**HD8: Annual Corporate Governance Report 2023**

On January 22, 2024, Housing and Urban Development Investment Joint Stock Company HUD8 announced Report No. 20/BC-HUD8 on the corporate governance of the Company in 2023 as follows:

* Name of company: Housing and Urban Development Investment Joint Stock Company HUD8
* Head office address: No. 02 and 03 TTB, Xuan Phuong Garden, Phuong Canh Ward, Nam Tu Liem District, Hanoi.
* Tel/Fax: 024 66640911;
* Charter capital: VND 100 billion.
* Securities code: HD8:
* Corporate governance model: The General Meeting, Board of Directors, Supervisory Board and Executive Manager.

1. Activities of the General Meeting:

The Company organized the Annual General Meeting 2023 on April 18, 2023 at the Company's head office. The meeting discussed and voted to approve the following contents:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting No. | Date | Approved Contents |
| 1 | 90/NQ-DHDCD | April 18, 2023 | General Mandate 2023 |

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment/dismissal as member of the Board of Directors (the term of 2022-2027) | |
| Appointment date | Dismissal date |
| 1 | Mr. Nguyen Phuc Khanh | Chair of the Board of Directors | June 16, 2022 |  |
| 2 | Mr. Nguyen Ngoc Hai | Member of the Board of Directors | June 15, 2022 |  |
| 3 | Mr. Le Minh Phuc | Member of the Board of Directors | June 15, 2022 |  |
| 4 | Mr. Le Quang Phong | Member of the Board of Directors | June 15, 2022 |  |
| 5 | Mr. Nguyen Duc Minh | Member of the Board of Directors | June 15, 2022 |  |

1. Board Resolutions/Board Decisions: Details in the attached Appendix.
2. Supervisory Board:
3. Information about members of the Supervisory Board:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment as member of the Supervisory Board (for the term of 2022 - 2027) | Date of dismissal as a member of the Supervisory Board | Qualification |
| 1 | Ms. Phan Thi Minh Huong | Chief of the Supervisory Board | June 22, 2022 |  | Master of Accounting |
| 2 | Mr. Duong Anh Tuan | Supervisor | June 15, 2022 |  | Bachelor in Economics |
| 3 | Mr. Nguyen Van Tuan | Supervisor | June 15, 2022 |  | Bachelor in Laws |

1. Executive Board

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Member of The Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board | |
| Appointment date | Dismissal date |
| 1 | Mr. Nguyen Ngoc Hai – Managing Director | May 01, 1984 | Construction engineer | June 16, 2022 |  |
| 2 | Mr. Le Minh Phuc - Deputy Managing Director | March 01, 1981 | Master of Business Administration, Construction Engineer | February 01, 2019 |  |

1. Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Ta Van Phuong | July 05, 1983 | Master of Business Administration, Bachelor in Economics | Dismissal from the position of Chief Accountant effective March 1, 2023 |
| Pham Quang Yen | December 13, 1983 | Bachelor in Accounting | Assigned as person in charge of Accounting from March 1, 2023 to August 4, 2023 |
| Vo Thi Nhan | October 06, 1990 | Bachelor in Accounting | Assigned as person in charge of Accounting from August 7, 2023 |

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, or related persons of PDMR:

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | Business Registration Certificate No. | Head office address/Contact address | Time of transaction | Approved General Mandate/ Decision of the General Meeting No. or Board Resolution/ Decision No. | Content, quantity, total value of transaction | Note |
| 1 | Housing and Urban Development Investment Joint Stock Company HUD8 | Holding Company | 0100106144 | 37 Le Van Luong, Hanoi | April 14, 2023  April 17, 2023  April 18, 2023  April 19, 2023  May 05, 2023 | Board Resolution No. 84/NQ-HDQT dated April 13, 2023 | HUD8 Corporation lent HUD Corporation a total amount of VND 52.5 billion |  |

1. Transactions between the Company’s PDMR, related persons of PDMR and subsidiaries, companies controlled by the Company: None
2. Transactions between the Company and other entities/
3. Transactions between the Company and the companies where members of the Board of Directors, members of the Supervisory Board, Executive Manager and other managers who have been founding members or members of the Board of Directors and Executive Manager for the past three (03) years (calculated at the date of reporting): None
4. Transactions between the Company and companies where related persons of members of the Board of Directors, members of the Supervisory Board, Executive Manager and other managers who are members of the Board of Directors or Executive Manager (Managing Director): None
5. 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 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:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| 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 |
| 1 | Nguyen Ngoc Hai | PDMR | 401,000 | 4.01% | 1,000 | 0.01% | Sale |
| 2 | Le Quang Phong | PDMR | 566,000 | 5.66% | 0 | 0% | Sale |

1. Other significant issues: None.

Board Resolutions/Board Decisions

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Board Resolution/Board Decision | Date | | Contents | |
| I | Board Resolutions | | | | |
| 1 | 14/NQ-HDQT | January 10, 2023 | | Approve the production and business plan for Q1/2023 of the Company | |
| 2 | 30/NQ-HDQT | January 31, 2023 | | Approve the proposal for the subsidiary to report to Hanoi Authority for Planning & Investment for permission to terminate the remaining 3,402.2 m2 of Xuan Phuong Garden project and carry out procedures to end phase 1 investment | |
| 3 | 37/NQ-HDQT | February 08, 2023 | | Approve regular expenses implementation in 2022, and regular expenses plan for 2023 of HUD8 Company and its subsidiaries | |
| 4 | 44/NQ-HDQT | February 22, 2023 | | Dismiss the position of Chief Accountant of the Company and assignment of tasks to the officer in charge of accounting work of the Company and directing the operation of the Finance and Accounting Department | |
| 5 | 45/NQ-HDQT | February 22, 2023 | | Approve the plan on organizing the Annual General Meeting 2023 | |
| 6 | 61/NQ-HDQT | March 02, 2023 | | Approve the Financial Statements and Profit Distribution Plan in 2022 of Thinh Phat Land Company | |
| 7 | 73/NQ-HDQT | March 27, 2023 | | Approve the policy for Thinh Phat Land Company's Board of Members to dismiss the Chief Accountant and appoint the person in charge of the Company's accounting work | |
| 8 | 74/NQ-HDQT | March 27, 2023 | | Approve the agenda and documents of the Annual General Meeting 2023 | |
| 9 | 84/NQ-HDQT | April 13, 2023 | | Approve Housing and Urban Development Corporation to borrow loans | |
| 10 | 109/NQ-HDQT | May 04, 2023 | | Implement some contents to execute the Annual General Mandate 2023 and approve some other contents | |
| 11 | 110/NQ-HDQT | May 04, 2023 | | Appropriate for bonus and welfare funds to reward teams and employees of the Company | |
| 12 | 152/NQ-HDQT | August 07, 2023 | | Approve production and business results of Q2, tasks and plans for Q3/2023 | |
| 13 | 173/NQ-HDQT | October 09, 2023 | | Approve Minutes of Contract Liquidation No. 101A/HDHUD dated April 10, 2008 and its annexes signed between HUD Corporation and HUD8 Company | |
| 14 | 174/NQ-HDQT | October 09, 2023 | | Approve production and business results of Q3, tasks and plans for Q4/2023 | |
| 15 | 175/NQ-HDQT | October 09, 2023 | | Appropriate for welfare funds to reward individuals and collectives of employees | |
| 16 | 183/NQ-HDQT | October 12, 2023 | | Approve Minutes of Contract Liquidation No. 01/2023/HDTV/HUD/HUD8 dated April 14, 2023 between HUD Corporation and HUD8 Company | |
| 17 | 198/NQ-HDQT | December 06, 2023 | | Approve production and business results of Q4/2023, tasks and plans for Q1/2024 | |
| II | Board Decisions: | | | | |
| 1 | 05/QD-HDQT | | January 03, 2023 | | Dismiss the Chair of the Board of Members of Thinh Phat Land Company |
| 2 | 06/QD-HDQT | | January 03, 2023 | | Promulgate functions and tasks regulations of departments of the Company |
| 3 | 07/QD-HDQT | | January 03, 2023 | | Appoint officer as Member of the Board of Members of Thinh Phat Land Company |
| 4 | 08/QD-HDQT | | January 03, 2023 | | Appoint officer as the Chair of the Board of Members of Thinh Phat Land Company |
| 5 | 38/QD-HDQT | | February 08, 2023 | | Promulgate salary and other income payment regulation of HUD8 Company |
| 6 | 46/QD-HDQT | | February 22, 2023 | | Dismiss the Chief Accountant of the Company |
| 7 | 47/QD-HDQT | | February 22, 2023 | | Assign tasks to the person in charge of accounting work of the Company and directing the operation of the Finance and Accounting Department |
| 8 | 120/QD-HDQT | | May 10, 2023 | | Appropriate for bonus and welfare funds to reward collectives of staff of the Company |
| 9 | 131/QD-HDQT | | June 12, 2023 | | Pay dividend in 2022 |
| 10 | 132/QD-HDQT | | June 12, 2023 | | Organize vacation for employees in 2023 |
| 11 | 162/QD-HDQT | | August 21, 2023 | | Approve uniform allowance rates in 2023 for staff of the company |