**HEV: Annual Corporate Governance Report 2023**

On January 30, 2024, Higher Educational and Vocational Book JSC announced Report No. 30/DH-DN on the corporate governance in 2023 as follows:

Listed company: Higher Educational and Vocational Book JSC

Business registration address: 25 Han Thuyen, Pham Dinh Ho Ward, Hai Ba Trung District, Hanoi City.

Transaction address: 187B Giang Vo, Cat Linh Ward, Dong Da District, Hanoi City.

Tel: 0243.9717189 - Fax: 0243.9726137 - Website: hevobooks.com

Charter capital: VND 10,000,000

1. Activities of the General Meeting of Shareholders:

On April 24, 2023, the Company organizes the Annual General Meeting of Shareholders 2023 with the attendance of 27 shareholders representing 805,038 shares (accounting for 80.5%) to complete the following contents:

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| No. | General Mandate No. | Date | Content |
| 1 | 127/NQ-HDQT | April 24, 2023 | * Approve the Report on activities of the Board of Directors in 2022 and the operating orientation in 2023;
* Approve the Report on the production and business results in 2022 and the production and business plan for 2023;
* Approve the Report on activities of the Supervisory Board in 2022;
* Approve the Audited Financial Statements 2022;
* Approve the plan for profit distribution in 2022;
* Approve the selection of an independent audit company to audit the Financial Statements 2023;
* Approve the remuneration for the Board of Directors and the Supervisory Board;
* Approve the dismissal and election of additional members for the Board of Directors and the Supervisory Board;
* Approve the amendment and supplement to the Company's Charter on organization and operation;
* Approve the amendment and supplement to the Internal Regulations on Corporate Governance.
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1. Activities of the Board of Directors (Annual Report 2023)
	1. Information about members of the Board of Directors for term V (2022-2026)

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| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment/dismissal as member/independent member of the Board of Directors | Note |
| Appointment date | Dismissal date |
| 1 | Mr. Nguyen Cong Dung | Chair of the Board of Directors | April 05, 2022 |  |  |
| 2 | Mr. Doan Huu Doan | Member of the Board of Directors | April 05, 2022 | April 24, 2023 | Resignation letter from April 2023 |
| 3 | Ms. Nguyen Thi Huu | Member of the Board of Directors | April 05, 2022 |  | Elected at the Annual General Meeting of Shareholders 2022  |
| 4 | Ms. Nguyen Bich Ngoc | Member of the Board of Directors | April 24, 2023 |  | Elected at the Annual General Meeting of Shareholders 2023 |
| 5 | Mr. Dang Tran Bao Tin | Member of the Board of Directors | April 05, 2022 |  | Elected at the Annual General Meeting of Shareholders 2022 |
| 6 | Mr. Pham Gia Tri | Member of the Board of Directors | April 05, 2022 | April 24, 2023 | Resignation letter from December 2022 |
| 7 | Ms. Ta Thi Thanh Huyen | Member of the Board of Directors | April 24, 2023 |  | Elected at the Annual General Meeting of Shareholders 2023 |

* 1. Board Resolutions/Board Decisions:

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| --- | --- | --- | --- | --- |
| No. | Board Resolution No. | Date | Content | Approval rate |
| 1 | 23/NQ-HDQT | February 07, 2023 | ‎‎Article 1. Approve the following contents:* Advance the bonus fund in 2022: VND 50,000,000.
* Advance the welfare fund in 2021: VND 131,271,991.

Source of payment: From profit after tax in 2022* The advances for the bonus and welfare funds shall be approved at the Annual General Meeting of Shareholders 2023.

‎‎Article 2. Approve the personnel work:* Approve the policy of receiving and appointing Mr. Tran Dinh Hoang to the position of Deputy Manager of the Company;
* Appoint Mr. Truong Quang Si - Person in charge of Ho Chi Minh Branch to the position of Manager of Ho Chi Minh Branch;
* Appoint Ms. Nguyen Thi Thanh Huyen - Specialist of the Department of Planning, Finance and Management to the position of Deputy Head of Department of Planning, Finance and Management-cum-Secretariat of the Board of Directors;
* Assign Ms. Nguyen Thi Thu Van - Head of Issuance Department to be in charge of Administration - Clerical - Human Resources; Assign the Company's Executive Board to implement the above contents as prescribed by Law and the Company's Charter.
 | 100% |
| 2 | 42/NQ-HDQT | February 28, 2022 | ‎‎Article 1. Approve the personnel work:* Approve the dismissal of CEO-cum-Legal Representative of Mr. Pham Gia Tri from March 01, 2023;
* Approve the dismissal of Chief Accountant-cum-Information publisher of Mr. Le Quang Dung from March 01, 2023;
* Approve the appointment of Mr. Tran Dinh Hoang - Deputy Manager to the position of Manager-cum-Legal Representative from March 01, 2023;
* Assign Ms. Nguyen Thi Thanh Huyen - Deputy Head of Department of Planning, Finance and Administration to hold the position of Accountant-cum-Information publisher from March 01, 2023;

‎‎Article 2. Assign the Company's Executive Board to implement the above contents as prescribed by Law and the Company's Charter. | 100% |
| 3 | 59/NQ-HDQT | March 06, 2023 | ‎‎Article 1. Approve the following contents:* Assign the Executive Board to develop a detailed and specific business plan 2023 for each work segment and department.
* Prepay dividends in 2022 according to the plan approved by the Annual General Meeting of Shareholders 2022 in General Mandate No. 87/NQ-DH-DN dated April 05, 2022:
* Prepayment rate: 14%/share, in cash
* Record date: March 27, 2023
* Payment date: April 20, 2023
* Source of payment: From profit of 2022
* Organize the Annual General Meeting of Shareholders 2023
* Record date: March 27, 2023
* Expected date: April 24, 2023
* Venue: Hall of Vietnam Education Publishing House - 187B Giang Vo - Dong Da - Hanoi.
* The main contents shall be approved by the Annual General Meeting of Shareholders 2023:
* Approve the Report on production and business results in 2022 and the production, business and target plan 2023;
* Approve the Report of the Board of Directors on operating results in 2022 and the operational plan 2023;
* Approve the Report of the Supervisory Board on operating results in 2022 and the operational plan 2023;
* Approve Audited Financial Statements 2022;
* Distribution plan of profit after tax in 2022;
* Select an independent audit company to audit the Financial Statements 2023;
* Approving the dismissal and election of additional members for the Board of Directors and the Supervisory Board for term V (2022-2026);
* Other arising issues fall under the authority of the General Meeting of Shareholders.

‎‎Article 2. Assign the Executive Board of the Company to implement the contents mentioned in Article 1 in accordance with the provisions of law.  | 100% |
| 4 | 142/NQ-HDQT | May 08, 2023 | ‎‎Article 1. Approve the business results in Q1/2023‎‎Article 2. Approve the production and business plan for Q2/2023‎‎Article 3. Approve the policy of implementing tasks in 2023:* Develop relations with schools to promote the exploitation of publication work;
* Consolidate the personnel of departments to meet tasks according to the current business status;
* Assign the Executive Board to develop and submit to the Board of Directors for approval salary and bonus regulations associated with production and business efficiency of each department and individual;
* Focus on resolving inventory;
* Promote electronic publishing;
* Expand other business plans to offset revenue.
 | 100% |
| 5 | 172/NQ-HDQT | June 19, 2023 | ‎‎Article 1. Approve the selection of the audit company for the Financial Statements 2023: AAC Auditing and Accounting Company Limited.‎‎Article 2. Advance the salary fund in 2023 at the rate of 10% of revenue from goods sales and service provision without exceeding VND 2 billion.‎‎Article 3. Expenses for remuneration of the Board of Directors and the Supervisory Board in 2023 according to coefficients and norms for remuneration of the Board of Directors and the Supervisory Board for term V (2022-2023), specifically as follows:Chair of the Board of Directors: coefficient 1Member of the Board of Directors: coefficient 0.7Chief of the Supervisory Board: coefficient 0.7Member of the Supervisory Board: coefficient 0.5Secretariat of the Board of Directors: coefficient 0.5Payment rate of coefficient 1: VND 5,000,000/monthSource of payment: included in production and business expenses‎‎Article 4. Approve the development orientation of new products. Assign the Executive Board to develop the production and business plan | 100% |
| 6 | 179/NQ-HDQT | June 27, 2023 | ‎‎Article 1. Approve the policy of signing Contracts/Transactions between the Company and the affiliated person with a value of less than 35% of the Company's total assets calculated according to the most recent Financial Statements, provided that such transactions are made on the basis of ensuring the Company's interests and the terms are not more disadvantageous than similar conditions compared to other independent partners. Specifically as follows:1. Affiliated person: Bamboo Airways Joint Stock Company
2. Transaction content: Printing contract and goods purchase and sale contract

‎‎Article 2. Assign and authorize the Manager to negotiate the deadline and unit price to ensure the Company's stable production and business status, and at the same time implement other tasks to make this transaction, including but not limited to the signing of the Contract and attached Appendices, Minutes and other documents arising from the Contract. | 100% |

1. Activities of the Supervisory Board
	1. Information about members of the Supervisory Board:

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| --- | --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Number of meetings of the Supervisory Board attended | Rate | Reason for absence |
| 1 | Ms. Nguyen Bich Ngoc | Chief of the Supervisory Board for term V (2022-2026) | 0/2 | 0% | Dismissed at the Annual General Meeting of Shareholders on April 24, 2023 |
| 2 | Ms. Tran Thi Thu Thuy | Chief of the Supervisory Board for term V (2022-2026) | 2/2 | 100% | Elected as Chief of the Supervisory Board on April 24, 2023 |
| 3 | Mr. Pham Gia Huan | Member of Supervisory Board for term V (2022-2026) | 2/2 | 100% |  |
| 4 | Ms. Hoang Thi Thu Hang | Member of Supervisory Board for term V (2022-2026) | 2/2 | 100% | Elected at the Annual General Meeting of Shareholders on April 24, 2023 |

1. The Executive Board:

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| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal |
| 1 | Mr. Pham Gia Tri | August 18, 1975 | Master of Economics | Dismissed on February 28, 2023 |
| 2 | Mr. Tran Dinh Hoang | July 06, 1980 | Electronics and Telecommunications Engineer | Appointed on March 01, 2023 |
| 3 | Mr. Tran Trong Tien | February 15, 1978 | Electronic Engineer | April 05, 2022 |
| 4 | Ms. Tran Thi Phuong Lan | August 08, 1968 | Bachelor of English | April 05, 2022 |

1. The Chief Accountant/Person in charge of accounting

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Full name | Date of birth | Qualification | Date of appointment/dismissal |
| 1 | Mr. Le Quang Dung | October 29, 1976 | Bachelor of Finance - Banking | Dismissed on February 28, 2023 |
| 2 | Ms. Nguyen Thi Thanh Huyen | December 24, 1987 | Bachelor of Accounting and Auditing | Appointed on March 01, 2023 |

1. Training on corporate governance
2. List of affiliated persons of the listed company as prescribed in Clause 45, Article 4 of the Law on Securities and transactions between Company’s affiliated persons and the Company itself.
3. Transactions between the Company and affiliated persons of the Company; or between the Company and major shareholders, PDMR, or affiliated persons of PDMR

None

1. Transactions between PDMR of the listed company, affiliated persons of PDMR and subsidiaries, companies controlled by the listed company

None

1. Transactions between the Company and other entities
	1. Transactions between the Company and companies that members of the Board of Directors, members of the Supervisory Board, the Executive Manager (General Manager), and other managers have been founding members or members of the Board of Directors or the Executive Manager (General Manager) within the past three years (at the time of making the Report): None.
	2. Transactions between the Company and companies that affiliated persons of members of the Board of Directors, members of the Supervisory Board and the Executive Manager (General Manager) are members of the Board of Directors or the Executive Manager (General Manager).

Printing contract, purchase and sale contract with Bamboo Airways Joint Stock Company

* 1. 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, and the Executive Manager (General Manager.

None

1. Share transactions of PDMR and affiliated persons of PDMR
2. Listed company’s share transactions of PDMR and affiliated persons of PDMR: None
3. Other significant issues: None