**CTX: Annual Corporate Governance Report 2023**

On January 19, 2024, Vietnam Investment Construction and Trading Joint Stock Corporation announced the Report on the corporate governance situation in 2023, as follows:

* Name of company: Vietnam Investment Construction and Trading Joint Stock Corporation
* Head office address: 2nd Floor, HH2 Building, Duong Dinh Nghe Street, Yen Hoa Ward, Cau Giay District, Hanoi City.
* Tel: 024.6281.2000 Fax: 024.3782.0176 Email: info@ctx.vn
* Charter capital: VND 789,072,760,000
* Securities code: CTX
* Corporate governance model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager.
1. Activities of the General Meeting of Shareholders:

Information about meetings and General Mandate/Decisions of the General Meeting of Shareholders (including General Mandates are approved in the form of collecting shareholders' opinions via a ballot):

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | General Mandate No. 01/2023/NQ-CTX-DHDCD | July 28, 2023 | General Mandate 2023 |

Notes: The first Annual General Meeting of Shareholders 2023 held on June 30, 2023 is not eligible to proceed due to insufficient attendance rate according to the provisions of the Law on Enterprises.

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

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position (independent members of the Board of Directors, non-executive members of the Board of Directors) | Date of appointment/dismissal as member/independent member of the Board of Directors |
| Appointment date | Dismissal date |
| 1 | Mr. Phan Minh Tuan | Chair of the Board of Directors | April 20, 2012 |  |
| 2 | Mr. Nguyen Hung | Independent member of the Board of Directors | April 20, 2012 |  |
| 3 | Mr. Ly Quoc Hung | Member of the Board of Directors | February 02, 2016 |  |
| 4 | Mr. Tran Khanh | Independent member of the Board of Directors | February 02, 2016 |  |
| 5 | Ms. Chu Thi Hong Hanh | Independent member of the Board of Directors  | February 02, 2016 |  |

1. Board Resolutions/Board Decisions:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Board Resolutions/Board Decisions | Date | Content | Approval rate |
| 1 | Board Resolution No. 67/2023/NQ-CTX-HDQT | January 19, 2023 | Approve selecting CPA Vietnam Auditing Company Limited to audit the Financial Statements 2020 and 2021 | 3/5 |
| 2 | Board Resolution No. 68/2023/NQ-CTX-HDQT | March 29, 2023 | Approving extending the Annual General Meeting of Shareholders 2023 according to the provisions of the Law on Enterprises | 5/5 |
| 3 | Board Resolution No. 69/2023/NQ-CTX-HDQT | May 04, 2023 | Approve the plan on organizing the Annual General Meeting of Shareholders 2023 | 3/5 |
| 4 | Board Resolution No. 70/2023/NQ-CTX-HDQT | May 17, 2023 | Approve the draft content of the Annual General Meeting of Shareholders 2023  | 5/5 |
| 5 | Board Resolution No. 71/2023/NQ-CTX-HDQT | October 02, 2023 | Approve selecting CPA Vietnam Auditing Company Limited to audit the Financial Statements 2023 | 3/5 |
| 6 | Board Resolution No. 72/2023/NQ-CTX-HDQT | December 18, 2023 | * Approve using the Financial Statements audited by CPA Vietnam Auditing Company Limited to disclose information according to legal regulations. The Board of Directors is responsible for reporting to the nearest General Meeting of Shareholders.
* Continue trading CTX shares on UpCom market according to VSDC's notice.
 | 5/5 |
| 7 | Board Resolution No. 73/2023/NQ-CTX-HDQT | December 19, 2023 | Approve authorizing the Chair of the Board of Directors to decide the salary for the positions of the Deputy General Manager, the Chief Accountant and the Chief of the Supervisory Board | 5/5 |
| 8 | Board Resolution No. 74/2023/NQ-CTX-HDQT | December 29, 2023 | Approve dismissing Mr. Do Tuong Hai from the position of the Deputy General Manager of the Corporation | 5/5 |

1. The Supervisory Board
2. Information about the 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. Ly Van Kha | Chief of the Supervisory Board | April 20, 2012 | Bachelor of Finance and Accounting |
| 2 | Mr. Tran Anh Tu | Member of the Supervisory Board | February 02, 2016 | Construction Engineer |
| 3 | Mr. Nguyen Toan Thang | Member of the Supervisory Board | February 02, 2016 | Bachelor of Economics |

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. Phan Minh Tuan | February 20, 1973 | Master of Business Administration | Appoint date: March 04, 2016 |
| 2 | Mr. Ly Quoc Hung | September 22, 1973 | Construction Engineer | Appoint date: December 22, 2015 |
| 3 | Ms. Ngo Thi Thu Ly | September 30, 1987 | Bachelor of Journalism | Appoint date: December 03, 2020 |
| 4 | Mr. Do Tuong Hai | December 06, 1973 | Construction Engineer | Appoint date: June 30, 2018 Dismissal date: December 29, 2023 |

1. Chief Accountant

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Full name | Date of birth | Qualification | Date of appointment/dismissal |
| 1 | Mr. Do Quoc Viet | October 08, 1980 | Master of Business Administration | Appoint date: June 30, 2018 |

1. Training on Corporate Governance
2. List of affiliated persons of the public company and transactions between the affiliated persons 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 the Company’s PDMR, affiliated 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 the companies where 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 (03) years (as at the time of reporting): None.
	2. Transactions between the Company and the company where 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 General Manager: None.
	3. Other transactions of the Company (if any) that can bring about material or non-material benefits to the 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:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| 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 | Reasons for increase or decrease (buy, sell, convert, reward,...) |
| Number of shares | Rate | Number of shares | Rate |
| 1 | Ly Quoc Hung | PDMR | 6,011,928 | 7.62% | 82,039 | 0.10% | Contribute capital with CTX shares |
| 2 | Ngo Thi Thu Ly | PDMR | 2,820,139 | 3.57% | 20,600 | 0.03% | Contribute capital with CTX shares |
| 3 | Thang Long Fundings Joint Stock Company | Affiliated person | 18,228,351 | 23.10% | 15,121,679 | 19.16% | Contribute capital with CTX shares |
| 4 | Hoa Binh Fundings Joint Stock Company | Affiliated person | 0 | 0% | 11,836,100 | 15.00% | Receiving of contributing capital with CTX shares |

1. Other significant issues: None