

No.: 01/BC - FGL

Gia Lai, January 12<sup>th</sup>, 2025

**REPORT ON CORPORATE GOVERNANCE OF THE LISTED COMPANY IN 2025**

To: - The State Securities Commission of Vietnam  
- Hanoi Stock Exchange

- Name of listed company: **GIA LAI COFFEE JOINT STOCK COMPANY**
- Head office address: No. 97 Pham Van Dong/ Yet Kieu – Pleiku City – Gia Lai Province
- Telephone: 02693824654 Fax: 02693822847 Email: giacomex@gmail.com
- Charter Capital: 146.763.000.000 VND
- Stock code: FGL
- Corporate Governance Model: General Meeting of Shareholders, Board of Directors, Board of Supervisors and General Director.

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

The Annual General Meeting of Shareholders for 2024, held on June 26, 2024, approved the following Resolutions:

No.	Resolution/Decision No.	Date	Content
	Resolutions of the 2025 Annual General Meeting of Shareholders	June 26, 2024	<ol style="list-style-type: none"><li>1. Report of the Board of Directors for 2024, the orientations and tasks for 2025</li><li>2. Report on the status and results of production and business activities in 2024 and orientations and tasks, production and business plan for 2025.</li><li>3. Report on the Board of Supervisors' activities for the term of 2024 and the operation plan for 2025.</li><li>4. Proposal for the approval of the audited financial statements for 2024.</li><li>5. Proposal for the production and business plan for 2025.</li><li>6. Proposal on remuneration for 2024 and approval of the remuneration plan for 2025 of the Board of Directors and Board of Supervisors.</li><li>7. Proposal for the approval of Transaction Contracts with related persons/parties.</li><li>8. Proposal for the dismissal of members of the Board of Directors and approval of the reduction</li></ol>

			<p>in the number of Board of Directors members to three (03).</p> <p>9. Proposal for the dismissal and election of members of the Board of Supervisors for the term 2023-2028.</p> <p>10. Proposal for amendments to the Company's charter and internal corporate governance regulations.</p> <p>11. Proposal for the approval of the selection of auditing firm for the Company in 2025.</p>
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## II. The Board of Directors (Report of 2025).

### 1. Information about members of the Board of Directors (BoD)

No.	Member of the BoD	Position	The date becoming/ceasing to be the member of BoD		Number of meetings attended	Attendance Rate	Reason for absence
			Appointment Date	Dismissal Date			
1	Trinh Quang Hung	Chairman	April 28, 2023		03	100%	
2	Trinh Dinh Truong	Vice Chairman	April 28, 2023		02	66.6%	
3	Nguyen Cong Tien	Executive Member	June 26, 2024		03	100%	
4	Phung Ngoc Kim	Non-Executive Member	April 28, 2023	April 17, 2025	02	66.6%	
5	Trinh Quang Vinh	Non-Executive Member	April 28, 2023	April 17, 2025	02	66.6%	

### 2. Supervisory activities of the Board of Directors over the Board of Management

- The Board of Directors (BOD) has consistently directed the Board of Management in the implementation of production - business and investment plans, promptly addressed arising issues and regularly inspected and supervised the execution of assigned functions and duties performed by the Board of Management.

- The BoD has assigned tasks to each member and operated under the direction of the Chairman of the BoD. Based on the strategic objectives approved by the General Meeting of Shareholders, the BoD has defined specific objectives and directions and periodically convened meetings to evaluate the implementation of production - business plan at the Company.

- The BoD has concentrated on reviewing the operational processes currently being carried out throughout the Company, and based on that, update, amend and create new processes to ensure consistency and enhance operational coordination among the departments.

### 3. Activities of the Board of Directors' sub-committees: None

### 4. Resolutions/Decisions Issued by the Board of Directors in 2025 (Report of 2025)



No.	Resolution/Decision No.	Date	Content
1	01/NQ-FGL-HĐQT	01/NQ-FGL-HĐQT	Resolution on convening the Annual General Meeting of Shareholders for 2025.
8	02/NQ-FGL-HĐQT	02/NQ-FGL-HĐQT	Resolution of the Annual General Meeting of Shareholders for 2025.
9	03/NQ-FGL-HĐQT	03/NQ-FGL-HĐQT	Resolution on the approval of the liquidation of 28.04 hectares of senescent coffee plantations for the coffee replanting in 2025 at Ia Ba Branch, Ia Grang Branch, and Ia Yok Branch of Gia Lai Coffee Joint Stock Company

### III. The Board of Supervisors (Report of 2025)

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

No.	Member	Position	The date becoming/ceasing to be the member of the Board of Supervisors		Number of meetings attended	Attendance rate	Reason for absence
			Appointment Date	Dismissal Date			
1	Tran Dong Hung	Head of the Board	April 28, 2023		4/4	100%	
2	Bui Thi Bich Huong	Member	April 28, 2023		4/4	100%	
3	Nguyen Thi Thu Van	Member	April 17, 2025		2/4	50%	Newly appointed
4	Bui Thi Lieu	Member	June 26, 2024	April 17, 2025	2/4	50%	Dismissed

#### 2. Supervisory activities of the Board of Supervisors over the Board of Directors, the Board of Management and Shareholders:

- In 2025, the Board of Supervisors (BoS) attended the Board of Directors' meetings and provided opinions on the matters discussed during these sessions.

- The BoS monitored the Company's management and operation activities, compliance with legal regulations, the Law on Enterprises, the Company's Charter, and corporate governance regulations concerning the BoD, the BoM and other managers within the Company's management system.

- Participated in the successful organization of the 2025 Annual General Meeting of Shareholders, supervised the implementation of the 2025 Annual General Meeting of Shareholders' resolutions and the issuance of resolutions and decisions by the BoD and the BoM.

- Examined the audited financial statements, business performance, accounting records, and other documents of the Company to evaluate the accuracy and reliability of the financial data.

- Reviewed compliance with regulations ensuring business safety, analyzed business plans and identified potential risks in the business environment. Controlled adherence to information disclosure regulations in accordance with legal requirements.

### **3. The Coordination among the Board of Supervisors with the Board of Directors, the Board of Management and other managers:**

- Members of the BoS have proactively coordinated and exchanged information among themselves as well as with the BoD, the BoM and other managers to address challenges and provide prompt solutions for the Company.

- In 2025, the BoS conducted assessments of rationality and supervised the activities of the BoD and the works implemented and executed by the BoM.

**4. Other activities of the Board of Supervisors:** Conduct on-site inspections of coffee production and business operations at various branches and the accounting department

**IV. Training courses on corporate governance:** None

### **V. List of Related Persons of the listed company as provided in Clause 34, Article 6, Law on Securities (Annual Report) and Transactions Between Related Persons and the Company**

1. List of related persons of the Company: (Appendix I)

2. Transactions between the Company and the related persons, or between the Company and major shareholders, internal persons, and related persons of internal persons:

No.	Transaction partner	Resolution No. of the GMS	Transaction details	Transaction amount
1	Trinh Quang Hung	02/NQ-ĐHĐCĐ	Loan provided to the Company	10.950.000.000
2	Trinh Quang Hung	02/NQ-ĐHĐCĐ	Loan principal repayment	17.209.750.000
3	Trinh Quang Hung	02/NQ-ĐHĐCĐ	Loan interest payment	1.473.254.064
4	Nguyen Cong Tien	02/NQ-ĐHĐCĐ	Loan provided to the Company	850.000.000
5	Nguyen Cong Tien	02/NQ-ĐHĐCĐ	Loan principal repayment	850.000.000
6	Nguyen Cong Tien	02/NQ-ĐHĐCĐ	Loan interest payment	42.585.700
7	Nguyen Quang Hai	02/NQ-ĐHĐCĐ	Loan principal repayment	4.700.000.000
8	Nguyen Quang Hai	02/NQ-ĐHĐCĐ	Loan interest payment	9.076.700
9	BIEN HO TEA JOINT STOCK COMPANY	02/NQ-ĐHĐCĐ	Loan principal repayment	9.400.000.000
10	BIEN HO TEA JOINT STOCK COMPANY	02/NQ-ĐHĐCĐ	Advance payment for purchases	15.350.000.000



3. Transactions between internal persons of the listed Company, related persons of internal persons with subsidiary companies and companies under the authority of the listed company: None

4. Transactions between the Company and other entities: None

4.1. Transactions between the Company with the companies in which members of the Board of Directors, members of the Board of Supervisors, CEO (General Director) have been founding members or members of the Board of Directors, CEO (General Director) in the previous three (03) years (as of the reporting date): None

4.2. Transactions between the Company with the companies in which related persons of members of the Board of Directors, members of the Board of Supervisors, CEO (General Director) are members of the Board of Directors and CEO (General Director): None

4.3. Other transactions of the Company (if any) that could bring material or non-material benefits to members of the Board of Directors, members of the Board of Supervisors, CEO (General Director): None

#### **VI. Share transactions of internal persons and related persons of the internal persons (Report of 2025)**

1. List of internal persons and related persons of internal persons: Details in Appendix II

2. Transactions of internal persons and related persons with shares of the listed company:

#### **VII. Others notable issues: None**

**REPRESENTATIVE OF THE ORGANIZATION**  
**LEGAL REPRESENTATIVE**



**CHỦ TỊCH HĐQT**  
*Trình Quang Hùng*



### Appendix I: List of related persons of the Company

No.	Full name	Securities trading account (if any)	Position at the company (if any)	ID number	Date of issue	Place of issue	Address	Number of shares owned at the end of the period	Percent age of shares owned at the end of the period	Note
1	Trinh Quang Hung		Chairman of the BoD							
2	Trinh Dinh Truong		Vice Chairman of the BoD							
3	Nguyen Cong Tien		Member of the BoD cum General Director							
6	Tran Dong Hung		Head of the Board of Supervisors							
7	Bui Thi Bich Huong		Member of the Board of Supervisors							





No.	Full name	Securities trading account (if any)	Position at the company (if any)	ID number	Date of issue	Place of issue	Address	Number of shares owned at the end of the period	Percentage of shares owned at the end of the period	Note
8	Nguyen Thu Thu Van		Member of the Board of Supervisors							
9	Nguyen Van Quan		Deputy General Director							
10	Le Ba Hieu		Chief Accountant							

**REPRESENTATIVE OF THE ORGANIZATION**

**LEGAL REPRESENTATIVE**



**TRỊNH QUANG HƯNG**

**Appendix II: List of internal persons and related persons of internal persons**

No.	Full name	Securities trading account (if any)	Position in the company (if any)	ID number	Date of issue	Place of issue	Address	Number of shares owned at the end of the period	Percentage of shares owned at the end of the period	Note
<b>I. BOARD OF DIRECTORS</b>										
<b>1</b>	<b>Trinh Quang Hung</b>		<b>Chairman of the BoD</b>							
1.1	Le Thi Hong									
1.2	Trinh Quang Vinh									
1.3	Trinh Quang Dung									
1.4	Trinh Ngoc Nhat Le									
1.5	Trinh Huy Hoang									
1.6	Bien Ho Tea Joint Stock Company									





2.10	Bien Ho Tea Joint Stock Company									
	<i>Mr. Trinh Dinh Truong is the Vice Chairman of the BoD of Bien Ho Tea Joint Stock Company.</i>		Member of the BoD cum General Director							
5	<b>Nguyen Cong Tien</b>		<b>Member of the BoS cum General Director</b>							
5.1	Duong Thi Hieu									
5.2	Nguyen Cong Manh									
5.3	Nguyen Thi Le									
5.4	Nguyen Thu Thao									
5.4	Nguyen Thu Thao									



<b>II. BOARD OF SUPERVISORS</b>										
<b>1</b>	<b>Tran Dong Hung</b>		<b>Head of the Board of Supervisors</b>							
1.1	Tran Thi Lan									
1.2	Tran Duc Anh									
<b>2</b>	<b>Bui Thi Bich Huong</b>		<b>Member of the Board of Supervisors</b>							
2.1	Bui Van Phu									
2.2	Bui Thi Thanh Tam									
2.3	Nguyen Viet Ha									
2.4	Nguyen Ha An									
2.5	Nguyen Viet An									

3	Nguyen Thi Thu Van		Member of the Board of Supervisors							
3.1	Nguyen Quang Tri									
3.2	Nguyen Thi Bong									
3.3	Nguyen Quang Son									
3.4	<i>Ms. Nguyen Thi Thi Van - Chairwoman of the BoD cum Director and the legal representative of Legend Highland Investment Joint Stock Company.</i>									
3.5	Nguyen Quang Hung									
3.6	Nguyen Quang Hai									
3.7	Nguyen Quang Tuan									



**III. DEPUTY GENERAL DIRECTOR**

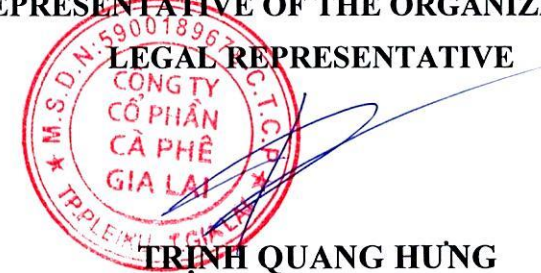
1	Nguyen Van Quan		Deputy General Director							
1.1	Phan Thị Thanh Hieu									
1.2	Nguyen Quang Minh									
1.3	Nguyen Minh Nhat									

**IV. CHIEF ACCOUNTANT**

1	Le Ba Hieu		Chief Accountant							
1.1	Tran Le Diem									
1.2	Le Ba Hien									

**REPRESENTATIVE OF THE ORGANIZATION**

**LEGAL REPRESENTATIVE**



**TRỊNH QUANG HÙNG**