**HSI: Annual Corporate Governance 2023**

On January 25, 2024, General materials Biochemistry Fertilizer Joint Stock Company announced Report No. 01/BC-CTHS on the Corporate Governance 2023 as follows:

* Name of company: General materials Biochemistry Fertilizer Joint Stock Company
* Head office address: Hamlet 5, Pham Van Coi Commune, Cu Chi District, Ho Chi Minh City
* Tel: (0283) 7990170. Fax: (0283) 7949051. Email: [hatruong21279@gmail.com](mailto:hatruong21279@gmail.com)
* Charter capital: VND 100,000,000,000
* Securities code: HSI.
* Corporate Governance Model: The General Meeting, the Board of Directors, the Supervisory Board, and the Managing Director/Manager.
* Internal audit: Unimplemented.

1. Activities of the General Meeting:

On April 27, 2023, HSI held the Annual General Meeting in accordance with the process prescribed in the Law on Enterprise, the Company’s Charter as well as other provisions for public company. The General Meeting approved the General Mandate 2023 with the following contents:

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| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting No. | Date | Content |
| 1 | 2023 | April 27, 2023 |  |

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

The Board of Directors of HSI consists of 05 members, including 02 independent members. On April 27, 2023, the General Meeting approved the dismissal of Mr. Nguyen Tan Quoc as an independent member of the Board of Directors. On October 5, 2023, the Board of Directors of HSI received a letter of Mr. Nguyen The Truyen to resign from the position of a Member Board of Directors.

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| No. | Member of the Board of Directors | Position (Independent member of the Board of Directors, non-executive member of the Board of Directors) | Date of appointment/dismissal as member/independent member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Mr. Nguyen The Truyen | Independent member of the Board of Directors | April 27, 2021 |  |
| 2 | Mr. Nguyen Tan Quoc | Non-executive member of the Board of Directors | April 27, 2021 | April 27, 2023 |
| 3 | Mr. Huynh Anh Tuan | Non-executive members of the Board of Directors | April 27, 2021 |  |
| 4 | Mr. Pham Le Phuong | Executive chair of the Board of Directors | April 27, 2021 |  |
| 5 | Mr. Tran Duc Dam Khanh | Executive member of the Board of Directors | April 27, 2021 |  |

1. Board Resolutions/Board Decisions:

In 2023, the Board of Directors conducted 04 meetings, including 01 meeting in the form of collecting shareholders' opinions via a ballot, the Resolution was not issued due to insufficient voter turnout.

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| No. | Board Resolution/Board Decision | Date | Contents |
| 1 | 01/NQ-CTHS | March 3, 2023 | Resolution on convening the Annual General Meeting 2023. |
| 2 | 02/NQ-CTHS | March 2, 2023 | Resolution on signing a contract with Dong A Securities Corporation - related organization of members of the Board of Directors and the Supervisory Board. |
| 3 |  | April 27, 2023 | Annual General Mandate 2023. |

1. Supervisory Board/Audit Committee:
2. Information about the members of the Supervisory Board/Audit Committee:

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| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board/Audit Committee | Position | Date of appointment/dismissal as member of the Supervisory Board/Audit Committee | Qualification |
| 1 | Mr. Ta Nguyen Vu | Chief of the Supervisory Board | Appointed on April 27, 2021 | Bachelor |
| 2 | Ms. Truong Thi Thu Ha | Supervisor | Appointed on April 27, 2021 | College |
| 3 | Ms. Huynh Thi Ngoc Huong | Supervisor | Appointed on April 27, 2021 | Intermediate |

1. Executive Board:

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| --- | --- | --- | --- | --- |
| No. | Member of The Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Mr. Tran Duc Dam Khanh | November 23, 1982 | Bachelor | Appointed on May 12, 2021 |

1. Chief Accountant:

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Tran Thi Huyen | April 17, 1982 | Bachelor | November 2, 2015 |

1. Training on corporate governance:
2. List of related persons of the public company (Report 2023) and transactions between the related person of the Company with the Company itself:
3. Transactions between the Company and related persons of the Company; or between the Company and principal shareholders, PDMR, or related persons of PDMR:

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| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | NSH No. , Date of issue, Place of issue | Head office address/Contact address | Time of transaction with the Company | Approved General Mandate/Decision of the General Meeting No. and Board Resolution/Decision No. (if any, including the date of issue)) | Content, quantity, total value of transaction | Note |
| 1. | Phu Yen NPK Fertilizers Factory Company Limited | Related subsidiary, organization of Mr. Pham Le Phuong | 4400387567 November 10, 2006 Department of Planning and Investment of Phu Yen Province | Northeast Song Cau Industrial Park, Xuan Hai Commune, Song Cau Town, Phu Yen | 2023 |  | Sell goods, value: VND 65,200,853 |  |

Notes: NSH\* No. ID Card/Passport No. (for individuals) or Business Registration Certificate No., License on Operations No. or equivalent legal documents (for institutions).

1. Transactions between Company’s PDMR, related 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 companies where members of the Board of Directors, members of the Supervisory Board, Executive Manager (Managing Director) and other managers who have been founding members or members of the Board of Directors or Executive Manager (Managing Director) for the past three (03) years (as at the date of reporting):

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| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization, individual | Relations with company | NSH\* No., date of issue, place of issue | Head office address/Contact address | Time of transaction with the Company | Approved General Mandate/Decision of the General Meeting No. or Board Resolution/Board Decision No. | Content, quantity, total value of transaction | Note |
| 1. | Thien Thanh Law Firm | Related organization of Mr. Nguyen The Truyen | 01030586/TP/DKHD October 6, 2010 Department of Justice of Hanoi City | No. 64, Lane 344, Ngoc Thuy Street, Ngoc Thuy Ward, Long Bien District, Hanoi | 20  23 | 14/NQ-CTHS | Legal consultation fee. Value:  VND 113,400,000. Paid: VND 113,400,000 |  |
| 2. | Dong A  Securities Corporation | Related organization of Mr. Huynh Anh Tuan and Mr. Ta Nguyen Vu | 13/GCNTVLK April 15, 2013 Ho Chi Minh City | 2nd and 3rd floors, Building 468 Nguyen Thi Minh Khai, Ward 2, District 3, Ho Chi Minh City | 20  23 | 02/NQ-CTHS | Consulting fee for organizing the General Meeting 2023. Value: VND 30,000,000. Paid: VND 30,000,000. |  |

* 1. Transactions between the Company and the companies that related persons of members of the Board of Directors, members of the Supervisory Board, Executive Manager (Managing Director) and other managers who are members of the Board of Directors or Executive Manager (Managing Director): None.
  2. Other transactions of the Company (if any) that can bring about material or non-material benefits to the members of the Board of Directors, the members of the Supervisory Board, Executive Manager (Managing Director) and other managers: no transaction arisen.

1. Share transactions between PDMR and related persons of PDMR:
2. Company’s share transactions between PDMR and related persons: no transaction arisen.
3. Other significant issues: None.