

## REPORT ON CORPORATE GOVERNANCE

*(Promulgated with the Circular No 96/2020/TT-BTC on November 16, 2020 of the Minister of Finance)*

**HAI AGROCHEM JOINT STOCK  
COMPANY**

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No: 04/HAI

**THE SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom – Happiness**

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*HCM City, month 01 day 20 year 2025*

## REPORT ON CORPORATE GOVERNANCE

*(year 2024)*

To: - The State Securities Commission;  
- The Stock Exchange Ha Noi.

- Name of company: HAI Agrochem Joint Stock Company
- Address of headoffice: 28 Mac Dinh Chi Street, Ward Dakao, Dist 1, HCM City
- Telephone: (+028) 3829 2805 Fax: (+028) 3822 3088
- Charter capital: 1.826.827.990.000 VND (Bằng chữ: One trillion, eight hundred twenty-six billion, eight hundred twenty-seven million, nine hundred ninety thousand Vietnamese dong)
- Stock symbol: HAI
- Governance model:
  - + General Meeting of Shareholders, Board of Directors, Board of Supervisors, General Director and Director.
- The implementation of internal audit: Implemented

### **I. Activities of the General Meeting of Shareholders (No)**

*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
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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 Nguyễn Chí Công	Chairman of the Board	28/06/2023	
2	Mr Quách Thành Đồng	Vice Chairman of the Board	28/06/2023	
3	Mr Phan Thanh Điệp	Member of the Board	28/06/2023	
4	Mr Phạm Văn Lượm	Member of the Board	28/06/2023	

### 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 Nguyễn Chí Công	9/9	100%	
2	Mr Quách Thành Đồng	9/9	100%	
3	Mr Phan Thanh Điệp	8/9	88,89%	Busy with personal matters
4	Mr Phạm Văn Lượm	9/9	100%	



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

- The resolutions and meeting minutes of the Board of Directors (BOD) are sent to the Executive Board so that the Executive Board can implement specific tasks assigned and authorized by the BOD.
- At regular weekly, monthly, and quarterly briefing meetings, the Executive Board reports to the BOD on the performance of duties and powers assigned according to the Company's Charter and the resolutions of the General Meeting of Shareholders and the BOD, such as achieved business targets, financial status, personnel, salaries, etc.
- The BOD regularly supervises the performance of duties and powers of the Executive Board in accordance with the Company's Charter, the resolutions of the GMS, the resolutions of the BOD, and other arising issues in the Company's operations, requiring the Executive Board to report achieved results as well as difficulties encountered.
- The Executive Board frequently seeks guidance from the BOD to promptly address arising issues during the Company's operations.

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

- The Board of Directors does not establish subordinate committees under the BOD but assigns individual BOD members to take responsibility for specific issues such as salaries, bonuses, personnel, etc.

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

No.	định Resolution/Decision No.	Date	Content	Tỷ lệ thông qua Approval rate
1	01/NQ-HĐQT-HAI	04/01/2024	Resolution on convening the Extraordinary General Meeting of Shareholders for 2024	100%
2	02/NQ-HĐQT-HAI	19/02/2024	Resolution on extending the time for the Extraordinary General Meeting of Shareholders for 2024	100%
3	03/NQ-HĐQT-HAI	12/03/2024	Resolution on appointing the Deputy General Director in charge of business operations	100%
4	04/NQ-HĐQT-HAI	27/03/2024	Resolution on approving the regulations for electing members of the Board of	75%

			Directors and the Supervisory Board for the 2023–2028 term	
5	05/NQ-HĐQT-HAI	15/04/2024	Resolution on convening the second Extraordinary General Meeting of Shareholders for 2024	100%
6	06/NQ-HĐQT-HAI	15/05/2024	Resolution on convening the third Extraordinary General Meeting of Shareholders for 2024	100%
7	07/NQ-HĐQT-HAI	30/05/2024	Resolution on approving the list of candidates for the BOD and Supervisory Board to be presented at the 2024	75%
08	08/NQ-HĐQT-HAI	17/07/2024	Resolution on approving the policy for borrowing funds from Agribank Phú Nhuận	75%
09	09/NQ-HĐQT-HAI	29/11/2024	Resolution on approving the time for holding the Extraordinary General Meeting of Shareholders	100%

### III. Board of Supervisors (annual report):

#### 1. Information about members of Board of Supervisors:

No.	Members of Board of Supervisors/ Audit Committee	Position	The date becoming/ceasing to be the member of the Board of Supervisors/ Audit Committee	Qualification
1	Mr Nguyễn Lê Thành	Head of the Supervisory Board	Appoint 28/06/2023	University
2	Mis Nguyễn Thị Ngọc Dung	Member of the Supervisory Board	Resign 01/03/2024	University



3	Mr Nguyễn Văn Ân	Member of the Supervisory Board	Resign 30/05/2024	University
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2. Meetings of Board of Supervisors:

No.	Members of Board of Supervisors/ Audit Committee	Number of meetings attended	Attendance rate	Voting rate	Reasons for absence
1	Mr Nguyễn Lê Thành	2/2	100%	100%	
2	Ms Nguyễn Thị Ngọc Dung	1/2	50%	100%	
3	Mr Nguyễn Văn Ân	1/2	50%	100%	

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

The Supervisory Board has carried out its supervisory duties over the Board of Directors (BOD), the Executive Board, and shareholders in the specific year as follows:

- Monitoring compliance with the provisions of the Enterprise Law, the Securities Law, the Company's Charter, and the resolutions of the General Meeting of Shareholders (GMS) in managing and operating the Company's entire business activities.
- Supervising the BOD and the Executive Board to ensure they perform their assigned tasks in accordance with the Company's Charter, the resolutions of the annual GMS, and those of previous years.
- Ensuring that the resolutions issued by the BOD are within its authority, and that the contents of the resolutions comply with the GMS resolutions, the Enterprise Law, the Securities Law, the Company's Charter, and other legal regulations.
- Checking the financial reports, both individual and consolidated, for each financial reporting period.
- The Supervisory Board has not received any complaints or recommendations from shareholders regarding the activities of the BOD and the Executive Board.

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

- The resolutions of the Board of Directors (BOD), as well as directives from the Executive Board, are always sent to the Supervisory Board to ensure timely information sharing and oversight of their implementation.
- The Supervisory Board regularly communicates with the BOD and the Executive Board to ensure that the Company's activities are aligned with shareholder interests and compliant with regulations.
- The Supervisory Board is often invited to attend the BOD and Executive Board's briefing meetings to stay updated on the Company's operations, identify emerging issues, and provide recommendations for solutions.

5. Other activities of the Board of Supervisors (if any): No

#### IV. Board of Management

No.	Members of Board of Management	Date of birth	Qualification	Date of appointment / dismissal of members of the Board of Management /
1	Mr Quách Thành Đồng (Chief Executive Officer)	04/03/1962	Master	30/10/2017
2	Mr Nguyễn Xuân Dũng (Vice Chief Executive Officer)	27/06/1978	University	12/03/2024

#### V. Kế toán trưởng/Chief Accountant

Name	Date of birth	Qualification	Date of appointment/ dismissal
Mr Hồ Nguyễn Duy Quân	20/09/1987	University	01/11/2023

#### VI. Đào tạo về quản trị công ty/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:



Training courses on corporate governance that members of the Board of Directors (BOD), members of the Supervisory Board (SB), the Executive Board, other management staff, and the Company Secretary have attended in accordance with corporate governance regulations: Members of the BOD, members of the SB, the Executive Board, other management staff, and the Company Secretary have regularly participated in training programs and seminars 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**

<i>No.</i>	<i>Name of organization/individual</i>	<i>Securities trading account (if any)</i>	<i>Position at the Company (if any)</i>	<i>No. *, date of issue, place of issue</i>	<i>Address</i>	<i>Time of starting to be affiliated person</i>	<i>Time of ending to be affiliated person</i>	<i>Reasons</i>	<i>Relationship with the Company</i>
1	Mr Quách Thành Đồng		Vice Chairman of the Board and Chief Executive Officer						insider
2	Mr Nguyễn Chí Công		Chairman of the Board						insider
3	Mr Phan Thanh Diệp		Member of the Board						insider
4	Mr Phạm Văn Lượm		Member of the Board						insider
5	Mr Nguyễn Lê Thành		Head of the Supervisory Board						insider

6	Ms Nguyễn Thị Ngọc Dung	Member of the Supervisory Board					insider
7	Mr Nguyễn Văn Ân	Member of the Supervisory Board					insider
8	Mr Nguyễn Xuân Dũng	Vice Chief Executive Officer					insider
9	Mr Hồ Nguyễn Duy Quân	Chief Accountant					insider
10	Mr Phạm Thanh Vương	Chief Financial Officer					insider
11	Công ty TNHH Nông Dược HAI Quy Nhơn						subsidiary
12	Công ty TNHH Sản xuất & Thương mại						subsidiary



13	HAI - Long An Công ty TNHH Đầu tư và Phát triển Địa ốc HAI							subsidiary
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NSH No.: ID card No./Passport No. (As for individuals) or Business Registration Certificate No., License on Operations or equivalent legal documents (As for organisations).

2. Transactions between the Company and its affiliated persons or between the Company and its major shareholders, internal persons and affiliated persons.

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	Công ty TNHH Nông Dược HAI Quy Nhơn	Công ty con					Buy: 1.099.182.000VNĐ	



4. Giao dịch giữa công ty với các đối tượng khác/*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): No*

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*

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*

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

1. *The list of internal persons and their affiliated persons công ty / Transactions of internal persons and affiliated persons with shares of the Company*

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.	Mr Quách Thành Đồng		Vice Chairman of the Board and Chief Executive Officer			213.400	0,12	
1.1	Ms Đặng Thị Ngọc Xương					0	0	wife
1.2	Mr Quách Minh Tân					0	0	Child



1.3	Ms Quách Thị Quận					0	0	Sister
1.4	Ms Quách Thị Sau					0	0	Sister
1.5	Ms Quách Thị Thành					0	0	Sister
1.6	Ms Quách Thị Liên					0	0	Younger
2.	<b>Mr Ông Nguyễn Chí Công</b>		<b>Chairman of the Board</b>			<b>0</b>	<b>0</b>	<b>Bầu làm CT HĐQT ngày 28/06/2023</b>
2.1	Ms Trịnh Phương Anh					0	0	Wife
2.2	Mr Nguyễn An Khánh					0	0	Child
2.3	Mr Nguyễn Đặng Khôi					0	0	Child
2.4	Mr Nguyễn Quang Hợp					0	0	dad
2.5	Mr Nguyễn Trung Thành					0	0	brother
2.6	Ms Vũ Thị Hồng Hương					0	0	Sister
2.7	Mr Trịnh Việt Hùng					0	0	dad
2.8	Ms Nghiêm Thị Bích Liên					0	0	mother
2.9	Ms Trịnh Phương Linh					0	0	Younger sister



2.10	Công ty Cổ phân Tập đoàn FLC				15.097.400	8,26	CT HĐQT từ ngày 28/06/2023
3.	<b>Mr Phạm Văn Lượm</b>	<b>008C730219</b>	<b>Thành viên HĐQT</b>		<b>0</b>	<b>0</b>	<b>Bầu ngày 28/06/2023</b>
3.1	Ms Võ Thị Thanh Phước	008C730268			0	0	Wife
3.2	Ms Phạm Nhu Ngọc				0	0	Child
3.3	Mr Phạm Phước Quang				0	0	Child
3.4	Ms Phạm Xuân Phi				0	0	sister
3.5	Ms Phạm Thị Lan				0	0	sister
3.6	Ms Phạm Thị Kiều				0	0	sister
3.7	Ms Phạm Thị Chính				0	0	Younger sister
3.8	Mr Huỳnh Trí Mưu				0	0	brother
3.9	Mr Lê Văn Hoan				0	0	brother
3.10	Mr Trần Văn On				0	0	brother
3.11	Mr Đỗ Văn Phước				0	0	Younger brother
3.12	Công ty TNHH SX và TM Vạn Lộc TG				0	0	chairman

3.13	Công ty TNHH Đầu tư và phát triển giáo dục Việt Mỹ VATG				0	0	General manager
4.	<b>Mr Phan Thanh Diệp</b>	<b>TV HĐQT</b>			0	0	<b>Bầu ngày 28/06/2023</b>
4.1	Mr Phan Văn Định				0	0	dad
4.2	Mr Dương Thụy Anh				0	0	dad
4.3	Mr Nguyễn Thị Minh				0	0	mother
4.4	Mr Phan Văn Thắng				0	0	brother
4.5	Ms Nguyễn Thị Minh Hạnh				0	0	sister
46	Ms Phạm Thị Phương Thảo				0	0	sister
4.7	Ms Dương Thị Mỹ Dung				0	0	wife
4.8	Ms Phan Mình Diệp				0	0	Child
4.9	Ms Phan Thùy Dương				0	0	Child
4.10	Ms Phan Chí Dũng				0	0	Child



4.11	Cty TNHH F3 Land Việt Nam				0	0	
5.	<b>Mr Nguyễn Lê Thành</b>				0	0	<b>Bầu ngày 28/06/2023</b>
5.1	Mr Nguyễn Phấn Hào				0	0	dad
5.2	Ms Lê Thị Lan				0	0	mother
5.3	Mr Bùi Công Lương				0	0	dad
5.4	Ms Đinh Thị Luyện				0	0	mother
5.5	Ms Bùi Thúy Hoàn				0	0	wife
5.6	Mr Nguyễn Thành Trung				0	0	Child
5.7	Ms Nguyễn Khánh Chi				0	0	Child
5.8	Mr Nguyễn Quyết Tâm				0	0	brother
5.9	Ms Nguyễn Thị Mơ				0	0	sister
6.	<b>Ms Nguyễn Thị Ngọc Dung</b>				0	0	<b>Từ nhiệm ngày 01/03/2024</b>
6.1	Mr Nguyễn Văn Thuận				0	0	dad
6.2	Ms Phan Thị Thảo				0	0	mother

6.3	Ms Nguyễn Thị Thu Phương				0	0	Younger sister
6.4	Mr Phạm Văn Chin				0	0	Younger brother
6.5	Ms Nguyễn Thị Thu Hương				0	0	Younger sister
6.6	Mr Nguyễn Văn Dũng				0	0	Younger brother
6.7	Mr Nguyễn Nhu Hải				0	0	Younger brother
6.8	Mr Bùi Ngọc Ánh Dương				0	0	Child
6.9	Ms Bùi Ánh Ngọc				0	0	Child
7.	<b>Mr Nguyễn Văn Ân</b>				<b>0</b>	<b>0</b>	<b>Từ nhiệm 30/05/2024</b>
7.1	Ms Đinh Thị Hương				0	0	Wife
7.2	Mr Nguyễn Mạnh Hiếu				0	0	Child
7.3	Mr Nguyễn Hoài An				0	0	Child
7.4	Ms Nguyễn Thị Thái				0	0	sister
7.5	Mr Nguyễn Văn Độ				0	0	brother
7.6	Mr Nguyễn Văn Úc				0	0	Younger brother

7.7	Mr Nguyễn Văn Nam				0	0	Brother
7.8	Ms Nguyễn Thị Lan				0	0	Younger sister
7.9	Ms Nguyễn Thị Loan				0	0	Younger sister
7.10	Công ty TNHH Quốc Tế Hóa Sinh Thủy Sản				0	0	Manager
7.11	Công ty CP Nông Dược Kanto Nhật Bản				0	0	Manager
8.	<b>Mr Nguyễn Xuân Dũng</b>	<b>Phó Tổng Giám Đốc</b>			0	0	<b>Bổ nhiệm 12/03/2024</b>
8.1	Ms Nguyễn Hoàng Phượng Uyên				0	0	Wife
8.2	Mr Nguyễn Văn Khôi Vỹ				0	0	Child
8.3	Mr Nguyễn Minh Quân				0	0	Child
8.4	Mr Nguyễn Văn Mười				0	0	Dad
8.5	Ms Đặng Thị Sơn				0	0	mother
8.6	Ms Nguyễn Thị Thục				0	0	mother
8.7	Mr Nguyễn Xuân Thành				0	0	Younger brother



8.8	Mr Nguyễn Xuân Tùng				0	0	Younger brother
8.9	Ms Nguyễn Hoàng bảo Hân				0	0	Younger brother
8.10	Mr Nguyễn Hoàng Vương				0	0	Younger brother
8.11	Mr Nguyễn Hoàng Phi Hải				0	0	Younger brother
8.12	Ms Nguyễn Hoàng Trâm Anh				0	0	Younger sister
8.13	Mr Nguyễn Hoàng Đan Nguyên				0	0	Younger sister
9	<b>Mr Hồ Nguyễn Duy Quân</b>	<b>Kế toán trưởng</b>			<b>0</b>	<b>0</b>	<b>Bổ nhiệm 01/11/2023</b>
9.1	Mr Hồ Thiềm Tây				0	0	<b>Dad</b>
9.2	Mr Hồ Quốc Pháp				0	0	Younger brother
9.3	Ms Trịnh Thị Thủy				0	0	Younger - Sister
9.4	Mr Hồ Quốc Việt				0	0	Younger brother
9.5	Mr Trịnh Văn Trung				0	0	Dad
9.6	Mr Trịnh Thị Phụng				0	0	Mother

9.7	Mr Trịnh Văn Minh				0	0	Younger brother
9.8	Ms Trịnh Thị Như Quỳnh				0	0	Younger Sister
9.9	Ms Trịnh Thị Ái				0	0	Wife
9.10	Ms Hồ Trịnh Bảo Trân				0	0	Child
9.11	Mr Hồ Trịnh Bảo Duy				0	0	Child
10	<b>Mr Phạm Thanh Vương</b>	<b>CFO</b>			<b>0</b>	<b>0</b>	
10.1	Mr Phạm Điều				0	0	Dad
10.2	Ms Nguyễn Thị Hoa				0	0	Mother
10.3	Ms Phạm Thị Như Thủy				0	0	Sister
10.4	Ms Phạm Thị Tâm				0	0	Younger Sister
10.5	Ms Ngô Thị Thanh Thảo				0	0	wife
10.6	Mr Phạm Ngô Đăng Khoa				0	0	Child
10.7	Mr Phạm Ngô Bảo Lâm				0	0	Child

2. Transactions of internal persons and affiliated persons with shares of the company: No

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	Percentage	Number of shares	Percentage	

**IX. Other significant issues:** No

**Recipients:**

- Lưu: VT, ...
- Archived: ...

**CHAIRMAN OF THE BOARD OF DIRECTORS**  
(Sign, full name and seal)



**NGUYỄN CHÍ CÔNG**

