**CH5: Annual Corporate Governance Report 2023**

On January 22, 2024, Ha Noi Construction Joint Stock Company No5 announced Report No. 32/BC-CT5 on corporate governance as follows:

* Name of company: Ha Noi Construction Joint Stock Company No5
* Head office address: No. 101 Lang Ha Street, Lang Ha Ward, Dong Da District, Hanoi
* Tel: 0243.853.2806 - Fax: 0243.856.2044
* Email: [congtyhcc5@gmail.com](mailto:congtyhcc5@gmail.com)
* Charter capital: VND 37,324,500,000
* Securities code: CH5
* Corporate governance model
* The General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the Manager.
* Internal audit execution: Implemented

1. Activities of the General Meeting of Shareholders:

Information about meetings and General Mandates/Decisions of the General Meeting of Shareholders (including General Mandates approved by collecting opinions via a ballot)

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| --- | --- | --- | --- |
| No. | General Mandate No. | Date | Content |
| 1 | Minutes of the Annual General Meeting of Shareholders 2023 No. 180/2023/BB-DHDCD | April 28, 2023 | Meeting Minutes of the Annual General Meeting of Shareholders 2023 |
| 2 | Annual General Mandate 2023 181/2023/NQ-DHDCD | April 28, 2023 | Annual General Mandate 2023 |

1. The Board of Directors (Report of 2023):
2. Information about members of the Board of Directors:

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| --- | --- | --- | --- | --- |
| No. | Members of the Board of Directors | Position | Date of appointment | |
| Date of appointment | Dismissal date |
| 1 | Mr. Dam Thanh Tung | Chair of the Board of Directors | April 27, 2021 |  |
| 2 | Mr. Pham Minh Hai | Member of the Board of Directors | April 27, 2021 |  |
| 3 | Mr. Cao Tien Dat | Member of the Board of Directors | April 27, 2021 |  |
| 4 | Ms Nguyen Bao Hoa | Member of the Board of Directors | April 27, 2021 |  |
| 5 | Mr. Nguyen Thanh Trung | Member of the Board of Directors | April 27, 2021 |  |

1. Board Resolutions/Board Decisions:

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| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | Meeting Minute of the Board of Directors | January 12, 2023 | * Approval of the report from the Board of Directors on the operation of production and business activities, as well as the projected production and business results for the Q4 and the entire year 2022. * Reviewing the direction, tasks, and plans for the year 2023, along with considering the proposed recommendations from the Board of Directors.   + Task direction and expected goal plan for 2023.  + Financial plan and line of credit of 2023.  + The plan to establish the salary fund for the year 2023 will be based on the projected business performance for 2023.   * Some proposals and recommendations of the Board of Directors |
| 2 | Meeting Minute of the Board of Directors | March 10, 2022 | * The Board of Directors reviews and approves the audited financial report for the year 2022. * The Board of Directors reviews and approves the Annual Report of the Board of Directors. * The Board of Directors reviews and approves the organization of the Annual General Meeting of Shareholders for the year 2023. |
| 3 | Meeting Minute of the Board of Directors | April 04, 2023 | * The Board of Directors reviews and approves the report on the management of production and business operations, as well as the projected business results for the Q1/2023. * The Board of Directors reviews and approves the report on the production and business results for the year 2022 and the tasks for the year 2023 as presented by the General Manager. * Approve the Report of the Supervisory Board. * The Board of Directors reviews and approves proposals * Approve the program of the Annual General Meeting of Shareholders 2023 * Approve the documents for the Annual General Meeting of Shareholders 2023. |
| 4 | Board Resolution: No. 143 /NQ-HDQT | April 04, 2023 | Approve the following specific contents as follows: Plan on holding the Annual General Meeting of Shareholders 2023  Approve the documents, contents of the Annual General Meeting of Shareholders 2023 |
| 5 | Meeting Minute of the Board of Directors | June 22, 2023 | - Approved the dividend payment plan for 2022 |
| 6 | Board Resolution: No. 258/HDQT | June 22, 2023 | Decision on dividends payment plan in 2022 |
| 7 | Meeting Minute of the Board of Directors | July 06, 2023 | * The Board of Directors reviews and approves the report on the operational management of production and business activities for the Q2/2023 and the anticipated activities for the Q3/2023 as presented by the Board of Managers. * The Board of Directors reviews and approves the report on the operational results of production and business activities for the Q2 and the first six months of 2023. |
| 8 | Meeting Minute of the Board of Directors | October 12, 2023 | * The Board of Directors reviews and approves the report on the operational management of production and business activities for the Q3/2023 and the anticipated activities for the Q4/2023 of the Board of Managers. * The Board of Directors reviews and approves the report on the operational results of production and business activities for the Q3 and the first nine months of 2023. * The Board of Directors reviews and approves the human resources work as presented by the Board of Managers. |
| 9 | Board Decision: No. 458/QD- HDQT | October 27, 2023 | on: Appoint the Deputy General Manager position of the Company  Mr Nguyen Kim Hiep, born on November 14, 1978, a Civil Engineer, is appointed as the Deputy General Manager of Ha Noi Construction Joint Stock Company No5, effective from November 1, 2023, until the end of the term 2021-2026 or until there is another decision to replace. |

1. The Supervisory Board (Report of 2023):
2. Information about members of the Supervisory Board:

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| --- | --- | --- | --- | --- | --- |
| No. | Members of the Supervisory Board | Position | Date of appointment | Chief of Supervisory Board election date | Qualification |
| 1 | Ms. Pham Thanh Thuy | Chief | April 27, 2021 | May 06, 2021 | Bachelor of Economics, Bachelor in English |
| 2 | Ms. Hoang Thanh An | Member | April 27, 2021 |  | Master of Accounting |
| 3 | Ms. Nguyen Ngoc Tu | Member | April 27, 2021 |  | Bachelor of Economics |

1. The Executive Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Date | Qualification | Date of appointment/ Member of the Executive Board |
| 1 | Mr. Pham Minh Hai | November 5, 1975 | Construction engineer | April 27, 2021  Re-elect General Manager of the Company |
| 2 | Mr. Nguyen Duc Nhan | August 25, 1981 | Master of Construction | July 27, 2022  Reappointed as the Deputy Manager of the Company |
| 3 | Mr. Nguyen Kim Hiep | November 14, 1978 | Construction engineer | November 01, 2023  Reappointed as the Deputy Manager of the Company |

1. Chief Accountant:

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| --- | --- | --- | --- | --- |
| No. | Full name | Date of birth | Professional Qualification | Date of appointment |
| 1 | Ms Nguyen Bao Hoa | May 02, 1973 | Bachelor of Economics | June 25, 2021  Re-appointed as Chief Accountant |

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 Company itself
3. Transactions between the Company and affiliated persons of the Company or between the Company and major shareholders, PDMR and 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 in which members of the Board of Directors, members of the Supervisory Board, the Manager and other managers have been and are being founding members or members of the Board of Directors, the Executive Manager for the past three (03) years (calculated at the time of reporting) None.
   2. Transactions between Company and company that affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Manager and other managers are members of the Board of Directors, the Executive Manager: None.
   3. Other transactions of the Company (if any) which can bring material or non-material benefits to 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 (Report of 2023)
7. Transaction of PDMR and affiliated 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 | | Reasons for increase or decrease (buy, sell, convert, bonus, etc.) |
| Number of shares | Rate | Number of shares | Rate |
| 01 | Pham Minh Hai |  | 52,366 | 1.4 | 56,065 | 1.5 | Purchase more shares |
| 02 | Mr. Nguyen Duc Nhan |  | 10,127 | 0.27 | 11,750 | 0.31 | Purchase and sell more shares |

1. Other significant issues: None.