**NBE: Annual Corporate Governance Report 2023**

On January 29, 2024, North Book and Educational equipment Joint Stock Company announced Report No. 21A/BC-STBMB on corporate governance 2023 as follows:

* Name of Company: North Book and Educational equipment Joint Stock Company
* Transaction address: No. 24 + 25 LK 11 Van Khe Urban Area, Ha Dong, Hanoi.
* Address according to business registration: No. 187B Giang Vo, Cat Linh Ward, Dong Da District, Hanoi City, Vietnam.
* Tel: 024.35121933 Fax: 024.35123581 Email: [ketoan.stbmb@gmail.com](mailto:ketoan.stbmb@gmail.com)
* Charter capital: VND 50,000,000,000
* Securities code: NBE
* 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):

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Contents |
| 1 | 05/NQ-DHDCD | April 21, 2023 | Annual General Mandate 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 (independent member, non-executive member of the Board of Directors) | Date of appointment/dismissal as member/independent member of the Board of Directors | |
| Date of appointment | Date of dismissal |
| 1 | Ha Sy Chuan | Independent | April 07, 2021 |  |
| 2 | Duong Dinh Tho | Executive | May 28, 2020 |  |
| 3 | Pham Xuan Thuong | Independent | April 07, 2021 |  |
| 4 | Bui Thi Thu Lan | Executive |  | April 21, 2023 |
| 5 | Nguyen Chau Giang | Executive |  | April 21, 2023 |
| 6 | Duong Xuan Moc | Executive | April 21, 2023 |  |
| 7 | Ngo Phuong Anh | Executive | April 21, 2023 |  |

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

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Resolution No. | Date | Contents |
| 1 | 01/NQ-HDQT | January 16, 2023 | Approve Ms. Bui Thi Thu Lan's resignation from the position of Deputy General Manager |
| 2 | 02/NQ-HDQT | January 16, 2023 | Approve Mr. Duong Xuan Moc's resignation from the position of Chief Accountant and appointment to the position of Deputy General Manager |
| 3 | 03/NQ-HDQT | January 16, 2023 | Approve the appointment of Ms. Bui Thi Thu to the position of Person in charge of accounting |
| 4 | 04/NQ/HDQT | January 16, 2023 | Approve the appointment of Mr. Duong Xuan Moc as the information publisher to replace Ms. Bui Thi Thu Lan |
| 5 | 05/NQ-HDQT | March 01, 2023 | Approve the organization of the Annual General Meeting of Shareholders 2023 and Dividend prepayment of 2022 in cash |
| 6 | 06/NQ-HDQT | March 24, 2023 | Approve the contents, reports, and proposals for opinions from the General Meeting of Shareholders 2023 |
| 7 | 08/NQ-HDQT | May 22, 2023 | Approve the personnel policy |
| 8 | 09/NQ-HDQT | May 22, 2023 | Approve the policy on production and business |
| 9 | 10/NQ-HDQT | June 12, 2023 | Approve the appointment of Person in charge of accounting |
| 10 | 11/NQ-HDQT | July 20, 2023 | Approve the selection of an audit company for the Financial Statements 2023 |
| 11 | 12/NQ-HDQT | July 20, 2023 | Approving the policy on procuring and repairing assets and office space |
| 12 | 13/NQ-HDQT | September 20, 2023. | Approve the policy on production and business |
| 13 | 14/NQ-HDQT | September 20, 2023. | Approve the salary unit price 2023 |
| 14 | 15/NQ-HDQT | September 20, 2023. | Approve the policy on procuring assets for production and business purposes |
| 15 | 16/NQ-HDQT | November 22, 2023 | Approve policies on organization and personnel |
| 16 | 17/NQ-HDQT | November 22, 2023 | Approve the policy on appointing an Acting Chief Accountant |

1. The 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 | Nguyen Thi Thu Huyen | Chief | May 28, 2020 | Accountant |
| 2 | Le Thu Huong | Member | May 28, 2020 | Accountant |
| 3 | Le Hong Phuong | Member | May 28, 2020 | Accountant |

1. The Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal |
| 1 | Duong Dinh Tho | April 18, 1971 | Bachelor of Economics | Appointed as General Manager on October 26, 2020 |
| 2 | Bui Thi Thu Lan | October 26, 1979 | Master of Economics | Dismissed on  January 16, 2023 |
| 3 | Ngo Phuong Anh | April 27, 1992 | Master of Economics | Appointed as Deputy General Manager on October 26, 2021 |
| 4 | Duong Xuan Moc | November 21, 1977 | Bachelor of Economics | Appointed as Deputy General Manager on January 16, 2023 |

1. The Chief Accountant/Person in charge of accounting:
2. The Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Duong Xuan Moc | November 21, 1977 | Bachelor of Economics | Dismissed on January 16, 2023 |

1. The Person in charge of accounting

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Bui Thi Thu | May 20, 1989 | Bachelor of Economics | Appointed on January 16, 2023 |
| Bui Thi Thu | May 20, 1989 | Bachelor of Economics | Dismissed on  June 19, 2023 |
| Doan Thi Phuong | July 02, 1972 | Bachelor of Economics | Appointed on  June 19, 2023 |

1. Training on corporate governance:
2. List of affiliated persons of the public company (Annual Report 2023) and transactions between affiliated persons of the Company and 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.

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| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | NSH No.\*,  date of issue, place of issue of NSH | Head office address/  Contact address | Time of transaction | General Mandate/Decision of the General Meeting of Shareholder No. or Board Resolution/Decision No. (including date of promulgation, if any) | Content, quantity, total value of transaction | Note |
| 1 | Vietnam Education Publishing House Limited Company | Major shareholder | 0100108543 | No. 81 Tran Hung Dao, Hoan Kiem, Hanoi | 2023 |  | Purchasing textbooks |  |
| 2 | CTCP Sách -TBTH Yên Bái (Tentatively translated as Yen Bai Books & School Equipment JSC) | Affiliated person of PDMR | 5200216615 | No. 440  Dien Bien Street, Yen Ninh Ward, Yen Bai City | 2023 |  | Purchasing and selling books |  |

1. Transactions between PDMR of the Company, affiliated persons of PDMR and subsidiaries, companies controlled by the Company: None.
2. Transactions between the Company and other entities:
   1. Transactions between the Company and companies in which 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 years (calculated at the time of reporting):

Transaction of textbooks, reference books and educational products with Dienbien Books And Edcation Equipments Joint Stock Company, Yen Bai Books & School Equipment JSC.

* 1. Transactions between the Company and companies in which affiliated persons 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.
  2. 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 Manager (General Manager) and other managers: None.

1. Share transactions of PDMR and affiliated persons of PDMR (Annual Report 2023)
2. Company’s shares transactions of PDMR and affiliated persons: None.
3. Other significant issues: None.