**STH: Annual Corporate Governance Report 2023**

On January 30, 2024, Thai Nguyen Book Publishing Joint Stock Company announced Report No. 02/2024/BC-STH on the corporate governance of the Company in 2023 as follows:

* Name of company: Thai Nguyen Book Publishing Joint Stock Company
* Headquarters address: No.65, Group 2, Hoang Van Thu Street, Phan Dinh Phung Ward, Thai Nguyen City, Thai Nguyen Province
* Tel: 0208 385 2335 Fax: 028 0375 4974
* Email: info@sthc.com.vn Website: www.sthc.com.vn
* Charter capital: VND 195,000,000,000
* Securities code: STH
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager/Manager
1. Activities of the General Meeting of Shareholders:

Information about Meetings and General Mandates/Decisions of the General Meeting of Shareholders (including General Mandates approved by collecting shareholders' opinions via a ballot):

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| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | 01/2023/STH/NQ-DHDCD | March 28, 2023 | Annual General Mandate 2023 |
| 2 | 05/2023/STH/NQ-DHDCD | August 22, 2023 | General Mandate approved by collecting shareholders' opinions via a ballot |

1. The Board of Directors (Report of 2023):
2. Information about members of the Board of Directors:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Members of the Board of Directors | Position (independent members of the Board of Directors, non-executive members of the Board of Directors) | Date of appointment/dismissal as member/independent member of the Board of Directors |
| Appointment date(The period of 2023- 2027) | Dismissal date(The period of 2023-2027) |
| 1 | Mr. Nguyen Quoc Thai | Chair of the Board of Directors | March 28, 2023 |  |
| 2 | Ms. Nguyen Thi Quy | Member of Board of Directors - General Manager | March 28, 2023 |  |
| 3 | Ms. Nguyen Thi Vinh | Members of the Board of Directors | March 28, 2023 |  |
| 4 | Ms. Le Thi Hoai Anh | Independent member of the Board of Directors | March 28, 2023 |  |
| 5 | Ms. La Thi Mai Lien | Member of the Board of Directors, Deputy General Manager | March 28, 2023 |  |
| 6 | Mr. Pham Nhu Cuong | Members of the Board of Directors |  | March 28, 2023 |

1. Board Resolutions/Decisions (2023):

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Decision No. | Date | Content |
| 1 | 01/NQ-HDQT | February 10, 2023 | Resolution on the organization of the Annual General Meeting of Shareholders 2022 of Thai Nguyen Book Publishing Joint Stock Company |
| 2 | 02/NQ-HDQT | February 10, 2023 | Resolution on approving the transaction policy between the Company with affiliated persons of the Company |
| 3 | 03/2023/STH/NQ-HDQT | March 30, 2023 | Resolution on divesting of investment capital at Cao Duong Phat Joint Stock Company |
| 4 | 05/STH/NQ-HDQT | July 06, 2023 | Resolution on approving the collection of shareholders' opinions via a ballot in 2023 |
| 5 | 06-QD/HDQT-STH | October 16, 2023 | Board Resolution on dismissing the position of Deputy General Manager |

1. The Supervisory Board (Annual Report 2023):
	1. Information about members of the Supervisory Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board(2023-2027 period) | Qualification |
| 1 | Ms. Nguyen Thi Lan Huong | Chief of the Supervisory Board | Appointed on March 28, 2023 | Bachelor of Financial - Accounting |
| 2 | Ms. Nguyen Thi Minh | Member of the Supervisory Board | Appointed on March 28, 2023 | Bachelor of Accounting |
| 3 | Ms. Nguyen Thi Nhu Thuy | Member of the Supervisory Board | Appointed on March 28, 2023 | Bachelor of Accounting |

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 | Ms. Nguyen Thi Quy - General Manager | April 30, 1975 | Doctor | Appointed on April 28, 2021 |
| 2 | Ms. La Thi Mai Lien - Deputy General Manager | April 24, 1971 | Bachelor of Accounting | Appointed on February 2011 |
| 3 | Mr. Kieu Van Hau - Deputy General Manager | May 21, 1987 | Bachelor of Business Administration | Appointed on September 06, 2022Dismissed on October 31, 2023 |

1. Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Ms: Phung Thi Ha | August 21, 1988 | Bachelor of Accounting | Appointed on June 24, 2022 |

1. Training on corporate governance
2. List of affiliated persons of the public company (annual report 2023) and transactions between the affiliated persons of the Company with the Company itself:
	1. Transactions between the Company and affiliated persons of the Company, or between the Company and major shareholders, PDMR, or affiliated persons of PDMR:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of individual/institution | Relations with the Company | NSH Code | Head office address | Time of transaction with the Company | Approved General Mandate/Decision of the General Meeting of Shareholders No. or Board Resolution/Decision No. (if any) | Content, quantity, total value of transaction |
| 1 | Nguyen Thi Quy | Major shareholders, PDMR |  |  | 2023 | 02/NQ-HDQT dated February 10, 2023 | * Prepayment: VND 24,784,000,000
* Collect Prepayment: VND 25,487,057,000
 |
| 2 | La Thi Mai Lien | PDMR |  |  | 2023 | 02/NQ-HDQT dated February 10, 2023 | Collect Prepayment: VND 300,000,000 |
| 3 | Thai Hung Trading Joint Stock Company | Major shareholders, affiliated persons of PDMR |  |  | 2023 | 02/NQ-HDQT dated February 10, 2023 | * Selling goods and services: 8,167,336,375
* Collect money from selling goods and services: VND 11,453,371,351
 |
| Transfer of Cao Duong Phat Joint Stock Company shares: VND 56,100,000,000 |
| Payment of Thai Hung Trading Joint Stock Company long-term loan: VND 36,079,300,000 (clearing for the shares transfer money) |
| Payment to buy Public Bank shares: VND 20,020,700,000 (clearing for the shares transfer money) |
| Receive the loan with the mount of: VND 1,400,000,000 |
| 4 | Cao Bac Trading Joint Stock Company | Related party of Ms. Nguyen Thi Quy |  |  | 2023 | 02/NQ-HDQT dated February 10, 2023 | * Goods sales and services provision VND 24,275,980
* Collect good sales and service provision fees: VND 40,420,390
 |
| 5 | IMUS Development Investment Joint Stock Company | The company headed by Mr. Nguyen Thuong Nguyen (affiliated person of the Board of Directors member as Manager) |  |  | 2023 | 02/NQ-HDQT dated February 10, 2023 | * Buy goods and services VND 2,614,539,200
* Payment for the purchasing of goods and services: VND 2,613,384,277
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1. Transactions between the Company’s PDMR, affiliated persons of PDMR and subsidiaries, companies under the authority of the Company:
2. Transactions between the Company and other entities:
	1. Transactions between the Company and the companies in which members of the Board of Directors, the Supervisory Board, the Executive Manager have been and founding members or members of the Board of Directors, the Executive Manager (General Manager) for the past three years (as at the time of reporting):
	2. Transactions between the Company and the 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, the Executive Manager (General Manager):
	3. Other transactions of the Company (if any) which can bring material or non-material benefits to the members of the Board of Directors, the members of the Supervisory Board, the Executive Manager.
	4. Transaction of PDMR and affiliated persons related to the Company’s shares: None
3. Other significant issues: None