**L18: Annual Corporate Governance Report 2023**

On January 24, 2024, Investment and Construction JSC No.18 announced Report No. 33BCQT-LICOGI18 on the corporate governance in 2023 as follows:

* Name of company: Investment and Construction JSC No.18
* Head office address: No.471 Nguyen Trai Street, Thanh Xuan Nam Ward, Thanh Xuan District, Hanoi
* Tel: 0243.8540401 Fax: 0243.8545721
* Charter capital: VND 381,165,280,000
* Securities code: L18
* Corporate governance model: The General Meeting of Shareholders, the Supervisory Board, and the General Manager.
* Internal audit function execution: Unimplemented.

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/Decision No. | Date | Content |
| 1 | General MandateNo. 31/2023/NQDHDCD-L18 | April 21, 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 as member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Mr. Nguyen Xuan Hung | Chair of the Board of Directors-cum-Deputy General Manager | May 7, 2021 |  |
| 2 | Mr. Dang Van Giang | Non-executive member of the Board of Directors | April 28, 2021 |  |
| 3 | Mr. Trinh Viet Dung | Independent member of the Board of Directors | April 28, 2021 |  |
| 4 | Mr. Bui Thanh Tuyen | Member of the Board of Directors-cum-General Manager | April 28, 2021 |  |
| 5 | Mr. Nguyen Ngoc Chung | Member of the Board of Directors-cum-Deputy General Manager | April 28, 2021 |  |

1. Board Resolutions/ Board Decisions (Semi-annual Report):

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | | Content |
| 1. | 02/NQ-HDQT/LICOGI18 | January 3, 2023 | | Record date to exercise the rights to receive dividends of 2021 in cash. |
| 2. | 04/NQ-HDQT/LICOGI18 | January 3, 2023 | | Approve the adjustment of total credit limit/guarantee in 2022-2023. |
| 3. | 06/QD/HDQT/LICOGI18 | January 5, 2023 | | Issue the amended Company Charter according to the General Mandate of Extraordinary General Meeting of Shareholders on December 30, 2022. |
| 4. | 07/QD/HDQT/LICOGI18 | January 5, 2023 | | Approve the investment policy for the new rural residential area project at Tu Du Commune, Lap Thach District, Vinh Phuc Province. |
| 5. | 08/QD/HDQT/LICOGI18 | January 5, 2023 | | Approve the investment policy for the project to complete the exterior of Bac Cau Han new urban area. |
| 6. | 11/NQ-HDQT/LICOGI18 | January 12, 2023 | | Approve the list of affiliated parties and transactions between the Company and affiliated parties incurring in 2023. |
| 7. | 12/NQ-HDQT/LICOGI18 | January 17, 2023 | | Approve the production and business plan in 2023. |
| 8. | 13/NQ-HDQT/LICOGI18 | January 17, 2023 | | Increase the charter capital of No 18.8 Investment and Construction One Member Company Limited |
| 9. | 16/NQ-HDQT/LICOGI18 | February 16, 2023 | | Record date to exercise the rights to attend the General Meeting of Shareholders 2023 and receive dividends of 2022 in cash. |
| 10. | 18/NQ-HDQT/LICOGI18 | March 2, 2023 | | Approve the Report on consulting the direction of the Company's capital management representative at No 18.5 Construction and Investment Joint Stock Company. |
| 11. | 20/QD-HDQT/LICOGI18 | March 8, 2023 | | Establish the construction quality management department |
| 12. | 21/QD-HDQT/LICOGI18 | March 11, 2023 | | Adjust the investment plan name |
| 13. | 23/QD-HDQT/LICOGI18 | March 17, 2023 | | Extend the implementation time of urban area project No. 1 Huong Thuong, Thai Nguyen City. |
| 14. | 35/QD-HDQT/LICOGI18 | May 24, 2023 | | Approve the audit company for the Company’s separate and consolidated Financial Statements in 2023. |
| 15. | 37/NQ-HDQT/LICOGI18 | May 27, 2023 | | Approve the Report on consulting the direction from the Company's capital management representative at Construction and Investment Joint Stock Company No 18.3. |
| 16. | 39/NQ-HDQT/LICOGI18 | May 29, 2023 | | Approve the Report on consulting the direction of the Company's capital management representative at No 18.5 Construction and Investment Joint Stock Company. |
| 17. | 41/QD-HDQT/LICOGI18 | June 5, 2023 | | Appoint the position of Deputy General Manager of the Company |
| 18. | 43/NQ-HDQT/LICOGI18 | July 06, 2023 | | Approve credit limit in 2023-2024 and authorize the signing of credit documents between the Company and BIDV Bank |
| 19. | 45/NQ-HDQT/LICOGI18 | July 13, 2023 | | Approve the Report on consulting the direction of capital management representative at Construction and Investment Joint Stock Company No 18.3 on credit limit and asset liquidation of LICOGI18.3 |
| 20. | 49/NQ-HDQT/LICOGI18 | July 25, 2023 | | Approve transactions with affiliated organizations (Construction and Investment Joint Stock Company No 18.1) |
| 21. | 51/QD-HDQT/LICOGI18 | July 31, 2023 | | Adjust information of implementing Bac Cau Han New Urban Area Project |
| 22. | 53/QD-HDQT/LICOGI18 | August 24, 2023 | | Promulgate the Company's Information Disclosure Regulation |
| 23. | 55/QD-HDQT/LICOGI18 | September 7, 2023 | | Approve transactions with affiliated organizations (Construction and Investment Joint Stock Company No 18.6) |
| 24. | 57/NQ-HDQT/LICOGI18 | October 23, 2023 | | Approve transactions with affiliated organizations (Construction and Investment Joint Stock Company No 18.1) |
| 25. | 59/NQ-HDQT/LICOGI18 | October 23, 2023 | | Approve capital loan and credit guarantee at Vietnam Joint Stock Commercial Bank For Industry And Trade - Uong Bi Branch |
| 26. | 61/NQ-HDQT/LICOGI18 | November 02, 2023 | | Approve transactions with affiliated organizations (Construction and Investment Joint Stock Company No 18.6) |
| 27. | 62/NQ-HDQT/LICOGI18 | November 02, 2023 | | Approve the Report on consulting the direction of capital management representative at Construction and Investment Joint Stock Company No 18.6 on liquidation/purchase of supplies, tools and equipment |
| 28. | 64/NQ-HDQT/LICOGI18 | November 25, 2023 | | Approve the signing of the construction contract for bidding package XL02 of Song Lo II industrial zone project of Vinh Phuc Infrastructure Development JSC. |
| 29. | 66/NQ-HDQT/LICOGI18 | November 29, 2023 | | Approve transactions with affiliated organizations (Construction and Investment Joint Stock Company No 18.6) |
| 30. | 67/NQ-HDQT/LICOGI18 | November 29, 2023 | Approve the Report on consulting the direction of capital management representative at Construction and Investment Joint Stock Company No 18.6 on credit limit of LICOGI18.6 at National Citizen Bank (NCB). | |
| 31. | 69/NQ-HDQT/LICOGI18 | December 14, 2023 | Approve the signing of the construction contract for bidding package CN03, CN05 of Song Lo II industrial zone project of Vinh Phuc Infrastructure Development JSC | |
| 32. | 70/NQ-HDQT/LICOGI18 | December 14, 2023 | Approve the signing of an appendix to the mortgage agreement to secure the performance obligations of the contract and the advance payment guarantee of the contract 1412/2023/HDXD-SLII/VPID-L18 and other contracts. | |
| 33. | 72/QD-HDQT/LICOGI18 | December 20, 2023 | Decision on investment phasing for the Bac Cau Han new urban area project | |
| 34. | 74/NQ-HDQT/LICOGI18 | December 22, 2023 | Approve the medium-term loan plan at BIDV Bank to invest in phase II of the new Han Bridge urban area project. | |
| 35. | 76/NQ-HDQT/LICOGI18 | December 28, 2023 | Approve transactions between the company and affiliated parties. | |

1. THE SUPERVISORY BOARD
2. Information about the 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. Luu Ba Thai | Chief of the Supervisory Board | April 28, 2021 | Bachelor of Financial and Accounting |
| 2 | Ms. Nguyen Ngoc Lan | Member of the Supervisory Board | April 28, 2021 | Master of Economics |
| 3 | Mr. Bui Cong Phach | Member of the Supervisory Board | April 28, 2021 | Intermediate Degree of Accounting |
| 4 | Ms. Than Thi Len | Member of the Supervisory Board | April 28, 2021 | Intermediate Degree of Accounting |

1. THE EXECUTIVE BOARD

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Appointment date as a member of the Supervisory Board | Date of dismissal as a member of the Supervisory Board |
| 1. | Bui Thanh Tuyen |  | Master, Road and Bridge Construction Engineer | August 31, 2019 |  |
| 2. | Nguyen Xuan Hung |  | Tunnel and Bridge Construction Engineer | August 31, 2019 |  |
| 3. | Nguyen Ngoc Chung |  | Tunnel and Bridge Construction Engineer | August 31, 2019 |  |
| 4. | Ha Hong Quang |  | Road and Bridge Construction Engineer | August 31, 2019 |  |
| 5. | Nguyen Huu Nghia |  | Bachelor of Economics | August 31, 2019 |  |
| 6. | Duong Quoc Khanh |  | Road and Bridge Construction Engineer | August 31, 2019 |  |
| 7. | Nguyen Thi Kim Xinh |  | Bachelor of Economics | May 06, 2021 |  |
| 8. | Dang Long Diep |  | Construction, Business Administration Engineer | September 16, 2021 |  |
| 9. | Ngo Van Nam |  | Construction Engineering Engineer | January 1, 2022 |  |
| 10. | Phung Van Thanh |  | Construction Engineering Engineer | January 1, 2022 |  |
| 11. | Nguyen Minh Thi |  | Bachelor of Laws | June 5, 2023 |  |

1. CHIEF ACCOUNTANT - PERSON IN CHARGE OF INFORMATION DISCLOSURE

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Appointment date |
| Do Thi Nhung |  | Bachelor of Economics | August 31, 2019 |

1. TRAINING ON CORPORATE GOVERNANCE
2. List of affiliated persons of the Company and transactions between the affiliated persons of the Company with the Company itself.
3. List of affiliated persons of the Company:
4. Transactions between the Company and affiliated persons of the Company; or between the Company and major shareholders, PDMR and affiliated persons of PDMR:

|  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | NSH\* No., date of issue, place of issue | Head office address/Contact address | Time of transaction | Approved Resolution/ Decision of the Board of Directors No. | | Content, quantity, total value of transaction | |
| 1. | Construction and Investment Joint Stock Company No 18.3 | Subsidiary | 0900273641 issued on October 20, 2020 at Hung Yen Department of Planning and Investment | Ban Yen Nhan Ward, My Hao Town, Hung Yen Province | January 13, 2023 | 11/NQ-HDQT/LICOGI18 | | Capital loan contract with contract value of VND 12.75 billion | |
| 2. | Construction and Investment Joint Stock Company No 18.7 | Joint venture | 0800447189 issued on October 31, 2016 at Hai Duong Department of Planning and Investment | 245, Nguyen Luong Bang, Thanh Binh, Hai Duong City | January 16, 2023 | 11/NQ-HDQT/LICOGI18 | | Capital loan contract with contract value of VND 1 billion | |
| 3. | Construction and Investment Joint Stock Company No 18.6 | Subsidiary | 0109102507, issued on April 13, 2020 at Hanoi Department of Planning and Investment | Quang Minh, Me Linh, Hanoi | January 12, 2023 | 11/NQ-HDQT/LICOGI18 | | Capital loan contract with contract value of VND 10 billion | |
| 4. | Construction and Investment Joint Stock Company No 18.1 | Subsidiary | 5700668909 issued on March 16, 2020 at Quang Ninh Department of Planning and Investment | Tran Quoc Nghien Street, Hong Ha Ward, Ha Long, Quang Ninh | July 25, 2023 | 49/NQ-HDQT/LICOGI18 | | Capital loan contract with contract value of VND 2 billion | |
| 5. | Construction and Investment Joint Stock Company No 18.1 | Subsidiary | 5700668909 issued on March 16, 2020 at Quang Ninh Department of Planning and Investment | Tran Quoc Nghien Street, Hong Ha Ward, Ha Long, Quang Ninh | October 24, 2023 | 57/NQ-HDQT/LICOGI18 | | Capital loan contract with contract value of VND 10 billion | |
| 6. | Construction and Investment Joint Stock Company No 18.6 | Subsidiary | 0109102507, issued on April 13, 2020 at Hanoi Department of Planning and Investment | Quang Minh, Me Linh, Hanoi | September 8, 2023 | 55/NQ-HDQT/LICOGI18 | | Contract on renting equipment for construction works | |
| 7. | Construction and Investment Joint Stock Company No 18.6 | Subsidiary | 0109102507, issued on April 13, 2020 at Hanoi Department of Planning and Investment | Quang Minh, Me Linh, Hanoi | November 3, 2023 | 61/NQ-HDQT/LICOGI18 | | Contract on materials, shaped steel liquidation/purchase | |
| 8. | Construction and Investment Joint Stock Company No 18.6 | Subsidiary | 0109102507, issued on April 13, 2020 at Hanoi Department of Planning and Investment | Quang Minh, Me Linh, Hanoi | November 30, 2023 | 66/NQ-HDQT/LICOGI18 | | Contract on infrastructure construction for Song Lo II industrial zone project with the value of VND 17.665 billion | |
| 9. | Construction and Investment Joint Stock Company No 18.6 | Subsidiary | 0109102507, issued on April 13, 2020 at Hanoi Department of Planning and Investment | Quang Minh, Me Linh, Hanoi | November 30, 2023 | 66/NQ-HDQT/LICOGI18 | | Contract on construction for expanding Me Linh central trunk road (VND 52.68 billion) | |
| 10. | VinhPhuc Infrastructure Development Joint Stock Company | Major shareholder | 2500222004 issued on July 2, 2021 at Vinh Phuc Department of Planning and Investment | Khai Quang Industrial Zone, Khai Quang Ward, Vinh Yen, Vinh Phuc | November 27, 2023 | 64/NQ-HDQT/LICOGI18 | Contract on the construction for Bidding Package XL02 under the investment project on technical infrastructure construction and business of the Song Lo II Industrial Zone, with a value of VND 67.452 billion | |
| 11. | Vinh Phuc Infrastructure Development Joint Stock Company | Major shareholder | 2500222004 issued on July 2, 2021, at Vinh Phuc Department of Planning and Investment | Khai Quang Industrial Zone, Khai Quang Ward, Vinh Yen, Vinh Phuc | December 14, 2023 | 69/NQ-HDQT/LICOGI18 | Contract on the construction for ground leveling Bidding Package CN03, CN05 under the investment project on technical infrastructure construction and business of the Song Lo II Industrial Zone, with a value of VND 205.625 billion | |

1. Transactions between the Company’s PDMR, affiliated persons of PDMR, and subsidiaries or companies controlled by the Company: None
2. Transactions between the Company and other entities:
3. Transactions between the Company and the companies in which members of the Board of Directors, members of the Supervisory Board, the 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):

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization | Relations with Company | NSH\* No., Date of issue, Place of issue | Head office address/Contact address | Time of transaction with the Company | Approved Resolution/ Decision of the Board of Directors No. | Content, quantity, total value of transaction |
| 1 | Vinh Phuc Infrastructure Development Joint Stock Company | Major shareholder | 2500222004 issued on July 2, 2021, at Vinh Phuc Department of Planning and Investment | Khai Quang Industrial Zone, Khai Quang Ward, Vinh Yen, Vinh Phuc | November 27, 2023 | 64/NQ-HDQT/LICOGI18 | Contract on the construction for Bidding Package XL02 under the investment project on technical infrastructure construction and business of the Song Lo II Industrial Zone, with a value of VND 67.452 billion |
| 2 | Vinh Phuc Infrastructure Development Joint Stock Company | Major shareholder | 2500222004 issued on July 2, 2021, at Vinh Phuc Department of Planning and Investment | Khai Quang Industrial Zone, Khai Quang Ward, Vinh Yen, Vinh Phuc | December 14, 2023 | 69/NQ-HDQT/LICOGI18 | Contract on the construction for ground leveling Bidding Package CN03, CN05 under the investment project on technical infrastructure construction and business of the Song Lo II Industrial Zone, with a value of VND 205.625 billion |

1. Transactions between the Company and companies in which affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Manager (the General Manager) and other managers who are members of the Board of Directors, the Executive Manager (the General Manager):
2. 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, and the Manager (General Manager) and other managers:
3. Share transactions of PDMR and affiliated persons of PDMR.
4. List of PDMR and affiliated person of PDMR
5. 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 (December 31, 2023) | | Reason for increase/decrease |
| shares | Rate (%) | Number of shares | Rate (%) |
| 1. | Dang Van Giang | Member of the Board of Directors | 1,240,980 | 3.26 | 1,236,980 | 3.24 | Investment portfolio structure |
| 2. | Nguyen Xuan Hung | Chair of the Board of Directors | 366,900 | 0.96 | 381,000 | 0.99 | Personal need |
| 3. | Bui Van Tien | Younger brother of Bui Thanh Tuyen - Member of the Board of Directors, General Manager | 169,640 | 0.45 | 127,640 | 0.33 | Personal need |
| 4. | Ngo Van Nam | Deputy General Manager | 501,500 | 1.32% | 494,500 | 1.29% | Personal need |

1. OTHER SIGNIFICANT ISSUES: None