**HFB: Annual Corporate Governance Report 2023**

On January 11, 2024, Ho Chi Minh City Ferry Bridge Construction Joint Stock Company announced Report No. 03/BC-CTCP-HDQT on corporate governance in 2023 as follows:

* Name of Company: Ho Chi Minh City Ferry Bridge Construction Joint Stock Company
* Head office address: No. 451/10 To Hien Thanh Street, Ward 14, District 10, Ho Chi Minh City
* Tel: 02838533496 Email: [hfbc.jsc@gmail.com](mailto:hfbc.jsc@gmail.com)
* Charter capital: VND 91,000,000,000
* Securities code: HFB
* Corporate governance model: The General Meeting, Board of Directors, Supervisory Board and Executive Board in charge of functional departments and the related enterprises.
* Internal audit: Implemented

1. Activities of the General Meeting:

Information about the meetings and General Mandates/Decisions of the General Meeting (including General Mandates approved by collecting shareholders' ballots):

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| --- | --- | --- | --- |
| No. | General Mandate/Decision No. | Date | Content |
| 01 | General Mandate No. 35/NQ-CTCP-DHDCD | April 26, 2023 | General Mandate 2023 |

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

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| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment/dismissal as member of the Board of Directors | |
| Appointment date | Dismissal date |
| 01 | Tran Minh Trung | Chair of the Board of Directors | April 26, 2021 |  |
| 02 | Le Huu Chau | Member of the Board of Directors, Managing Director | April 26, 2021 |  |
| 03 | Nguyen Thi Quynh Anh | Member of the Board of Directors |  | April 26, 2023 |
| 04 | Ta Thi Hong Tam | Member of the Board of Directors | April 26, 2021 |  |
| 05 | Nguyen Quang Huy | Member of the Board of Directors, Deputy Managing Director | April 26, 2021 |  |
| 06 | Nguyen Thanh Hai | Member of the Board of Directors | April 26, 2023 |  |

Ms. Nguyen Thi Quynh Anh was dismissed from the position of member of the Board of Directors by the Annual General Meeting 2023 and Mr. Nguyen Thanh Hai was elected as an additional member according to Resolution No. 122/NQ-HDTV, dated March 13, 2023 of the Board of Members and Official Dispatch No. 370/DTTC-TCNS, dated March 20, 2023 of the Ho Chi Minh City Finance and Investment State-Owned Company.

1. Resolutions/Decisions of the Board of Directors

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| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision | Date | Contents |
| 01 | Resolution No. 05/NQ-CTCP-HDQT | January 6, 2023 | Organize the General Meeting 2023 |
| 02 | Resolution No. 06/NQ-CTCP-HDQT | January 6, 2023 | Approve the production and business plan and expected expense for 2023 |
| 03 | Resolution No. 10/NQ-CTCP-HDQT | January 11, 2023 | Approve the actual remuneration and 13th month salary for the Board of Directors, the Supervisory Board, the Executive Board, and Person in charge of corporate governance in 2022 |
| 04 | Decision No. 13/QD-CTCP-HDQT | January 18, 2023 | Approve the settlement of the machinery and equipment investment project to serve the activities of public products and service provision |
| 05 | Resolution No. 28/NQ-CTCP-HDQT | April 03, 2023 | Meeting session of the Board of Directors in April |
| 06 | Resolution No. 29/NQ-CTCP-HDQT | April 04, 2023 | Approve the documents submitted to the General Meeting 2023 |
| 07 | Resolution No. 35/NQ-CTCP-HDQT | April 26, 2023 | The Annual General Meeting 2023 |
| 08 | Decision No. 36/QD-CTCP-HDQT | April 26, 2023 | Promulgate HFBC Company’s Charter |
| 09 | Decision No. 39/QD-CTCP-HDQT | April 28, 2023 | Divestment of HFBC at Ferry Bridge Work Construction Investment Company Limited |
| 10 | Resolution No. 42/NQ-CTCP-HDQT | May 18, 2023 | Dividend payment in cash to shareholders in 2022 |
| 11 | Resolution No. 43/NQ-CTCP-HDQT | May 18, 2023 | Approve the planned expenses for welfare and bonus fund in 2023 for Employees |
| 12 | Resolution No. 46/NQ-CTCP-HDQT | June 05, 2023 | Meeting session of the Board of Directors in June |
| 13 | Decision No. 47/QD-CTCP-HDQT | June 05, 2023 | Approve the asset liquidation list |
| 14 | Decision No. 48/QD-CTCP-HDQT | June 05, 2023 | Approve the machinery and equipment investment items in 2023 |
| 15 | Decision No. 49/QD-CTCP-HDQT | June 05, 2023 | Promulgate the Regulation on production and business |
| 16 | Decision No. 50/QD-CTCP-HDQT | June 05, 2023 | Assign tasks to the members of the Board of Directors |
| 17 | Resolution No. 55/NQ-CTCP-HDQT | June 23, 2023 | Approve the divestment plan (capital transfer) at Ferry Bridge Work Construction Investment Company Limited |
| 18 | Resolution No. 59/NQ-CTCP-HDQT | July 13, 2023 | Dismiss the capital representative of the Company at Ferry Bridge Work Construction Investment Company Limited |
| 19 | Decision No. 60/NQ-CTCP-HDQT | July 13, 2023 | Dismiss Ms. Ta Thi Hong Tam as the capital representative of the Company at Ferry Bridge Work Construction Investment Company Limited |
| 20 | Decision No. 61/NQ-CTCP-HDQT | July 13, 2023 | Dismiss Mr. Nguyen Trong Ngon as the capital representative of the Company at Ferry Bridge Work Construction Investment Company Limited |
| 21 | Resolution No. 66/NQ-CTCP-HDQT | July 27, 2023 | Meeting session of the Board of Directors in July |
| 22 | Resolution No. 68/NQ-CTCP-HDQT | July 27, 2023 | Assign the Managing Director to sign credit contracts with Joint Stock Commercial Bank for Investment and Development of Vietnam (BIDV) |
| 23 | Resolution No. 73/NQ-CTCP-HDQT | November 17, 2023 | Meeting session of the Board of Directors in November |
| 24 | Resolution No. 75/NQ-CTCP-HDQT | November 17, 2023 | Assign the Managing Director to sign credit contracts with Military Commercial Joint Stock Bank (MB) |
| 25 | Resolution No. 756/NQ-CTCP-HDQT | November 17, 2023 | Select an audit company to audit the Financial Statements 2023 |
| 26 | Decision No. 77/NQ-CTCP-HDQT | November 17, 2023 | Promulgate the regulations on recruitment and training of employees. |

1. Supervisory Board.

1. Information about the members of the Supervisory Board

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| --- | --- | --- | --- | --- |
| No. | Member of Supervisory Board | Position | Date of appointment as member of the Supervisory Board | Qualification |
| 1 | Le Manh Thu | Chief of the Supervisory Board | April 26, 2021 | Bachelor in Economics |
| 2 | Tran Thai Phuong | Member of the Supervisory Board | April 26, 2021 | Master and Bachelor in Economics |
| 3 | Trinh Le Quang Vinh | Member of the Supervisory Board | April 26, 2021 | Bridge-road Construction Engineer |

1. The Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as Member of the Executive Board |
| 01 | Le Huu Chau  (Managing Director) | June 16, 1965 | * Bachelor in Finance and Accounting. Bachelor in Laws * Bridge-road Construction Engineer | April 26, 2021 |
| 02 | Vu Tien Dat  (Deputy Managing Director) | November 08, 1967 | * Master of Engineering * Construction Engineer | May 12, 2021 |
| 03 | Pham Ngoc Thanh  (Deputy Managing Director) | September 06, 1963 | Construction Engineer | May 12, 2021 |
| 04 | Nguyen Quang Huy  (Deputy Managing Director) | April 03, 1977 | Tunnels and Bridges Construction Engineer | December 01, 2022 |

1. Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Appointment date |
| Le Nga Phuong | November 13, 1971 | Bachelor in Economics | May 12, 2021 |

1. Training on corporate governance
2. List of related persons of the public Company 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 major shareholders, PDMR, related persons of PDMR. (None)
4. Transactions between the Company’s PDMR, related persons of PDMR and subsidiaries, companies controlled by the Company. (None)
5. Transactions between the Company and other entities
   1. Transactions between the company and companies that members of the Board of Directors, members of the Supervisory Board, Executive Manager (Managing Director) and other managers who have been founding members or members of the Board of Directors and Executive Manager (Managing Director) for the last three (03) years (as of the date of reporting) (None)
   2. Transactions between the Company and companies where the related persons of members of the Board of Directors, members of the Supervisory Board, Executive Manager (Managing Director) and other managers who are members of the Board of Directors and Executive Manager (Managing Director) (None)
   3. Other transactions of the company (if any) that can bring material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, Executive Manager (Managing Director) and other managers (None)
6. Share transactions of PDMR and related persons of PDMR
7. Transaction of PDMR and related persons related to the Company’s shares.

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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 | | Reason for increase or decrease (buy, sell, convert, bonus, etc.) |
| Number of shares | Rate | Number of shares | Rate |  |
| 1 | Le Huu Chau (Member of the Board of Directors - Managing Director) |  | 793,000 | 8.71% | 885,800 | 9.73% | Additional share purchase |
| 2 | Nguyen Quang Huy (Member of the Board of Directors - Deputy Managing Director) |  | 54,600 | 0.06% | 77,200 | 0.85% | Additional share purchase |
| 3 | Pham Ngoc Thanh (the Deputy Managing Director) |  | 96,300 | 1.06% | 3,500 | 0.03% | Share transfer |

1. Other significant issues: None.