**L40: Annual Corporate Governance Report 2023**

On January 23, 2024, 40 Investment and Construction Joint Stock Company announced Report No. 02/BCQT-HDQT on the Corporate Governance in 2023 as follows:

* Name of public company: 40 Investment and Construction Joint Stock Company
* Head office address: No. 201/58 Nguyen Xi Street, Ward 26, Binh Thanh District, Ho Chi Minh City
* Tel: (028) 3899 0099 (028) 3511 7533 Email: [dtxd40@gmail.com](mailto:dtxd40@gmail.com)
* Charter capital: VND 36,000,000,000
* Securities code: L40
* Corporate governance model The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and General Manager
* Implementation of the internal audit function: Unimplemented.

1. Activities of the General Meeting of Shareholders:

In 2023, the company organized the 22nd Annual General Meeting of Shareholders once. Approve the audit report on the company's operations in 2022 by the Supervisory Board.

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| No. | General Mandates/Decisions of General Meeting of Shareholders | Date | Content |
| 01 | 01/NQ-DHDCD/2023 | April 27, 2023 | Annual General Mandate 2023 |

1. 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 | Le Dinh Hien | Chair of the Board of Directors | December 22, 2015 |  |
| 2 | Ha Huy Khanh | Member of the Board of Directors | May 2012 |  |
| 3 | Tran Bac Viet | Member of the Board of Directors: | January 28, 2022 |  |
| 4 | Ngo Van Minh | Independent member of the Board of Directors | April 28, 2022 |  |
| 5 | Hau Van Tuan | Member of the Board of Directors: | April 28, 2022 |  |

1. Board Resolutions/Board Decisions:

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| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 02 | 02/2023/NQ-HDQT/L40 | April 03, 2023 | Article 1: The Board of Directors discusses and agrees to convene the 22nd Annual General Meeting of Shareholders in 2023 at 08:30 on April 27, 2023. Details as per the meeting invitation notice: 02/2023/TB-HDQT  Article 2: The Board of Directors agrees to establish and assign tasks to the Shareholder's Eligibility Verification Committee for the 22nd Annual General Meeting of Shareholders in 2023 as follows:   * Mr. Pham Van Hoan - Deputy General Manager- Head of the Committee * Mr. Nguyen Van Thang - Planning and Economics Department - Member * Ms. Nguyen Khanh Linh - Secretariat - Member   Article 3. The Board of Directors agrees on the documents to be presented at the 22nd Annual General Meeting of Shareholders in 2023, including:   1. Draft assignment of tasks for the Vote Counting Committee and the Secretariat 2. Production and business plan for 2023 3. Corporate Governance Report 2022 4. Draft agenda and Working Regulations of the Annual General Meeting of Shareholders. 5. Agree on the contents of the proposals to be presented at the Annual General Meeting of Shareholders.   Article 4: Terms of enforcement: |
| 7 | 06B/2023/NQ-HDQT/L40 | August 11, 2023 | ‎‎Article 1. Approve the borrowing, guarantee, opening of L/C, and measures to ensure loan repayment  ‎‎Article 2. Appoint the representative of 40 Investment and Construction Joint Stock Company to negotiate, approve, and sign contracts with credit institutions.  ‎‎Article 3. This Board Resolution shall take effect from the date of its signing until a new resolution replaces it.  ‎‎Article 4. Members of the Board of Directors, the Supervisory Board, the Board of Management, and the departments under the Company are responsible for implementing this Resolution. |

1. The Supervisory Board;
2. Information about members of the Supervisory Board:

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| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Nguyen Thi Hoa | Chief of the Supervisory Board | April 11, 2020 | Bachelor of Economics |
| 2 | Le Thi Thuy | Member of the Supervisory Board | April 11, 2020 | Bachelor of Finance and Accounting |
| 3 | Duong Van Vang | Member of the Supervisory Board | March 2016 | Irrigation Engineer |

1. The Executive Board.

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| --- | --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Position | Qualification | Appointment date | Dismissal date |
| 1 | Nguyen Van Son | General Manager | Master in Construction of waterway works | November 15, 2021 |  |
| 2 | Pham Van Hoan | Deputy General Manager | Irrigation Engineer | November 15, 2021 |  |

V. Chief accountant

|  |  |  |
| --- | --- | --- |
| Full name | Qualification | Appointment date |
| Nguyen Thanh Tung | Bachelor of Accounting | September 01, 2022 |

1. Training on corporate governance:
2. List of affiliated persons of listed company and transactions between the affiliated persons of the Company with the Company itself.
3. List of related persons of the Company (Appendix 01 attached to the report)
4. Transactions between the Company and affiliated persons of the Company or between the Company and major shareholders, PDMR and affiliated persons of PDMR:

* Mr. Le Dinh Hien - Chair of the Board of Directors. In 2023, Mr. Le Dinh Hien deposited money with the company at an interest rate of 0.2%. Details: Opening balance: VND 1,070,000,000; the total deposit generated during the period was VND 0; the total amount withdrawn during the period was VND 50,000,000; the loan balance of Mr. Le Dinh Hien as of December 31, 2023, is: VND 1,020,000,000. /
* Ms. Le Thi Thuy, Member of the Supervisory Board of the Company. In 2023, Ms. Le Thi Thuy deposited money with the company at an interest rate of 0.2%. Details: Opening balance: VND 6,150,000,000; the total deposit generated during the period was VND 0; the total amount withdrawn during the period was VND 6,150,000,000; the loan balance of Ms. Le Thi Thuy as of December 31, 2023, is: VND 0. /
* Mr. Nguyen Van Son, General Manager of the Company. In 2023, Mr. Nguyen Van Son deposited money with the company at an interest rate of 0.2%. Details: Opening balance: VND 0; the total deposit generated during the period was VND 5,650,000,000; the total amount withdrawn during the period was VND 1,700,000,000; the loan balance of Mr. Nguyen Van Son as of December 31, 2023, is: VND 3,950,000,000. /

1. Transactions between the Company’s PDMR, affiliated persons of PDMR, and the related companies:
   1. In 2023, the Company had transactions in purchasing goods and services with the related company as follows:

* Transactions of selling goods and services with Lam Dong Investment & Hydraulic Construction JSC (Holding Company) with total arisen value: VND 6,897,682,000. Ending balance: VND 2,690,539,800. /
* Transactions of purchasing goods and services with Lam Dong Minerals and Building Materials Joint-Stock Company (company in the same Group) with total arisen value: VND 0, closing balance: VND 0. /
  1. In 2023, the Company had transactions in selling goods and services with the related company as follows:
* Transactions of selling goods and services with Lam Dong Investment & Hydraulic Construction JSC (Holding Company) with total arisen value: VND 5,330,155,840, closing balance: VND 7,110,043,500.

Transactions of purchasing goods and services with Lam Dong Minerals and Building Materials Joint-Stock Company (company in the same Group) with total arisen value: VND 0, closing balance: VND 0.

* 1. In 2023, the Company paid a dividend of 2022 for Lam Dong Investment & Hydraulic Construction JSC (Hilding company): VND 0.

1. Transactions between the Company and other entities/
2. Transactions between the Company and companies where members of the Board of Directors, members of the Supervisory Board, the Executive General Manager have been founding members or members of the Board of Directors, the Executive General Manager in the last three (03) years: None.
3. Transactions between the Company and the companies where affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Executive General Manager are members of the Board of Directors, the Executive General Manager None.
4. Other transactions of the Company that can bring about material or non-material benefits to the members of the Board of Directors, the members of the Supervisory Board, the General Executive Manager: None.
5. Share transactions of PDMR and affiliated persons of PDMR:
6. List of PDMR and related persons of PDMR (Appendix 2 attached to the report)
7. Listed company’s share transactions of PDMR and affiliated persons of PDMR:

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| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | List of PDMR and affiliated persons of PDMR | 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 | Percentage |  |
| 1 | Le Thi Thuy | Member of the Supervisory Board | 40,600 | 1.13% | 40,600 | 1.13% | On April 3, 2023, buy 600 shares  On June 14, 2023, sold 600 shares |

1. Share transactions of major shareholders with shares of the listed Company None
2. Other significant issues: None