**HSA: Annual Corporate Governance Report 2023**

On January 30, 2024, Hestia Joint Stock Company announced Report No. 01/2024/HSA-BC on the corporate governance in 2023 as follows:

* Name of company: Hestia Joint Stock Company
* Head office address: 14th floor, Zen Tower, No. 12 Khuat Duy Tien, Thanh Xuan, Hanoi
* Tel: 02435379671 Fax:
* Charter capital: VND 78,727,270,000
* Securities code: HSA
* Corporate Governance Model: The General Meeting, the Board of Directors, the Supervisory Board, and the Managing Director
* Internal audit: Implemented.

1. Activities of the General Meeting

In 2023, the Company convened 01 Annual General Meeting and 01 Extraordinary General Meeting

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate/Decision the General Meeting | Date | Contents |
| 1 | 01/2023/NQ-DHDCD/HSA | March 29, 2023 | Annual General Mandate 2023 |
| 2 | 43/2023/NQ-DHDCD/HSA | November 20, 2023 | Extraordinary General Mandate 2023 |

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment/dismissal as member/independent member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Mr. Le Van Viet | Chair of the Board of Directors | July 23, 2020 | November 20, 2023 |
| 2 | Mr. Tran Duc Dinh | Chair of the Board of Directors | November 21, 2023 | - |
| 3 | Mr. La Giang Trung | Member of the Board of Directors cum Managing Director | June 30, 2020 | - |
| 4 | Mr. Tran Thai Hien | Member of the Board of Directors | November 20, 2023 | - |
| 5 | Mr. Nguyen Tom (Thomas) Thanh | Member of the Board of Directors | November 20, 2023 | - |
| 6 | Ms. Tran Phuong Dung | Member of the Board of Directors | June 30, 2020 | November 20, 2023 |

1. Board Resolutions/Board Decisions (Annual Report 2023):

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision | Date | Contents |
| 1 | 03/2023/NQ-HDQT | February 6, 2023 | Record date to exercise the rights to attend the Annual General Meeting 2023: |
| 2 | 13/2023/NQ-HDQT | August 23, 2023 | Change the record date to exercise the rights to attend the Extraordinary General Meeting 2023: |
| 3 | 22/NQ-HDQT/2023 | October 16, 2023 | Select an audit company to audit the the Financial Statements for the financial year ended December 31, 2019, December 31, 2020, December 31, 2021, and December 31, 2022 |
| 4 | 24/NQ-HDQT/2023 | October 23, 2023 | Extend the time to organize the Extraordinary General Meeting 2023 |
| 5 | 27/NQ-HDQT/2023 | November 15, 2023 | Board Resolution of Hestia Joint Stock Company on approving the amendment and supplement in the documents for the Extraordinary General Meeting 2023 |
| 6 | 41/NQ-HDQT/2023 | November 20, 2023 | Correct materials for the Extraordinary General Meeting the Shareholders 2023 |
| 7 | 45/NQ-HDQT/2023 | November 21, 2023 | Elect new Chair of the Board of Directors and approve the change in information of the legal representative |
| 8 | 49/NQ-HDQT/2023 | December 5, 2023 | Dismiss Mr. Doan Ngoc Hiep from the position of the Chief Accountant, appoint Ms. Nguyen Thi Canh as the new Chief Accoutant |
| 9 | 51/NQ-HDQT/2023 | December 27, 2023 | Board Resolution of Hestia Joint Stock Company on approving investment |

1. Supervisory Board (Annual Report 2023):
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 | Do Thi Hang | Chief | June 30, 2020 | Bachelor in Economics |
| 2 | Lai Anh Duc | Member | June 30, 2020 | Construction Engineer |
| 3 | Nguyen Thanh Giang | Member | June 30, 2020 | Construction Engineer |

1. Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as the member of the Executive Board |
| 1 | La Giang Trung | July 20, 1981 | Bachelor in Economics | June 30, 2020 |

1. The Chief Accountant:

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification: | Date of appointment /dismissal |
| Doan Ngoc Hiep | 1981 | Bachelor in Economics | Dismissal date December 05, 2023 |
| Nguyen Thi Canh | January 6, 1985 | Bachelor in Economics | Appointment date December 05, 2023 |

1. Training on corporate governance None.
2. List of related persons of the public company (Annual Report 2023) and transactions between the related persons 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, related persons of PDMR:

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| 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 | General Mandate/Decision of the General Meeting of Shareholder No. or Board Resolution/Decision No. (including date of promulgating, if any) | Content, quantity, total value of transaction | Note |
| 1 | La Giang Trung | Member of the Board of Directors cum Managing Director, major shareholder | 035081000144, issued by Police Department on Residence Management and National Data on Population on April 10, 2015. | Ha Dinh, Thanh Xuan, Hanoi | 2023 |  | * The disbursement of the company as per Business Cooperation Contract VND 53,740,146,100. * Recover a part of the capital of the business cooperation VND 200,000,000 |  |

Aforementioned transactions in 2023 between the Company and Mr. La Giang Trung are based on the Board Resolution No. 45/2019/ND-HDQT dated April 25, 2019 and Board Resolution No. 30/202/NQ-HDQT dated July 27, 2020 on approving the signing of the Business Cooperate Contract between Hestia Joint Stock Company and Mr. La Giang Trung The General Meeting also re-approved the contents of this business cooperation at Resolution No. 43/2023/NQ-DHDCD/HSA dated November 20, 2023 in the Extraordinary General Meeting 2023

On January 08, 2024, the Board of Directors promulgated Resolution on ending the cooperation to recover the investment in the cooperation with Mr. La Giang Trung in order to implement the recovery sooner than better

1. Transactions between Company’s PDMR, related persons of PDMR and subsidiaries or companies controlled by the Company: None
2. Transactions between the Company and other entities: None

VIII. Share transactions of PDMR and related persons of PDMR (Annua Report 2023)

1. Company’s shares transaction between PDMR and related persons:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relations with PMDR | Number of shares owned at the beginning of the period | | Number of shares owned at the end of the period | | Reason for increase or decrease |
| Number of shares |  | Number of shares | Rate |
| 1 | Tran Phuong Dung | Member of the Board of Directors | 714,400 | 9.07% | 0 | 0% | Sell shares |
| 2 | Chu Ngoc Thang | Related person of PDMR | 364,677 | 4.63% | 177 | 0% | Sell shares |
| 3 | La Trung Hieu | Related person of PDMR | 148,446 | 1.89% | 46 | 0% | Sell shares |
| 4 | Nguyen Thi Phuong Nha | Related person of PDMR | 389,391 | 4.95% | 91 | 0% | Sell shares |

1. Other significant issues: None