5, District 10, Ho Chi Minh City				
2.1	Vuong Ngoc Xiem		Wife						
2.2	Tran Tuyet Nhi		Child						
2.3	Tran Tuyet Van		Child						
2.4	Tran Vi Lam		Child						
2.5	Tran Kim Thanh		Older brother						
2.6	Tran Vinh Nguyen		Older brother						
2.7	Tran Quoc Nguyen		Younger sibling						
3	Nguyen Thi Xuan Lieu		Member of the Board of Directors	020588486 10/07/2008 Ho Chi Minh City	18 To Hien Thanh, Ward 15, District 10, Ho Chi Minh City				
3.1	Vo Thuy Van		Child						
3.2	Vo Minh Khanh		Child						
3.3	Ngo Nhat Khanh		Child						
4	Pham Van Truong		Head of the BoS	038088019218 13/05/2020 Ho Chi Minh City	CC Ehome3, Street 4, KP2, An Lac Ward, Binh Tan District, Ho Chi Minh City.	26/06/2020			Dismissal 17/04/2024
4.1	Pham Duc Hieu		Father						
4.2	Pham Thi Ly		Older sister						
4.3	Duong Thi Lien		Wife						
4.4	Pham Tan Quoc		Child						
4.5	Hoang Anh Thanh Trang		Child						

5	Nguyen Mai Thi		Head of the BoS	023894574 21/06/2013 Ho Chi Minh City	164/5 Le Quoc Hung, Ward 12, District 4, Ho Chi Minh City	04/17/2022			Member of the BOS 01/01/2024
5.1	Mai Thi My Dung		Mother						
6	Nguyen Thi Ngoc Chi		Member of the BOS	290772146 08/06/2007 Tay Ninh	A205, Ba Son Apartment, Le Duc Tho Street, Ward 7, Go Vap District	04/17/2020			
6.1	Nguyen Van Thanh		Father						
6.2	Nguyen Thi Thu Thuy		Mother						
6.3	Dang Trong Khoa		Husband						
6.4	Dang Trong Khang		Child						
6.5	Nguyen Van Tai		Brother						
7	Huynh Ngoc Nu Phuong Nga			079176027761 07/10/2021 Ho Chi Minh City	373/152/20 Ly Thuong Kiet Street, Ward 8, Tan Binh District, Ho Chi Minh City	04/17/2020			
7.1	Huynh Cong Oai		Father	079147002701	57 Thanh My Street, Ward 8, Tan Binh District, Ho Chi Minh City				
7.2	Nguyen Thi Hong Phuoc		Mother	079147002701	57 Thanh My Street, Ward 8, Tan Binh District, Ho Chi Minh City				
7.3	Nguyen Van Tinh		Husband	031072017104	373/152/20 Ly Thuong Kiet Street, Ward 8, Tan Binh District, Ho Chi Minh City				
7.4	Nguyen Huynh Xuan Thi		Child	079302001034	373/152/20 Ly Thuong Kiet Street, Ward 8, Tan Binh District, Ho Chi Minh City				
7.5	Nguyen Huynh Dong Vy		Child	079307008480	373/152/20 Ly Thuong				

					Kiet Street, Ward 8, Tan Binh District, Ho Chi Minh City				
8	Tran Tien Hoang		General Director						
9	Bui Thanh Tung		Deputy General Director						
8	Ho Minh Son		Chief Accountant	072074010034 07/10/2021 Ho Chi Minh City	53A Cau Xeo Street, Tan Quy Ward, Tan Phu District, Ho Chi Minh City				
8.1	Ho Cong Giang		Father						
8.2	Pham Thanh Thuy		Mother						
8.3	Nguyen Thi My Dung		Wife						
8.4	Ho My Duyen		Child						
8.5	Ho Minh Hai		Child						
8.6	Ho Thuy Thuc Doan		Younger sibling						
8.7	Ho Thuy Mong Thao		Younger sibling						
8.8	Ho Minh Vu		Younger sibling						
8.9	Ho Thuy Mong Tuyen		Younger sibling						

2. Transactions between the Company and its affiliated persons or between the Company and its major share-holders, internal persons and affiliated persons: None

No.	Name of organization/individual	Relationship with the Company	Business Registration Certificate	Contact address	Time of transactions with the Company	Resolution/Decision No. of the GMS/BOD...approved	Content, quantity, total transaction	Notes
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			No., date of issue, place of issue			(if any, specify the date of issuance)	value	
1	Kido Group Corporation ("KDC")	Parent Company			Year 2024		Purchase of raw materials and finished goods.	
2	Tuongan Vegetable Oil Joint Stock Company ("TAC")	Associate Company			Year 2024		- Sale of raw materials and merchandise. - Purchase of raw materials and goods.	
3	SGTLT	Company controlled by related individual			Year 2024		Loan repayment	
4	Kido - Nha Be Company Limited ("Kido Nha Be")	Associate Company			Year 2024		- Sale of raw materials and merchandise. - Purchase of goods. - Provision of services. - Purchase of services.	

3. Transactions between internal persons, affiliated persons of internal persons with subsidiaries, companies controlled by the company: None

No.	Transacting person	Relationship with internal persons	Position at the parent company	ID card/Passport No., date of issue, place of issue	Address	Name of subsidiary, company controlled by the parent company	Transaction time	Content, quantity, total transaction value	Notes

4. Transactions between the company and other entities

4.1. Transactions between the company and companies where members of the Board of Directors, Members of the Board of Supervisors, Directors

(General Director), and other managers have been and are founders or members of the Board of Directors, Directors (General Director) within the last three (03) years (calculated at the time of reporting)

- The Company has signed contracts to purchase raw materials, services, and processing with the following related companies:

Related parties	Content
Tuong An Vegetable Oil Joint Stock Company	Purchase of Raw materials

- The Company has signed contracts to sell raw materials, services, and goods with the following related companies:

Related parties	Content
Tuong An Vegetable Oil Joint Stock Company	Sale of Raw materials

4.2. Transactions between the Company and the company that its affiliated persons with members of BOD, BOS, General Director and other managers as a member of BOD, CEO: None

4.3. Other transactions of the Company (if any) may bring material or non-material benefits for members of the BOD, members of the BOS, General Director and other managers: None

VIII. Share transactions of internal persons and their affiliated persons

1. List of internal persons and their affiliated persons

No.	Name of organization/individual	Securities trading account	Position in the company	ID card/Passport number, date of issue, place of issue	Contact address	Number of shares held at the end of the period	Percentage of shares held at the end of the period (%)	Notes
A. Affiliated persons to the organization								
I	Kido Group Corporation			0302705302 01/10/2015 Department of Planning and Investment of HCMC	138-142 Hai Ba Trung, Dakao Ward, District 1, HCMC	106.329.900	87,3	
1	Tran Kim Thanh		Chairman of the Board of Directors					
2	Tran Le Nguyen		Member of the Board of Directors					
B. Affiliated persons to the Member of the Board of Directors								
1	Tran Kim Thanh		Chairman of the Board of Directors	022007873 19/04/2012 Ho Chi Minh City	A16 Nam Do, Phu My Hung, Tan Phong Ward, District 7, Ho Chi Minh City		0,00	
1.1	Vuong Buu Linh		Wife				0,00	
1.2	Tran Tuan Vinh		Child				0,00	
1.3	Tran Le Nguyen		Younger sibling				0,00	
1.4	Tran Vinh Nguyen		Younger sibling				0,00	
1.5	Tran Quoc Nguyen		Younger sibling				0,00	

2	Tran Le Nguyen		Member of the Board of Directors	079068003218 02/11/2021 Ho Chi Minh City	53 Nguyen Tieu La, Ward 5, District 10, Ho Chi Minh City		0,00	
2.1	Vuong Ngoc Xiem		Wife				0,00	
2.2	Tran Tuyet Nhi		Child				0,00	
2.3	Tran Tuyet Van		Child				0,00	
2.4	Tran Vi Lam		Child				0,00	
2.5	Tran Kim Thanh		Older brother				0,00	
2.6	Tran Vinh Nguyen		Older brother				0,00	
2.7	Tran Quoc Nguyen		Younger sibling				0,00	
3	Nguyen Thi Xuan Lieu		Member of the Board of Directors	020588486 10/07/2008 Ho Chi Minh City	18 To Hien Thanh, Ward 15, District 10, Ho Chi Minh City		0,00	
3.1	Vo Thuy Van		Child				0,00	
3.2	Vo Minh Khanh		Child				0,00	
3.3	Ngo Nhat Khanh		Child				0,00	
4	Pham Van Truong		Head of the BoS	038088019218 13/05/2020 Ho Chi Minh City	CC Ehome3, Street 4, Cluster 2, An Lac Ward, Binh Tan District, Ho Chi Minh City.		0,00	Dismissed on 17/04/2024
4.1	Pham Duc Hieu		Father				0,00	
4.2	Pham Thi Ly		Older sister				0,00	
4.3	Duong Thi Lien		Wife				0,00	
4.4	Pham Tan Quoc		Child				0,00	

4.5	Hoang Anh Thanh Trang		Child				0,00	
5	Nguyen Mai Thi		Head of the BoS	023894574 21/06/2013 Ho Chi Minh City	164/5 Le Quoc Hung, Ward 12, District 4, Ho Chi Minh City		0,00	Appointment 17/04/2024
5.1	Mai Thi My Dung		Mother				0,00	
6	Nguyen Thi Ngoc Chi		Member of the BoS	290772146 06/08/2007 Tay Ninh	A205, Ba Son Apartment, Le Duc Tho, Ward 7, Go Vap District		0,00	
6.1	Nguyen Van Thanh		Father				0,00	
6.2	Nguyen Thi Thu Thuy		Mother				0,00	
6.3	Dang Trong Khoa		Husband				0,00	
6.4	Dang Trong Khang		Child				0,00	
6.5	Nguyen Van Tai		Brother				0,00	
7	Huynh Ngoc Nu Phuong Nga		Member of the BoS	079176027761 10/07/2021 HCMC	373/152/20 Ly Thuong Kiet, Ward 8, Tan Binh District, Ho Chi Minh City		0,00	
7.1	Huynh Cong Oai		Father				0,00	
7.2	Nguyen Thi Hong Phuoc		Mother				0,00	
7.3	Nguyen Van Tinh		Husband				0,00	
7.4	Nguyen Huynh Xuan Thi		Child				0,00	
7.5	Nguyen Huynh Dong Vy		Child				0,00	
8	Tran Tien Hoang		General Director					
8.1	And related persons of Mr. Tran Tien Hoang – General Director of the Company							
9	Bui Thanh Tung		Deputy General Director					

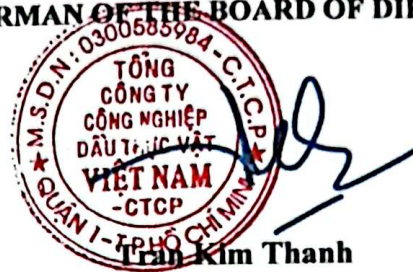
9.1	And related persons of Mr. Bui Thanh Tung – Deputy General Director of the Company							
10	Ho Minh Son		Chief Accountant	072074010034 10/07/2021 Ho Chi Minh City	53A Cau Xeo, Tan Quy Ward, Tan Phu District, Ho Chi Minh City	6.500	0,0053	
10.1	Ho Cong Giang		Father				0,00	
10.2	Pham Thanh Thuy		Mother				0,00	
10.3	Nguyen Thi My Dung		Wife				0,00	
9.4	Ho My Duyen		Child				0,00	
10.5	Ho Minh Hai		Child				0,00	
10.6	Ho Thuy Thuc Doan		Younger sibling				0,00	
10.7	Ho Thuy Mong Thao		Younger sibling				0,00	
10.8	Ho Minh Vu		Younger sibling				0,00	
10.9	Ho Thuy Mong Tuyen		Younger sibling				0,00	

2. Transactions of internal persons and affiliated persons with the company's shares: None

No.	Transaction executor	Relationship with internal persons	Number of shares held at the beginning of the period		Number of shares held at the end of the period		Reason for increase/decrease (purchase, sale, conversion, bonus...)
			Number of shares	Percentage	Number of shares	Percentage	

IX. Other significant issues: None

CHAIRMAN OF THE BOARD OF DIRECTORS



- As above
- Save: Finance and Accounting Department