**FSO: Annual Corporate Governance Report 2023**

On January 30, 2024, Viet Nam Fishery Mechanical Shipbuilding Joint Stock Company announced Report No. 05/2024/BC-DTTS-HDQT on the Annual Corporate Governance 2023 as follows:

* Name of company: Viet Nam Fishery Mechanical Shipbuilding Joint Stock Company
* Head office address: No. 2 Phan Dinh Phung Street, Ha Ly Ward, Hong Bang District, Hai Phong City, Vietnam;
* Tel: (+84) 225 3842665 Email: fiship.vietnam@,gmail.com
* Website: <http://dongtauthuysan.vn/>
* Charter capital: VND 56,249,660,000
* Securities code: FSO (UPCOM)
* Corporate governance model of Viet Nam Fishery Mechanical Shipbuilding Joint Stock Company: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the General Manager.

Comply with the provisions of Law on Securities No. 54/2019/QH14 dated November 26, 2019 and Circular No. 96/2020/TT-BTC of the Ministry of Finance announced on November 16, 2020 and effective from January 1, 2021 on guidance of information disclosure on the securities market, the Company reports on the Corporate Governance in 2023, specifically as follows:

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):

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate No. | Date  | Content |
| 1 | 16/2023/NQ-DTTS-DHDCD | April 21, 2023 | Annual General Mandate 2023 (in-person meeting):1. Approve the Report on Activities of the Board of Directors in 2022 and the General Meeting of Shareholders in 2023
2. Approve the Report on activities of the Supervisory Board in 2022;
3. Approve the Financial Statements for the year 2022 of Vietnam Fishery Mechanical Shipbuilding Joint Stock Company conducted by ECOVIS AFA Vietnam Co., Ltd;
4. Approve the Proposal for the selection of an independent audit company to audit the Financial Statements for the year 2023;
5. Approve the Proposal on the settlement report of remuneration for the Board of Directors, Supervisory Board for 2022, and the expected remuneration payment for the Board of Directors, Supervisory Board for 2023;
6. Approve the Proposal on the profit distribution plan for 2022;
7. Approve on certain production and business plan targets for 2023;
8. Terms of enforcement: This General Mandate was approved in full at the Annual General Meeting of Sharegolders of 2023 with a 100% approval rate of the total voting shares at the Meeting and takes effect from April 21, 2023.
 |
| 2 | 44/2023/NQ-DTTS-DHDCD | October 26, 2023 | The Extraordinary General Mandate 2023 (held in person):1. Approve on Proposal No. 38/TTr-DTTS- HDQT dated September 22, 2023, on the approval of the resignation of Mr. Dang Quang Hoan from the Board of Directors and the election of an additional member ò the Board of Directors (term 2022 - 2026) as a replacement;
2. Approve on Proposal No. 39/TTr-DTTS- HDQT dated September 22, 2023, on the approval of the resignation of Mr. Tran Huu Hoang from the Supervisory Board and the election of an additional member of the Supervisory Board (term 2022 - 2026) as a replacement;
3. Approve the candidate list to elect an additional member of the Company's Board of Directors (term 2022 - 2026) as Mr. Tran Huu Hoang;
4. Approve the candidate list to elect an additional member of the Company's Supervisory Board (term 2022 - 2026) as Ms. Le Cao Thuy Linh;
5. Approve the election results for an additional member of the Board of Directors and a member of the Supervisory Board of the Company (term 2022 - 2026), as follows:

Based on the voting results and the election regulations approved by the General Meeting of Shareholders, the following individuals have been elected as additional members to the Board of Directors and the Supervisory Board of the Company (term 2022 - 2026), as follows: Mr. Tran Huu Hoang - Member of the Company's Board of Directors and Ms. Le Cao Thuy Linh - Member of the Company's Supervisory Board;6 Terms of enforcement: This General Mandate was approved in full at the Extraordinary General Meeting of Shareholders in 2023 and took effect on October 26, 2023. |

1. The 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 Vinh Hoa | Chair of the Board of Directors | April 15, 2022 |  |
| 2 | Mr. Dang Quang Hoan | Member of the Board of Directors | April 15, 2022 | October 26, 2023 |
| 3 | Mr. Luong The Long | Member of the Board of Directors-cum-General Manager | April 15, 2022 |  |
| 4 | Mr. Tran Huu Hoang | Member of the Board of Directors | October 26, 2023 |  |

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

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Resolution/Decision No. | Date | Content |
| 1 | 02/2023/NQ-DTTS-HDQT | January 05, 2023 | Agree on recording the production and business operation results for the year 2022 of the Company. After obtaining the official audited results, the Company's Executive Board shall base on the actual situation to develop the production and business operation plan for the year 2023 for the Board of Directors to review in preparation for the Annual General Meeting of Shareholders in 2023, which includes considering the construction of profit targets with growth compared to the achievement in 2022. |
| 2 | 05/2023/NQ-DTTS-HDQT | February 24, 2023 | Approve on recording the list of shareholders of the Company to exercise the rights to attend the Annual General Meeting of Shareholders 2023Assign the General Manager of the Company to direct the specialized departments to complete the procedures for recording the list of shareholders, and send a notice to the Vietnam Securities Depository about recording the list of shareholders in accordance with the provisions of Law and the Company's Charter (expected on February 24, 2023) and prepare documents to hold the Annual General Meeting of Shareholders in 2022 (the term of 2022 - 2023) on the date of submission to the Board of Directors for consideration and approval. |
| 3 | 08/2023/NQ-DTTS-HDQT | March 28, 2023 | * Approve the time and venue of the Annual General Meeting of Shareholders 2023 of the Company
* Approve the contents of the Report Draft on the activities of the Board of Directors at the Annual General Meeting of Shareholders 2023 for submitting to the Meeting.
* Approve the contents of the Proposal Draft on approving the Company’s Audited Financial Statement 2022 for submitting to the Annual General Meeting of Shareholders 2023.
* Approve the content of the Draft Proposal on the Remuneration Report for the Board of Directors and Supervisory Board in 2022 and the remuneration payment plan for the Board of Directors and Supervisory Board in 2023 to be presented at the Annual General Meeting of Shareholders in 2023.
* Approve the content of the Draft Proposal on the approval of the profit distribution plan for 2022 to be presented at the Annual General Meeting of Shareholders in 2023.
* Approve the content of the Draft Proposal on the approval of certain production and business operation plan indicators for 2023 to be presented at the Annual General Meeting of Shareholders in 2023.
* Assign the Company's General Manager to direct the Functional Departments to draft and send meeting documents to shareholders within the prescribed time, disclose information and implement necessary tasks to prepare for organizing the Company's Annual General Meeting of Shareholders in 2023 in accordance with legal regulations.
 |
| 4 | 19/2023/NQ-DTTS-HDQT | July 12, 2023 | Approve the suspension of production of joss paper for export and the plan to address labor issues at the Paper Workshop as per Proposal No. 94/2023/TTr-DTTS dated July 4, 2023, of the Company's General Manager.* Assign the Company's General Manager to resolve the regime for employees who submit resignation requests in accordance with legal regulations, ensuring the legitimate rights of employees.
* Assign the Company's General Manager to organize the management of machinery and equipment of the paper workshop during the suspension period and actively seek customers to rent the workshop and equipment, ensuring the efficiency of the Company's production and business operations.
 |
| 5 | 23/2023/NQ-DTTS-HDQT | July 28, 2023 | * Approve the report on the production and business operation situation for the first 6 months of 2023 and the direction for carrying out production and business activities in the last 6 months of 2023;
* Approve the production and business results in the first 06 months of 2023
 |
| 6 | 26/2023/NQ-DTTS-HDQT | August 14, 2023 | * Approve the resignation of the Company's General Manager and the termination of the Labor Contract with Mr. Dang Quang Hoan according to the Labor Contract.
* Approve the dismissal of Mr. Dang Quang Hoan from the position of the Company's General Manager in accordance with the Company's Charter, effective from August 14, 2023. ’
* Assignthe Company's Executive Board to carry out the handover and resolve the labor regime for Mr. Dang Quang Hoan in accordance with legal regulations.
* Approve the temporary appointment of Mr. Luong The Long - Deputy General Manager of the Company, to hold the position of General Manager of the Company and the Legal Representative of the Company from August 14, 2023, with the appointment term in accordance with the Company's Charter.
* Approve the temporary appointment of Mr. Vu Hong Tiong - Head of the General Business Department of the Company to hold the position of Deputy General Manager of the Company, from August 14, 2023, with the appointment term in accordance with the Company's Charter.
* Authorization for the Chair of the Board of Directors of the Company to sign the Decision to dismiss the position of the Company's General Manager and terminate the Labor Contract with Mr. Dang Quang Hoan, and the Decisions to appoint the position of the Company's General Manager, Deputy General Manager for Mr. Luong The Long and Mr. Vu Hong Truong in accordance with legal regulations and the current regulations of the Company.
 |
| 7 | 27/2023/QD-DTTS-HDQT | August 14, 2023 | Decision on the dismissal of the General Manager position and termination of the labor contract with Mr. Dang Quang Hoan. |
| 8 | 28/2023/QD-DTTS-HDQT | August 14, 2023 | Decision on the appointment of the Company's General Manager. |
| 9 | 29/2023/QD-DTTS-HDQT | August 14, 2023 | Decision on the appointment of the Company's Deputy General Manager. |
| 10 | 30/2023/QD-DTTS-HDQT | August 14, 2023 | Decision on approving the salary cap for the Company's managers. |
| 11 | 37/2023/NQ-DTTS-HDQT | September 08, 2023 | * Approve the time and venue for the Company's Extraordinary General Meeting of Shareholders in 2023.
* Approve the content of the Draft Proposal on the acceptance of resignation from the Company's Board of Directors member Mr. Dang Quang Hoan and the election of an additional member of the Board of Directors (term 2022 - 2026) as a replacement to be presented at the Extraordinary General Meeting of Shareholders in 2023.
* Approve the content of the Draft Proposal on the acceptance of resignation from the Company's member of the Supervisory Board Mr. Tran Huu Hoang and the election of an additional member of the Supervisory Board (term 2022 - 2026) as a replacement to be presented at the Extraordinary General Meeting of Shareholders in 2023.
* Assign the Company's General Manager to direct the Functional Departments to draft and send meeting documents to shareholders within the prescribed time, disclose information, and carry out the necessary tasks to prepare for organizing the Company's Extraordinary General Meeting of Shareholders in 2023 in accordance with legal regulations.
 |
| 12 | 46/2023/NQ-DTTS-HDQT | October 26, 2023 | * Approve the Report on the production and business operation situation for Q3/2023 and the anticipated plan for Q4/2023.
* Approve the Financial Statements for Q3/2023.
* Approve the selection of ECOVIS AFA Vietnam Co., Ltd., for the audit of the Company's Financial Statements for the year 2023 as recommended by
 |

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Mr. Tran Huu Hoang | Chief | Dismissed from the position of Chief of the Supervisory Board from October 26, 2023 | Bachelor |
| 2 | Mr. Luu Manh Cuong | Chief | Appointed as the Chief of the Supervisory Board from October 26, 2023 | Bachelor |
| 3 | Mr. Tran Cong Toai | Member | Appointed as member of the Supervisory Board from April 15, 2022 | Bachelor |
| 4 | Ms. Le Cao Thuy Linh | Member | Appointed as member of the Supervisory Board from October 26, 2023 | Bachelor |

1. The Board of Management

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Board of Management | Date of birth | Qualification | Date of appointment/dismissal as Members of the Board of Management |
| 1 | Mr. Dang Quang Hoan -General Manager | November 05, 1965 | Bachelor | Appointed as General Manager from December 23, 2014, resigned on August 14, 2023 |
| 2 | Mr. Luong The Long - General Manager | August 22, 1978 | Engineer | Appointed as General Manager from August 14, 2023 to present |
| 3 | Mr. Vu Hong Truong - Deputy General Manager | December 06, 1971 | Bachelor | Appointed as Deputy General Manager from August 14, 2023, to present |

1. The Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment /dismissal |
| Ms. Ngo Thi Thu Ha - Chief Accountant | October 22, 1987 | Bachelor | Appointed as the Chief Accountant from June 15, 2016 to present |

1. Training on corporate governance
2. List of affiliated person of the Company and transactions between the affiliated person 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, affiliated persons of PDMR: None.
4. Transactions between Company’s PDMR, affiliated persons of Company’s PDMR and subsidiaries, companies controlled by the Company None.
5. Transactions between the Company and other entities
	1. Transactions between the Company and companies where 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 Manager (General Manager) for the past three (03) years (as at the time of reporting): None.
	2. Transactions between Company and companies in which 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): None.
	3. Other transactions of the Company (if any) which can bring material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, the General Manager and other managers: None.
6. Share transactions of PDMR and affiliated persons of PDMR
7. Company’s share transactions of PDMR and affiliated persons: None.
8. Other significant issues:

None.