**VC7: Annual Corporate Governance 2023**

On January 24, 2024, BGI Group Joint Stock Company announced Report No. 09/BC-HDQT on corporate governance in 2023 as follows:

* Name of company: BGI Group Joint Stock Company
* Head office address: 3rd Floor, Vinaconex7 Building, 61 Nguyen Van Giap Street, Cau Dien Ward, Nam Tu Liem District, Ha Noi City, Vietnam
* Tel: 0242 218 2954 Email: [bgigroup@bgi.vn](mailto:bgigroup@bgi.vn)
* Charter capital: VND 960,908,700,000
* Securities code: VC7
* Corporate governance model:
* The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General 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):

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | 21/2023/NQ-DHDCD | June 19, 2023 | Annual General Mandate 2023 |
| 2 | 34/2023/NQ-DHDCD | September 19, 2023 | Extraordinary General Mandate 2023 |

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position (independent member, non-executive member of the Board of Directors) | Date of appointment/dismissal as member/independent member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Hoang Trong Duc | Chair of the Board of Directors | August 09, 2017 |  |
| 2 | Hoang Anh Tu | Member of the Board of Directors | March 19, 2021 |  |
| 3 | Nguyen Thanh Cong | Member of the Board of Directors | March 19, 2021 |  |
| 4 | Bui Viet Anh | Member of the Board of Directors | March 19, 2021 |  |
| 5 | Nguyen Cao Quy | Independent member of the Board of Directors | April 07, 2022 |  |

1. Board Resolutions/Decisions (Annual Report 2023):

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Resolution/Decision No. | Date | Content |
| 1 | 01-2023/QD/HDQT | January 09, 2023 | Approve the Decision on buying additional shares issued by BGI Construction Materials Joint Stock Company to existing shareholders |
| 2 | 03-2023/QD/HDQT | March 01, 2023 | Dismiss the Deputy General Manager of the Company |
| 3 | 05-2023/NQ/HDQT | March 16, 2023 | Approve the mortgage of assets at the Bank to secure obligations |
| 4 | 06-2023/QD/HDQT | March 16, 2023 | Approve the contract and transaction between the Company and IUC Group Joint Stock Company |
| 5 | 07-2023/QD/HDQT | March 21, 2023 | Approve the liquidation of Contract No. 05/2022/HDTTTC/IUC-BGI, Construction Contract: bidding package for structural construction, rough construction, and exterior finishing of 104 adjacent houses (LK2, LK3, LK6, LK7, LK8, LK9, LK10, LK11, LK16, LK17) under the Project: renovating residential areas at lots CTR11, CTR12 and exploiting interleaved land fund located in Area A - An Van Duong Urban, Thua Thien Hue between BGI Group Joint Stock Company and IUC Group Joint Stock Company |
| 6 | 09-2023/QD/HDQT | March 21, 2023 | Dissolve the Executive Board of the general contractor of the Project: renovating residential areas at lots CTR11, CTR12 and exploiting interleaved land fund located in Area A - An Van Duong Urban, Thua Thien Hue between BGI Group Joint Stock Company and IUC Group Joint Stock Company |
| 7 | 10-2023/QD/HDQT | March 22, 2023 | Dismiss the Finance Manager of the Group |
| 8 | 11-2023/QD/HDQT | March 22, 2023 | Adopt and appoint the Finance Manager of the Group |
| 9 | 12-2023/QD/HDQT | March 22, 2023 | Approve the contract and transaction between BGI Group Joint Stock Company and BGI Construction Joint Stock Company |
| 10 | 13-2023/QD/HDQT | March 24, 2023 | Extend the time to organize the Annual General Meeting of Shareholders 2023 |
| 11 | 14-2023/QD/HDQT | March 30, 2023 | Approve the contract and transaction between BGI Group Joint Stock Company and IUC Group Joint Stock Company |
| 12 | 16-2023/ND/HDQT | March 27, 2023 | Approve the business plan for 2023, capital loan and mortgage/pledge collateral at the Bank |
| 13 | 18-2023/QD/HDQT | April 12, 2023 | Approve the contract and transaction between BGI Group Joint Stock Company and BGI Construction Joint Stock Company |
| 14 | 19-2023/QD/HDQT | April 20, 2023 | Convene and prepare agenda, content, documents for the Annual General Meeting of Shareholders 2022 |
| 15 | 21-2023/QD/HDQT | June 21, 2023 | Approve the audit company and sign the contract to audit the Financial Statements and review the Semi-annual Financial Statements 2023 |
| 16 | 24-2023/QD/HDQT | June 28, 2023 | Appoint the Person in charge of Corporate Governance-cum-Company’s Secretariat |
| 17 | 25-2023/QD/HDQT | July 12, 2023 | Approve the contract and transaction between BGI Group Joint Stock Company and IUC Group Joint Stock Company |
| 18 | 26-2023/QD/HDQT | July 13, 2023 | Approve the implementation of the detailed plans on using proceeds from the public offering of additional shares |
| 19 | 27-2023/QD/HDQT | July 14, 2023 | Approve the implementation of additional share listing at the Stock Exchange |
| 20 | 28-2023/QD/HDQT | July 14, 2023 | Approve the registration dossier for the public offering of additional shares |
| 21 | 29-2023/QD/HDQT | July 17, 2023 | Approve the change of Authorized Representative and shareholder obligations and the implementation of BGI Group Joint Stock Company’s capital management at BGI Construction Joint Stock Company |
| 22 | 31-2023/QD/HDQT | August 15, 2023 | Approve the contract and transaction between BGI Group Joint Stock Company and BGI Construction Joint Stock Company |
| 23 | 32-2023/QD/HDQT | August 15, 2023 | Approve the organization of collecting shareholders' opinions via a ballot |
| 24 | 258-2023/QD/HDQT | October 12, 2023 | Approve the commitment to fully comply with regulations on preventing conflicts of interest in transactions between BGI Group Joint Stock Company and IUC Group Joint Stock Company |
| 25 | 36-2023/QD/HDQT | October 12, 2023 | Approve the capital loan and the use of assets as security measure at Joint Stock Commercial Bank for Investment and Development of Vietnam - Van Phuc Hanoi Branch |
| 26 | 38-2023/QD/HDQT | October 16, 2023 | Approve the use of the Company's assets to mortgage the Company's loans at Joint Stock Commercial Bank for Investment and Development of Vietnam - Van Phuc Hanoi Branch |
| 27 | 39-2023/QD/HDQT | October 24, 2023 | Record the date to exercise the right to buy additionally issued shares |
| 28 | 40-2023/QD/HDQT | October 31, 2023 | Transfer the third round of investment commission money to Sai Dong Land Joint Stock Company to contribute capital to the project enterprise's charter capital |
| 29 | 41-2023/QD/HDQT | December 04, 2023 | Approve the contract and transaction between BGI Group Joint Stock Company and IUC Group Joint Stock Company |
| 30 | 43-2023/QD/HDQT | December 05, 2023 | Approve the liquidation of the Construction Contract, ground leveling bidding package (phase 1) under the Urban Area Project on the East of Thuy Duong Street, Thuan An, located in Area E - An Van Duong New Urban Area, Thua Thien Hue Province; Approve contract and transaction between BGI Group Joint Stock Company and BGI Construction Joint Stock Company |
| 31 | 44-2023/QD/HDQT | December 11, 2023 | Approve the plan to handle fractional shares and undistributed shares in the share issuance to existing shareholders |
| 32 | 45-2023/QD/HDQT | December 11, 2023 | Approve the implementing result of share issuance to existing shareholders and the change of charter capital and amendment to the Company’s Charter |
| 33 | 46-2023/QD/HDQT | December 15, 2023 | Approve the Decision on using mobilized capital from the share issuance for existing shareholders according to Annual General Mandate No. 21/2023/NQ-DHDCD dated June 19, 2023 to invest in the construction of the Urban Area Project on the East of Thuy Duong Street, Thuan An, located in Area E - An Van Duong New Urban Area, Thua Thien Hue Province (Round 1) |
| 34 | 49-2023/QD/HDQT | December 20, 2023 | Transfer the fourth round of investment commission money to Sai Dong Land Joint Stock Company to contribute capital to the project enterprise's charter capital |
| 35 | 50-2023/QD/HDQT | December 20, 2023 | Transfer the fifth round (last round) of investment commission money to Sai Dong Land Joint Stock Company to contribute capital to the project enterprise's charter capital |
| 36 | 51-2023/QD/HDQT | December 20, 2023 | Approve the Decision on using mobilized capital from the share issuance for existing shareholders according to Annual General Mandate No. 21/2023/NQ-DHDCD dated June 19, 2023 to invest in the construction of the Urban Area Project on the East of Thuy Duong Street, Thuan An, located in Area E - An Van Duong New Urban Area, Thua Thien Hue Province (Round 2) |
| 37 | 52-2023/QD/HDQT | December 21, 2023 | Approve the transfer result of shares owned by the Company at subsidiaries and the share ownership rate at subsidiaries |
| 38 | 53-2023/QD/HDQT | December 25, 2023 | Approve the Decision on using mobilized capital from the share issuance for existing shareholders according to Annual General Mandate No. 21/2023/NQ-DHDCD dated June 19, 2023 to invest in the construction of the Urban Area Project on the East of Thuy Duong Street, Thuan An, located in Area E - An Van Duong New Urban Area, Thua Thien Hue Province (Round 3) |
| 39 | 54-2023/QD/HDQT | December 25, 2023 | Transfer the investment commission money to Sai Dong Land Joint Stock Company to submit M3 value for New Urban Area Project located in Bich Dong Town, Viet Yen District, Bac Giang Province |
| 40 | 55-2023/QD/HDQT | December 27, 2023 | Approve the Decision on using mobilized capital from the share issuance for existing shareholders according to Annual General Mandate No. 21/2023/NQ-DHDCD dated June 19, 2023 to invest in the construction of the Urban Area Project on the East of Thuy Duong Street, Thuan An, located in Area E - An Van Duong New Urban Area, Thua Thien Hue Province (Round 4) |
| 41 | 56-2023/QD/HDQT | December 28, 2023 | Approve the Decision on using mobilized capital from the share issuance for existing shareholders according to Annual General Mandate No. 21/2023/NQ-DHDCD dated June 19, 2023 to invest in the construction of the Urban Area Project on the East of Thuy Duong Street, Thuan An, located in Area E - An Van Duong New Urban Area, Thua Thien Hue Province (Round 5 - last round) |

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Members of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Nguyen Doan Dung | Chief | April 05, 2018 | Bachelor of Economics |
| 2 | Nguyen Hung Cuong | Member | March 19, 2021 | Bachelor of Laws |
| 3 | Khuc Ngoc Thanh | Member | March 19, 2021 | Construction Engineer |

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 | Bui Viet Anh | December 10, 1978 | Construction Engineer | April 09, 2019 |
| 2 | Hoang Anh Tu | April 06, 1977 | Bachelor of Economics | June 18, 2019 |
| 3 | Nguyen Duc Hung | March 12, 1980 | Bachelor of Economics, Master of Business Administration | March 14, 2018 |
| 4 | Nguyen Thanh Cong | April 30, 1975 | Construction Engineer | April 01, 2019 |

1. The Chief Accountant:

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Tran Quang Trung | April 28, 1976 | Bachelor of Economics, Master of Business and Management | March 01, 2018 |

1. Training on corporate governance:
2. List of affiliated persons of the public company (Annual Report 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: Refer to Clause 4 of Section VII hereof.
4. Transactions between the Company’s PDMR, affiliated persons of PDMR, and subsidiaries controlled by the Company: Refer to Clause 4 of Section VII hereof.
5. Transactions between the Company and other entities:

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | ID Card/Passport Number No. (for individuals) or Business Registration Certificate No. (for organizations), Date of issue, Place of issue | Head office address/Contact address | Time of transaction with the Company | Content, quantity, total transaction value |
| 1 | BGI Construction Joint Stock Company | Subsidiary | 0109310874 | 3rd Floor, Vinaconex7 Building, 61 Nguyen Van Giap, Cau Dien Ward, Nam Tu Liem District, Ha Noi City | First 6 months of the year | * Office rent: VND 51,193,437 * Purchase: VND 42,344,774,360   - Purchase payment: VND 44,210,437,483 |
| Last 6 months of the year | * Office rent: VND 81,033,955 * Office rent collection: VND 144,757,050 * Capital contribution recovery:   VND 313,196,000   * Commodity purchase: VND 38,706,999,309 * Purchase payment: VND 39,639,772,850 |
| 2 | BGI Construction Materials Joint Stock Company | Subsidiary | 3301674745 | Da Le Craft Village Industrial Park, Thuy Phuong Ward, Huong Thuy Town, Thua Thien Hue Province | First 6 months of the year | * Office rent: VND 32,057,436 * Office rent collection: VND 60,543,107 * Loan interest receivable: VND 37,767,452 * Loan interest collection: VND 45,235,726 * Loan principal recovery: VND 1,060,000,000 * Share capital contribution: VND 9,042,000,000 |
| Last 6 months of the year | * Office rent: VND 46,285,837 * Office rent collection: VND 69,805,467 * Loan interest collection: VND 19,027,726 * Share capital contribution: VND 2,104,000,000 |
| 3 | IUC Group Joint Stock Company | Joint venture | 0104230537 | 3rd Floor, Vinaconex7 Building, 61 Nguyen Van Giap, Cau Dien Ward, Nam Tu Liem District, Ha Noi City | First 6 months of the year | * Sales: VND 79,475,060,303 * Sales collection: VND 90,938,124,881 * Loan principal collection: VND 22,510,000,000 * Loan interest payables: VND 333,025,000 |
| Last 6 months of the year | - Sales: VND 72,309,354,119   * Sales collection: VND 168,274,823,213 * Capital contribution to the Hue E area project: VND 480,179,580,000 * Receivables for profit distribution of Hue A area project: VND 16,343,579,779 * Receivables for profit distribution of project area A Hue:   VND 1,699,321,756   * Loan interest payment: VND 2,311,538,908 |
| 4 | Nguyen Duc Hung | Deputy General Manager |  |  | First 6 months of the year | - Prepayment: VND 91,200,000  - Prepayment Refund: VND 11,798,750 |
| Last 6 months of the year | * Prepayment: VND 5,289,000,000 * Prepayment Refund: VND 5,776,900,000 |
| 5 | Nguyen Thanh Cong | Deputy General Manager |  |  | First 6 months of the year | * Prepayment Refund: VND 323,000,000 |
| Last 6 months of the year | * Prepayment Refund: VND 637,943,000 |
| 6 | Khuc Ngoc Thanh | Member of the Supervisory Board |  |  | First 6 months of the year | * Prepayment: VND 126,000,000 |
| Last 6 months of the year | None |

1. Share transactions of PDMR and affiliated persons of PDMR (Annual Report 2023)
2. 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 | | Reason for increase or decrease (buy, sell, convert, reward, etc.) |
| Number of shares | Rate | Number of shares | Rate |
| 1 | Hoang Trong Duc |  | 19,319,136 | 40.21% | 38,638,236 | 40.21% | Buy because the Company offers shares to the public |
| 2 | Nguyen Thi Hoai Thu | Wife of Mr. Hoang Trong Duc | 2,363,088 | 4.92% | 4,726,176 | 4.92% | Buy because the Company offers shares to the public |
| 3 | Nguyen Duc Hung |  | 3,221,578 | 6.7% | 6,443,156 | 6.7% | Buy because the Company offers shares to the public |
| 4 | Khuc Ngoc Thanh |  | 1,155,000 | 2.4% | 2,310,000 | 2.4% | Buy because the Company offers shares to the public |

1. Other significant issues: None.