**UMC: Annual Corporate Governance Report 2023**

On January 12, 2024, Nam Dinh Urban Construction Management Joint Stock Company announced Report No. 01/BC-HDQT on the Corporate Governance in 2023, as follows:

* Name of Company: Nam Dinh Urban Construction Management Joint Stock Company
* Head office address: No. 89, Quang Trung Street, Quang Trung Ward, Nam Dinh City, Nam Dinh Province
* Tel: 02283 849 402
* Website: [www.congtrinhdothinamdinh.com.vn](http://www.congtrinhdothinamdinh.com.vn)
* Charter capital: VND 18,416,170,000
* Securities code: UMC
* Exchange: UPCOM
* Corporate governance model: The General Meeting, Board of Directors, Supervisory Board, and Executive Manager.
* Internal audit execution: Unimplemented.

1. Activities of the General Meeting:

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| --- | --- | --- | --- |
| No. | General Mandate No. | Date | Content |
| 1 | Annual General Mandate 2023 No. 04/2023/NQ-DHDCD | April 21, 2023 | 1. Approve the Report of the Board of Managers on the production and business activities in 2022 and the production and business plan for 2023. 2. Approve the Report on activities of the Board of Directors and the Supervisory Board in 2022. 3. Approve the Audited Financial Statements 2022 of the Company. 4. Approve the production and business results, the plan on profit distribution, the dividend payment of 2022, and the plan for 2023 5. Approve the salary and remuneration for the Board of Directors and the Supervisory Board in 2022 and the plan on the salary and remuneration for the Board of Directors and Supervisory Board in 2023. 6. Approve the proposal on criteria for selecting an audit company for the Financial Statements 2023 and the authorization of the Board of Directors to select an appropriate audit company; 7. The General Meeting approved authorizing the Board of Directors to implement this General Mandate, based on the objectives, tasks and plans approved by the Annual General Meeting 2023 of Nam Dinh Urban Construction Management Joint Stock Company, in accordance with the provisions of Law and the Company's Charter. 8. Terms and validity of enforcement. |

1. Activities of the 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/independent member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Do Minh Dung | Chair of the Board of Directors | November 1, 2018 | - |
| 2 | Pham Thai Son | Member of the Board of Directors-cum-Managing Director | April 21, 2018 | - |
| 3 | Le Chi Hien | Member of the Board of Directors-cum-Deputy Managing Director | April 21, 2018 | - |
| 4 | Pham Thi Hai Quynh | Member of Board of Directors-cum-Chief Accountant | August 2016 | - |
| 5 | Dinh Thi Hang | Non-executive member of the Board of Directors | April 24, 2021 | - |

1. Board Resolutions/Decisions:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Decision | Date | Contents |
| 1. | Board Resolution No 01/NQ-HDQT | January 31, 2023 | Approve the receipt and payment plan 2023 |
| 2. | Board Resolution No 02/NQ-HDQT | February 25, 2023 | 1. Approve the record date for the list of shareholders to attend the Annual General Meeting 2023 2. Approve the content of the Annual General Meeting 2023: |
| 3. | Board Resolution No. 03/NQ-HDQT | February 25, 2023 | Approve the starting price to auction for 7 liquidated cars |
| 4. | Annual General Mandate 2023 No. 04/2023/NQ-DHDCD | April 21, 2023 | Annual General Mandate 2023 |
| 5. | Board Resolution No. 05/NQ-HDQT | May 08, 2023 | Regarding the dividend payment in cash in round 2 of 2022 to shareholders. |
| 6. | Board Resolution No. 06/NQ-HDQT | July 03, 2023 | Approve the starting price to auction for 2 liquidated cars |

1. Supervisory Board:
   * + 1. Information about members of the Supervisory Board:

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| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment as member of the Supervisory Board | Qualification |
| 1 | Mr. Tran Viet Dung | Chief of the Supervisory Board | August 2016 | Bachelor in Accounting |
| 2 | Ms. Tran Thi Trung Hau | Supervisor | August 2016 | Bachelor in Finance and Banking |
| 3 | Ms. Nguyen Thu Hien | Supervisor | August 2016 | Bachelor in Accounting |

1. Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Mr. Pham Thai Son | September 13, 1979 | Irrigation Engineer | April 27, 2021 |
| 2 | Mr. Le Chi Hien | August 19, 1979 | Forestry Engineer | April 27, 2021 |

1. Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Appointment date: |
| Ms. Pham Thi Hai Quynh | July 31, 1987 | Master of Economic Administration | April 27, 2021 |

1. Training on corporate governance
2. List of related persons of the public company and transactions between related persons of the Company and the Company itself
3. Transactions between the Company and related persons of the Company; or between the Company and major shareholders, PDMR, or 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: None
   1. Transactions between the Company and companies that members of the Board of Directors, members of the Supervisory Board, Executive Manager and other managers who are founding members or members of the Board of Directors or the Executive Manager for the past three years (at the time of making the Report): None.
   2. Transactions between the Company and companies that related persons of members of the Board of Directors, Supervisory Board, Executive Manager or other managers who are members of the Board of Directors or Executive Manager: None
   3. 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, Executive Manager and other managers: None.
6. Share transactions of PDMR and related persons of PDMR
7. Transactions of PDMR and related persons for shares of the listed company: Appendix 04.
8. Other significant issues: None

Appendix 04: Company’s share transactions of PDMR and related persons

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| 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/decrease |
| Number of shares | Rate | Number of shares | Rate | Share transfer from shareholders |
| 1 | Do Minh Dung | PDMR | 37,600 | 2.04% | 44,300 | 2.4% |