**TA3: Annual Corporate Governance Report 2023**

On January 10, 2024, 386 Thanh An Construction and Investment Joint Stock Company announced Report No. 01/BC-CTCP on corporate governance 2023 as follows:

* Company name: 386 Thanh An Construction and Investment Joint Stock Company
* Head office address: No. 116, Vu Xuan Thieu Street, Phuc Loi Ward, Long Bien District, Hanoi City.
* Phone: 024.38753627 Fax: 024.38753996 Email:
* Charter capital: VND 23,099,080,000
* Securities code: TA3
* Corporate governance model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the Board of Managers.
* Internal audit execution:

1. Activities of the General Meeting of Shareholders

Information about the meetings and General Mandates/Decisions of the General Meeting of Shareholders:

* The Annual General Meeting of Shareholders 2023 was organized on April 28, 2023 with a total number of shareholders attending and authorized to attend the Meeting being 44 shareholders, representing 1,648,302 voting shares, accounting for 71.36% of the total number of voting shares.
* The Extraordinary General Meeting of Shareholders 2023 was organized on October 10, 2023 with the total number of shareholders attending and authorized to attend the Meeting being 21 shareholders representing 1,909,571 voting shares, accounting for 82.67% of the total number of voting shares.

General Mandates/Decisions of the General Meeting of Shareholders:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | 22/NQ-DHDCD | April 28, 2023 | Annual General Mandate 2023 approves:   * Report No. 12/BC-HDQT dated April 06, 2023 of the Board of Directors, the Executive Board for the year 2022 and the Plan for 2023 * Report No. 02/BC-BKS dated April 12, 2022 of the Supervisory Board on its activities. * Audited Financial Statements 2022 of the Company * Production and business results and profit distribution for 2022 * Plan on production and business and profit distribution for 2023 * Remuneration of the Board of Directors, the Supervisory Board, person in charge of governance-cum-Company’s Secretariat in 2022 and Remuneration Plan for the Board of Directors, the Supervisory Board, and person in charge of corporate governance in 2023 * Authorize the Board of Directors to select an audit company to audit the Financial Statements 2023 * Results of production and business targets for the 2018 - 2023 term and planned targets for the 2023 - 2028 term * Election results of the members of the Board of Directors and the Supervisory Board for the 2023-2028 term |
| 2 | 61/NQ-DHDCD | October 10, 2023 | Extraordinary General Mandate 2023 approves:   * Dismissal of Ms. Nguyen Thi Hong Van as a member of the Board of Directors for the 2023-2028 term * Results of additional election of members of the Board of Directors for the 2023-2028 term for Ms. Tran Thi Thanh Phuong; |

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. Do Quang Thiep | Chair of the Board of Directors | April 28, 2023 |  |
| 2 | Mr. Trinh Viet Cuong | Member of the Board of Directors | April 28, 2023 |  |
| 3 | Mr. Nguyen Dinh Hien | Member of the Board of Directors | April 28, 2023 |  |
| 4 | Mr. Pham Tien Long | Member of the Board of Directors | April 28, 2023 |  |
| 5 | Ms. Tran Thi Thanh Phuong | Member of the Board of Directors | October 10, 2023 |  |
| 6 | Mr. Nguyen Duc Hong | Member of the Board of Directors |  | April 28, 2023 |
| 7 | Mr. Nguyen Xuan Thai | Member of the Board of Directors |  | April 28, 2023 |
| 8 | Mr. Vu Kien Cuong | Member of the Board of Directors |  | April 28, 2023 |
| 9 | Ms. Nguyen Thi Hong Van | Member of the Board of Directors |  | October 10, 2023 |

1. Board Resolutions/Decisions in 2023

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Resolution/Decision No. | Date | Content |
| I | Board Resolution |  |  |
| 1 | 04/NQ-HDQT | January 11, 2023 | Resolution on approving the Work Performance Report in 2022 and plan for 2023, Corporate Governance, and plan for the Annual General Meeting of Shareholders 2023 |
| 2 | 09/NQ-HDQT | March 20, 2023 | Resolution on approving the construction of warehouses and workshops for repairing automobiles and motorbike equipment |
| 3 | 10/NQ-HDQT | April 03, 2023 | Resolution on approving Report No. 80/BC-CTCP dated March 24, 2023 on the production and business results for Q1/2023 and plan for Q2/2023; Draft report on activities of the Board of Directors and the Executive Board to submit to the Annual General Meeting of Shareholders 2023 |
| 4 | 15/NQ-HDQT | April 14, 2023 | Resolution on the resignation of the Company Deputy Manager - Mr. Nguyen Xuan Thai and the appointment of Mr. Trinh Viet Cuong to replace. |
| 5 | 24/NQ-HDQT | April 28, 2023 | Resolution on electing the Chair of the Board of Directors for the 2023-2028 term |
| 6 | 27/QD-HDQT | May 08, 2023 | Resolution on the resignation of the Company Manager - Senior Colonel Nguyen Duc Hong and the appointment of Mr. Trinh Viet Cuong as the Manager |
| 7 | 32/NQ-HDQT | June 30, 2023 | Resolution on approving Report No. 268/BC-CTCP dated June 22, 2023 on the production and business results of the first 6 months of 2023 |
| 8 | 38/NQ-HDQT | August 11, 2023 | Resolution on the line of credit at Military Commercial Joint Stock Bank |
| 9 | 41/NQ-HDQT | August 21, 2023 | * Resolution on proposing to the General Meeting of Shareholders the resignation letter of Ms. Nguyen Thi Hong Van. * Resolution on announcing the time, location, content, agenda, and requirements for attending the Extraordinary General Meeting of Shareholders 2023 |
| 10 | 46/NQ-HDQT | September 11, 2023 | Resolution on approving Proposal No. 412/TTr-CTCP dated September 05, 2023 on making credit contract 2023 with MB Bank |
| 11 | 57/NQ-HDQT | October 4, 2023 | * Resolution on approving Proposal No. 439/BC-CTCP dated September 30, 2023 on the production and business results for Q3/2023, production and business directions for Q4/2023 * Resolution on approving the Company's policy of organizing construction implementation and directly accounting for package XL 01 - Warehouse KT887 - Military Engineering Department |
| 12 | 60/NQ-HDQT | October 09, 2023 | Resolution on authorizing to preside over the Extraordinary General Meeting of Shareholders 2023 |
| 13 | 62/NQ-HDQT | October 11, 2023 | Resolution on the dividend payment in cash in 2022 |
| 14 | 65/NQ-HDQT | October 28, 2023 | Resolution on approving Proposal No. 483/TTr-CT on suing Investment and Construction Joint Stock Company No.4, Proposal No. 484/TTr- CTCP on renovating and upgrading the garage, Proposal No. 485/TTr-KHKT on renovating and upgrading the auxiliary warehouses in Trung Gia, Soc Son, Hanoi |
| 15 | 69/NQ-HDQT | December 15, 2023 | Resolution on approving Proposal No. 569/TTr-TC dated December 05, 2023 on selecting an auditi company, Proposal No. 590/TTr-TC dated December 14, 2023 on handling loan interest for projects with financial backlog |
| II | Decision |  |  |
| 1 | 06/QD-HDQT | March 02, 2023 | Decision on convening the Annual General Meeting of Shareholders 2023 |
| 2 | 10/QD-HDQT | April 06, 2023 | Decision on establishing the Organizing Committee of the Annual General Meeting of Shareholders 2023 |
| 3 | 11/QD-HDQT | April 06, 2023 | Decision on establishing the Shareholder's Eligibility Verification Committee of the Annual General Meeting of Shareholders 2023 |
| 4 | 16/QD-HDQT | April 15, 2023 | Decision on the resignation as the Deputy Manager of the Company for Colonel Nguyen Xuan Thai |
| 5 | 17/QD-HDQT | April 15, 2023 | Decision on appointing Colonel Trinh Viet Cuong as the Deputy Manager of the Company |
| 7 | 28/QD-HDQT | May 05, 2023 | Decision on resignation as the Company Manager for Senior Colonel Nguyen Duc Hong |
| 8 | 29/QD-HDQT | May 05, 2023 | Decision on appointing Colonel Trinh Viet Cuong as the Company Manager |
| 9 | 34/QD-HDQT | July 14, 2023 | Decision on the resignation as the Deputy Manager of the Company for Lieutenant Colonel Nguyen Van Thang |
| 10 | 42/QD-HDQT | August 21, 2023 | Decision on convening the Extraordinary General Meeting of Shareholders 2023 |
| 11 | 49/QD-HDQT | September 30, 2023 | Decision on the resignation from the position of the Chief Accountant and Head of Finance Department for Ms. Nguyen Thi Hong Van |
| 12 | 50/QD-HDQT | September 30, 2023 | Decision on the appointment of Mr. Nguyen Huu Pha as the Chief Accountant and Head of the Finance Department of the Company |
| 13 | 51/QD-HDQT | October 02, 2023 | Decision on establishing the Organizing Committee of the Extraordinary General Meeting of Shareholders 2023 |
| 14 | 52/QD-HDQT | October 02, 2023 | Decision on establishing the Shareholder's Eligibility Verification Committee at the Extraordinary General Meeting of Shareholders 2023 |
| 15 | 66/QD-HDQT | October 28, 2023 | Decision on approving the plan to renovate and upgrade the garage and construction equipment |

1. The Supervisory Board: In 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 | Mr. Nguyen Dinh Tien | Chief of the Supervisory Board | April 28, 2023 | Bachelor of Accounting |
| 2 | Mr. Bui Huynh Hiep | Member of the Supervisory Board | April 28, 2023 | Construction Engineer |
| 3 | Ms. Nguyen Bich Hong | Member of the Supervisory Board | April 28, 2023 | Accounting College |
| 4 | Mr. Nguyen Huu Pha | Chief of the Supervisory Board | April 28, 2023  Dismissed from the Supervisory Board | Bachelor of Accounting |
| 5 | Ms. Tran Thi Kim Ngan | Member of the Supervisory Board | April 28, 2023  Dismissed from the Supervisory Board | Bachelor of Accounting |
| 6 | Ms. Luong Thi Kim Tuyet | Member of the Supervisory Board | April 28, 2023  Dismissed from the Supervisory Board | Bachelor of Accounting |

1. The Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Mr. Trinh Viet Cuong | November 18, 1973 | Master of Business Administration, Construction Engineer | May 10, 2023 |
| 2 | Mr. Nguyen Duc Hong | December 31, 1970 | Mining Engineer, Bachelor in Economics | Dismissed  May 10, 2023 |
| 3 | Mr. Nguyen Xuan Thai | October 23, 1970 | Master of Construction Management | Dismissed  April 14, 2023 |
| 4 | Mr. Nguyen Van Thang | January 14, 1972 | Construction Economics Engineer | Dismissed  July 14, 2023 |

1. Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Mr. Nguyen Huu Pha | July 16, 1978 | Bachelor of Accounting | October 01, 2023 |
| Ms. Nguyen Thi Hong Van | October 20, 1978 | Bachelor of Finance | Dismissed  October 01, 2023 |

1. Training on corporate governance
2. List of affiliated persons of the public company (report of 2023) and transactions between the affiliated persons of the Company with the Corporation 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 PDMR, affiliated persons of PDMR and subsidiaries, companies under the Company’s control: None.
5. Transactions between the Company and other entities: None.
   1. Transactions between the Company and the companies where the members of the Board of Directors, members of the Supervisory Board, the Manager or other managers have been founding members, or members of the Board of Directors or its Executive Manager for the past three (03) years (as at the time of reporting): None.
   2. Transactions between the Company and the companies where the affiliated persons of its members of the Board of Directors, the Supervisory Board, the Manager or other managers are members of the Board of Directors, or the Executive Manager: None.
   3. Other transactions of the Company (if any) that can bring material or non-material benefits to the members of the Board of Directors, members of the Supervisory Board, the Manager and other managers: None.
6. Share transactions of PDMR and affiliated persons of PDMR: In 2023
7. Company’s share transactions of PDMR and affiliated persons: None.
8. Other significant issues: None