**HTP: Annual Corporate Governance Report 2023**

On January 30, 2024, Hoaphat Textbook Printing Joint Stock Company announced Report No. 3001/2024/BC-HTP on the corporate governance 2023 as follows:

* Name of company: Hoaphat Textbook Printing Joint Stock Company
* Head office address: No.157 Ton Duc Thang Street, Hoa An Ward, Cam Le District, Da Nang City,
* Tel: 0236.3680057
* Charter capital: VND 918,049,800,000
* Securities code: HTP
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager/Manager.
* Internal audit execution: Unimplemented.
1. Activities of the General Meeting of Shareholders:

Information about the meetings and General Mandates/Decisions of the General Meeting of Shareholders (including General Mandates approved by collecting shareholders' opinions via a ballot): In 2023, the General Meeting of Shareholders has the following General Mandates/Decisions:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate/Decision No. | Date | Content |
| 1 | 01/2023/NQ-DHDCD | June 27, 2023 | The Annual General Mandate 2023 approved the following contents:* Report on the results of Production and Business Activities in 2022 and Plan for 2023 of the Board of Directors
* Approve the Report on Supervisory Activities of the Supervisory Board in 2022
* Approve the Report of the Executive Board in 2022
* Approve the Proposal on the Audited Financial Statements 2022.
* Approve the Proposal on remuneration payment plan for the Board of Directors and the Supervisory Board in 2022, and the remuneration payment plan in 2023.
* Approve the Proposal on profit distribution and dividend payment in 2022
* Approve the Proposal on the selection of an audit company to review and audit the Financial Statements 2023;
* Approve the Proposal on the business plan for 2023.
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1. The Board of Directors (Annual Report)
2. Information about members of the Board of Directors:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Members of the Board of Directors | Position | Date of appointment/dismissal as member/independent member of the Board of Directors |
| Appointment date | Dismissal date |
| 1 | Pham Duy  | Chair of the Board of Directors | January 15, 2020 |  |
| 2 | Vuong Quang Hung | Member | January 15, 2020 |  |
| 3 | Pham Thu Thu Huong | Member | January 15, 2020 |  |
| 4 | Pham Van Huy | Member | December 22, 2021 |  |
| 5 | Vu La Ngoc Han | Member | December 22, 2021 |  |

1. Board Resolutions/Decisions (Annual Report):

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Decision No. | Date | Content |
| 1 | 3103/2023/NQ-HDQT | March 31, 2023 | Summarize business activities in Q1/2023 |
| 2 | 0804/2023/NQ-HDQT | April 8, 2023 | Agree to lend Hung Vuong Developer Joint Stock Company assets which are withdrawn from the idle money source of the company |
| 3 | 10.05/2023/NQ-HDQT | May 10, 2023 | Plan on holding the Annual General Meeting of Shareholders 2023 |
| 4 | 3105/2023/NQ-HDQT | May 31, 2023 | Advance to Mr. Pham Van Huy the amount of VND 390,000,000 regarding the related business activities of the Company |
| 5 | 3006/2023/NQ-HDQT | June 30, 2023 | Approve the selection of an independent audit company to review the Financial Statements of the first 6 months of 2023 and audit the Financial Statements 2023. |
| 6 | 0111/2023/NQ-HDQT | November 1, 2023 | Resolution on convening the Extraordinary General Meeting of Shareholders 2023 |

1. The Supervisory Board (Annual report)
2. Information about members of the Supervisory Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Nguyen Thi Hoang Van | Chief | January 15, 2020 |  |
| 2 | Nguyen Thi Thu Mai | Member | January 15, 2020 |  |
| 3 | Ho Phu Cuong | Member | January 15, 2020 |  |

1. The Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Pham Van Huy | November 14, 1990 | Master of Economics | December 22, 2022 |

1. Chief Accountant:

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Professional Qualification | Date of appointment/dismissal |
| Do Tuan Anh | February 13, 1980 | Bachelor | April 17, 2020 |

1. Training on corporate governance
2. List of affiliated persons of the public company (Annual Report) and transactions between the affiliated persons of the Company and the Company itself:
3. Transactions between the Company and affiliated persons of the Company; or between the Company and major shareholders, PDMR, and affiliated persons of PDMR

|  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organizations/individuals | Relations with the Company | NSH\* No., date of issue, place of issue | Head office address: | Time of transaction with the Company | General Mandate/Decision of the General Meeting of Shareholder No. or Board Resolution/Decision No. (including date of promulgation, if any) | Content | Quantity and total value | Note |
| 1 | Le Quoc Ky Quang | Husband of Ms. Vu La Ngoc Han |  |  | From January 1, 2023 to December 31, 2023. |  | Loan payment: | 14,500,000,000 |  |
| Clear debt | 34,797,912,147 |  |
| Payable Interest expense: | 211,200,000 |  |
| Paid interest expense: | 417,759,082 |  |
| Lend | 5,970,000,000 |  |
| Loan interest receivable | 44,161,644 |  |
| Advance | 35,520,000,000 |  |
| Refund of advance: | 11,967,162,686 |  |
| 2 | Pham Van Huy | Member of the Board of Directors cum General Manager |  |  | From January 1, 2023 to December 31, 2023. |  | Advance | 5,285,000,000 |  |
| Refund of advance: | 6,467,463,000 |  |
| 3 | Prosper Joint Stock Company | Subsidiary |  |  | From January 1, 2023 to December 31, 2023. | Resolution No. 0804/2023/NQ-HDQT | Money lending | 15,416,000,000 |  |

1. Transactions between the Company’s PDMR, affiliated persons of PDMR and subsidiaries, companies controlled by the Company:

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organizations/individuals | Relations with the Company | NSH\* No., date of issue, place of issue | Time of transaction with the Company | Transaction content | Quantity and total value |
| 1 | Pham Van Huy | Member of the Board of Directors cum General Manager |  | From January 1, 2023 to December 31, 2023. | Advance of Hung Vuong Developer Joint Stock Company (subsidiary of Hoaphat Textbook Printing Joint Stock Company)  | 2,973,000,000 |
| Refund the advance of Hung Vuong Developer Joint Stock Company (subsidiary of Hoaphat Textbook Printing Joint Stock Company)  | 21,973,000,000 |
| Danh Viet Commerce And Services Joint Stock Company (subsidiary of Hoaphat Textbook Printing Joint Stock Company)  | 7,276,000,000 |
| Refund the advance of Danh Viet Commerce And Services Joint Stock Company (subsidiary of Hoaphat Textbook Printing Joint Stock Company)  | 5,333,000,000 |

1. Transactions between the Corporation and other entities: None
	1. Transactions between the Company and the company in which members of the Board of Directors, members of the Supervisory Board, the Manager (the General Manager) and other managers have been founding members or members of the Board of Directors, the Executive Manager (the General Manager) for the past three (03) years (calculated at the time of reporting). None
	2. Transactions between the Company and the companies where affiliated persons of members of the Board of Directors, members of the Supervisory Board and the Manager (General Manager) and other managers are members of the Board of Directors, the Executive Manager (General Manager): None
	3. Other transactions of the company (if any) that can bring about material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, Directors (General Manager) and other managers: None.
2. Share transactions between PDMR and affiliated persons of PDMR (Annual report)
3. Company’s share transaction of PDMR and affiliated persons: None
4. Other significant issues