**FHS: Annual Corporate Governance Report 2023**

On January 30, 2024, Ho Chi Minh City Book Distribution Corporation announced Report on the Corporate Governance of the Company as follows:

* Name of company: Ho Chi Minh City Book Distribution Corporation
* Headquarters address: No. 60-62 Le Loi Street, Ben Nghe Ward, District 1, Ho Chi Minh City
* Tele 02838225446; Fax: 02838225795; Email: fahasa-sg@fahasa.com.vn
* Charter capital: VND 127,514,620,000
* Securities code: FHS
* Corporate governance model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager
1. Activities of the General Meeting of Shareholders:

Information about the meetings and General Mandates/Decisions of the General Meeting of Shareholders:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate/Decisions of the General Meeting of Shareholders No. | Date | Content |
| 1 | 01 | April 06, 2023 | Approve the Report of the Supervisory Board in 2022 |
| 2 | 02 | April 06, 2023 | Approve the Report of Supervisory Board in 2022 |
| 3 | 03 | April 06, 2023 | Approve the Audited Financial Statements 2022 |
| 4 | 04 | April 06, 2023 | Approve the profit distribution plan in 2022 |
| 5 | 05 | April 06, 2023 | Approving the dividend payment plan in 2022 |
| 6 | 06 | April 06, 2023 | Targets of plan for 2023 |
| 7 | 07 | April 06, 2023 | Select an audit company for the Financial Statement 202 |
| 8 | 08 | September 06, 2023 | Supplement business lines and amend and supplement the Company’s Charter |

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment | Date of dismissal |
| 1 | Pham Minh Thuan | Chair | July 8, 2021 |  |
| 2 | Pham Nam Thang | Vice Chair | July 8, 2021 |  |
| 3 | Le Thi Thu Huyen | Vice Chair | July 8, 2021 |  |
| 4 | Pham Thi Hoa | Member  | July 8, 2021 |  |
| 5 | Nguyen Thi Phung | Member | July 8, 2021 |  |
| 6 | Pham Thi Thu Ba | Member | July 8, 2021 |  |
| 7 | Pham Thanh Viet | Member | July 8, 2021 |  |

1. Board Resolutions/Board Decisions:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | 01 | February 15, 2023 | Record date for the list of shareholders attending the General Meeting of Shareholders |
| 2 | 02 | February 15, 2023 | Plan on the Annual General Meeting of Shareholders 2023 |
| 3 | 03 | February 15, 2023 | Approval of Reports and Proposals by the Board of Directors presented at the Annual General Meeting of Shareholders 2023:* Report of the Board of Directors in 2022
* Proposal of the Board of Directors: Audited Financial Report for the year 2022; Profit Distribution Plan for the year 2022, Dividend Distribution Plan for the year 2022
* Proposal of the Board of Directors: 2023 Plan
 |
| 4 | 04 | February 15, 2023 | * Salary fund 2023
* Salaries for the year 2023 for company management positions appointed by the Board of Directors
* Temporary Remuneration for the Board of Directors and the Supervisory Board for the year 2023
 |
| 5 | 05 | April 06, 2023 | Plan for the payment of Dividend phrase 2 for the fiscal year 2022, to be implemented according to the General Mandate 2023 |
| 6 | 06 | July 20, 2023 | The recorded list of shareholder for interim dividend payment for phrase 1 of the year 2023 and collect shareholder's opinions via a ballot |
| 7 | 07 | July 20, 2023 | Plan for interim dividend payment for phrase 1 of the year 2023 |
| 8 | 08 | July 20, 2023 | Proposal to the General Meeting of Shareholders to amend business sectors and adjust, supplement the Company Charter |
| 9 | 09 | July 20, 2023 | Ballot of shareholder's opinion collection on amending business sectors and adjusting, supplementing the company charter |
| 10 | 10 | September 06, 2023 | Minutes of Voting on Shareholder's opinions via a ballot on amending business sectors and adjusting, supplementing the company charter |
| 11 | 11 | September 06, 2023 | Board Resolution on selecting an independent audit company to audit the Financial Statements of Fahasa Company for the year 2023 (as authorized by the General Meeting of Shareholders) |
| 12 | - | - | Establishment of branches (Fahasa Bookstores); and other matters within its jurisdiction |

III. The Supervisory Board:

1. Information about members of the Supervisory Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment as member of the Supervisory Board | Qualification |
| 1 | Nguyen Duc Hao | Chief | July 8, 2021 | University of Economics |
| 2 | Truong Thi Thu Ha | Member | July 8, 2021 | University of Finance and Accounting |
| 3 | Huynh Thanh Tuong Khanh | Member | July 8, 2021 | University of Finance and Accounting |

1. The Executive Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Position | Qualification | Date of appointment |
| 1 | Pham Minh Thuan | Chair of the Board of Directors - Legal representative | Master of Business Administration | July 8, 2021 |
| 2 | Pham Nam Thang | Acting General Manager General Manager | Master of of Information Technology | July 8, 2021 |
| 3 | Le Thi Thu Huyen | Deputy General Manager | Bachelor of Economics | July 8, 2021 |
| 4 | Pham Thi Hoa | Deputy General Manager | Bachelor of Economics | July 8, 2021 |
| 5 | Nguyen Thi Phung | Deputy General Manager | Bachelor of Foreign Language | July 8, 2021 |
| 6 | Ho Cao Trong | Deputy General Manager | Bachelor of Economics; | July 8, 2021 |

1. The Chief Accountant:

|  |  |  |
| --- | --- | --- |
| Full name | Qualification | Date of appointment |
| Le Thi Thu Huyen | Bachelor of Economics | July 8, 2021 |

1. Training on corporate governance
2. List of affiliated persons of the public company and transactions between 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 Arisen goods and services transactions between the Company and subsidiaries were consolidated in the Audited Financial Statements 2023 of the Company.
4. Transactions between Company’s PDMR, affiliated persons of PDMR and subsidiaries or companies controlled by the Company:
5. Transactions between the Company and other entities
	1. Transactions between the Company and the companies in which members of the Board of Directors, members of the Supervisory Board, the General Manager and other managers have been founding members or members of the Board of Directors, the Executive Manager (General Manager) for the past 3 years (at the time of reporting):
	2. Transactions between Company and the company that affiliated persons of members of the Board of Directors, members of the Supervisory Board, the General Manager and other managers are members of the Board of Directors, the Executive Manager (the General Manager):
	3. Other transactions of the Company (if any) which can bring about material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, the General Manager and other managers:
6. Share transactions of PDMR and affiliated persons of PDMR
7. Company’s share transactions of PDMR and affiliated persons:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Position/Relations with the PDMR | Number of shares owned at the beginning of the period | Number of shares owned at the end of the period | Reasons for increase or decrease (buy, sell, convert, reward, etc.) |
| Number of shares | Percentage | Number of shares | Percentage |
| 1 | Pham Minh Thuan | Chair of the Board of Directors | 4,820,624 | 37.80% | 4,820,624 | 37.80% |  |
| 1.1 | Pham Minh Hoa | Sister | 3,497 | 0.03% | 3,497 | 0.03% |  |
| 1.2 | Pham Thu Trang | Sister | 13,350 | 0.10% | 13,350 | 0.10% |  |
| 2 | Pham Nam Thang | Vice Chair of the Board of Directors - Acting General Manager | 93,570 | 0.73% | 201,926 | 1.58% | Purchase |
| 3 | Le Thi Thu Huyen | Vice Chair of the Board of Directors - Deputy General Manager | 656,532 | 5.15% | 656,532 | 5.15% |  |
| 3.1 | Truong Hong Vu | Husband | 1,820 | 0.01% | 1,820 | 0.01% |  |
| 3.2 | Le Viet Phuong | Sister | 17,095 | 0.13% | 17,095 | 0.13% |  |
| 3.3 | Do Huy Dung Vi | Brother-in-law | 17,061 | 0.13% | 17,061 | 0.13% |  |
| 4 | Pham Thi Hoa | Member of the Board of Directors, Deputy General Manager | 86,048 | 0.68% | 86,048 | 0.68% |  |
| 5 | Nguyen Thi Phung | Member of the Board of Directors, Deputy General Manager | 288,123 | 2.26% | 288,123 | 2.26% |  |
| 5.1 | Nguyen Thi Phuong | Sister | 2,310 | 0.02% | 2,310 | 0.02% |  |
| 6 | Pham Thi Thu Ba | Member of the Board of Directors | 1,912,719 | 15.0% | 1,912,719 | 15.0% |  |
| 7 | Pham Thanh Viet | Member of the Board of Directors | 1,848,962 | 14.5% | 1,848,962 | 14.5% |  |
| 8 | Ho Cao Trong | Deputy General Manager | 840 | 0.01% | 840 | 0.01% |  |
| 9 | Nguyen Duc Hao | Chief of Supervisory Board | 47,161 | 0.37% | 47,161 | 0.37% |  |
| 9.1 | Le Nguyen Tinh Tam | Wife | 9,622 | 0.08% | 9,622 | 0.08% |  |
| 10 | Truong Thi Thu Ha | Supervisor | 39,433 | 0.31% | 39,433 | 0.31% |  |
| 11 | Huynh Thanh TuongKhanh | Supervisor | 127,167 | 1.00% | 127,167 | 1.00% |  |

IX. Other noticeable issues: