**PAS: Annual Corporate Governance Report 2023**

On January 30, 2024, Phuong Anh International Joint Stock Company announced Report No. 04/2024/BC-HDQT-PAS on the corporate governance of 2023 as follows:

Company's name: Phuong Anh International Joint Stock Company

Address of Head office: Tu My Quarter, Phung Chi Kien Ward, My Hao Town, Hung Yen Province

Tel: 02213948166 Fax:

Email: cbtt@phuonganhgroup.com.vn

Charter capital: VND 280,499,680,000

Securities code: PAS

Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager.

Internal audit execution: Implemented

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 opinions via a ballot)

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| --- | --- | --- | --- |
| No. | General Mandate/Decision No. | Date | Content |
| 1 | 01/2023/NQ-DHDCD-PAS | April 20, 2023 | The Annual General Meeting of Shareholders |

1. The Board of Directors 2023
2. Information about members of the Board of Directors

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| --- | --- | --- | --- | --- |
| No. | Members of the Board of Directors | Position (independent member, non-executive member) | Date of appointment/dismissal as members/independent members of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Ha Thi Hai Van | Chair of the Board of Directors | June 29, 2021, Resigned from March 30, 2023 | April 20, 2023 |
| 2 | Nguyen Hung Cuong | Chair of the Board of Directors | April 20, 2023 |  |
| 3 | Nguyen Thi Ngoc Ha | Non-executive member of the Board of Directors | May 27, 2019 |  |
| 4 | Tran Duy Cuong | Executive member of the Board of Directors | October 30, 2019 |  |
| 5 | Luu Thi Thu Thuy | Non-executive member of the Board of Directors | June 29, 2021 |  |
| 6 | Vu Van Toan | Independent member of the Board of Directors | June 29, 2021, Resigned from December 15, 2022 | April 20, 2023 |
| 7 | Phan Thi Thu Thuy | Independent member of the Board of Directors | April 20, 2023, Resigned from October 25, 2023 |  |

1. Board Resolutions/Decisions

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| --- | --- | --- | --- |
| No. | Resolution/Decision No. | Date | Content |
| 1 | 02/2023/BB-HDQT-PAS | March 02, 2023 | Approve the record date for the list of shareholders attending the Annual General Meeting of Shareholders 2023. |
| 2 | 05/2023/BB-HDQT-PAS | April 20, 2023 | Elect the Chair of the Board of Directors |
| 3 | 09/2023/BB-HDQT-PAS | May 17, 2023 | Authorize the General Manager to sign the transfer of land use rights in Quoc Oai, Hanoi |
| 4 | 10/2023/BB-HDQT-PAS | May 29, 2023 | Change the Company’s representative for contributed capital at Vuon Dao Ha Long Hotel Joint Stock Company |
| 5 | 12/2023/BB-HDQT-PAS | June 14, 2023 | Approve the selection of audit unit for the Financial Statements 2023 |
| 6 | 13/2023/BB-HDQT-PAS | September 11, 2023 | Approve and authorize the signing with Saigon Thuong Tin Commercial Joint Stock Bank - Thu Do Branch |
| 7 | 18/2023/BB-HDQT-PAS | October 25, 2023 | Receive the resignation letter of Independent Member of the Board of Directors, Ms. Phan Thi Thanh Thuy |
| 8 | 20/2023/BB-HDQT-PAS | December 25, 2023 | Approve the policy on transferring shares at Thanh Lam Real Estate Joint Stock Company |

1. The Supervisory Board:
2. Information about members of the Supervisory Board: In 2023

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| --- | --- | --- | --- | --- |
| No. | Members of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Ha Thi An | Chief of the Supervisory Board | March 18, 2022, Resigned from March 30, 2023 | Accounting College |
| 2 | Le Thi Nga | Member of the Supervisory Board | March 18, 2022, Resigned from March 30, 2023 | Bachelor of Finance and Banking |
| 3 | Nguyen Thi Thuy Linh | Member of the Supervisory Board | March 18, 2022, Resigned from March 30, 2023 | Bachelor of Laws |
| 4 | Nguyen Thi Thu Hang | Chief of the Supervisory Board | April 20, 2023 | Bachelor of Accounting |
| 5 | Le Hong Quan | Member of the Supervisory Board | April 20, 2023 | Bachelor of Business Administration |
| 6 | Pham Xuan Bac | Member of the Supervisory Board | April 20, 2023 | Bachelor of Business Administration |

1. The Executive Board:

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| --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Tran Duy Cuong - General Manager | May 05, 1975 | Mechanical engineering major | Appointed on: April 20, 2023 |

1. The Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment /dismissal |
| Tran Thi Hong Khang | February 03, 1976 | Bachelor of Accounting | Appointed on: April 29, 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
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. | Full name | Position | Name of the company that has been in transaction | Transaction purpose | Approved document |
| 1 | Tran Duy Cuong | General Manager | Phuong Anh International Joint Stock Company | Directly authorize to negotiate and sign the contract on receiving the transfer of land use rights for Phuong Anh International Joint Stock Company | Resolution No. 09/2023/NQ-HDQT- PAS dated May 17, 2023 |
| 2 | Tran Duy Cuong | General Manager | Phuong Anh International Joint Stock Company | Change the representative for the contributed capital of the Company at Vuon Dao Ha Long Hotel Joint Stock Company | Resolution No. 10/2023/BB-HDQT- PAS dated May 29, 2023 |
| 3 | Nguyen Hung Cuong | Chair of the Board of Directors | Phuong Anh International Joint Stock Company | Approve and authorize the signing with Saigon Thuong Tin Commercial Joint Stock Bank - Thu Do Branch | Resolution No. 13/2023/BB-HDQT- PAS dated September 11, 2023 |

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

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| --- | --- | --- | --- | --- | --- |
| No. | Name of Company | Position | Name of the company that has been in transaction | Transaction purpose | Approved document |
| 1 | Thanh Lam Real Estate Joint Stock Company |  | Phuong Anh International Joint Stock Company | Approve the policy on transferring shares at Thanh Lam Real Estate Joint Stock Company | Resolution No. 20/2023/BB-HDQT- PAS dated December 25, 2023 |

1. Transactions between the Company and other entities
2. Transactions between the Company and companies where members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers have been founding members or members of the Board of Directors, the Executive Manager (General Manager) for the past three (03) years (as at the time of reporting): None.
3. Transactions between the Company and companies where the affiliated people of members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers are members of the Board of Directors, the Executive Manager (General Manager): None.
4. 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 Manager (General Manager) and other managers: None.
5. Share transactions between PDMR and affiliated persons of PDMR (2023 report)
6. Company’s share transaction of PDMR and affiliated persons:

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| --- | --- | --- | --- | --- | --- | --- | --- |
| 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 | | Reasons for increase or decrease (buy, sell, convert, reward,...) |
| Number of shares | Rate (%) | Number of shares | Rate (%) |
| (1) | (2) | (3) | (4) | (5) | (6) | (7) | (8) |
| 1 | Tran Duy Cuong | Member of the Board of Directors | 600,000 shares | 0.02% | 600,000 shares | 0.02% | Register to sell |
| 2 | Nguyen Thi Ngoc Ha | Member of the Board of Directors | 300,000 shares | 0.01% | 300,000 shares | 0.01% | Register to sell |

1. Other significant issues