**VCC: Annual Corporate Governance Report 2023**

On January 25, 2024, Vinaconex 25 JSC announced Report No. 54/BC-VCC on corporate governance in 2023 as follows:

* Name of company: Vinaconex 25 JSC
* Head office address: No. 89A, Phan Dang Luu Street, Hoa Cuong Nam Ward, Hai Chau District, Da Nang City
* Tel: 0236.3621 632 Fax: 0236.3621 638 [info@vinaconex25.com.vn](mailto:Email:%20info@vinaconex25.com.vn)
* Charter capital: VND 240,000,000,000
* Securities code: VCC
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the General Manager
* Internal audit execution: Unimplemented.

1. Activities of the General Meeting of Shareholders:

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

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Contents |
| 01 | 01NQ/2023/VC25-DHDCD | March 29, 2023 | Annual General Mandate 2023 |

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment/dismissal as members/independent members of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Mr. Nguyen Xuan Dong | Chair of the Board of Directors (Non-executive member of the Board of Directors) | March 9, 2019 |  |
| 2 | Mr. Nguyen Van Trung | Member of the Board of Directors | March 31, 2015 | March 29, 2023 |
| 3 | Mr. Lai Duc Toan | Non-executive member of the Board of Directors | April 12, 2021 |  |
| 4 | Mr. Tran Hai Dang | Independent member of the Board of Directors | March 29, 2023 |  |

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

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| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Contents |
| 1 | 01 NQ/2023/VC25-HDQT | January 10, 2023 | Resolution on approving the production and business results in 2022, the production and business plan for 2023 and relevant contents |
| 2 | 02 QD/2023/VC25-HDQT | February 2, 2023 | Decision on approving to organize the Annual General Meeting of Shareholders 2023 |
| 3 | 03 QD/2023/VC25-HDQT | March 8, 2023 | Decision on approving the Technical and Economic Report of the Concrete Mixer Investment Project for Production at NMBT |
| 4 | 04 QD/2023/VC25-HDQT | March 8, 2023 | Decision on approving production and business plan in 2023, Q1/2023 and relevant contents |
| 5 | 05 QD/2023/VC25-HDQT | March 8, 2023 | Decision on approving the plan to borrow capital and use loan capital at banks to serve production and business in 2023 |
| 6 | 06 QD/2023/VC25-HDQT | March 8, 2023 | Decision on approving the limit of short-term capital borrowing for production and business in 2023 |
| 7 | 07 QD/2023/VC25-HDQT | March 14, 2023 | Resolution on approving the agenda, documents to be submitted to the Annual General Meeting of Shareholders 2023 |
| 8 | 08 NQ/2023/VC25-HDQT | March 14, 2023 | Decision on approving the policy to adjust the progress of the mechanical manufacturing factory project |
| 9 | 09 QD/2023/VC25-HDQT | March 14, 2023 | Decision on approving the policy to adjust the progress of construction materials factory project |
| 10 | 10 QD/2023/VC25-HDQT | March 27, 2023 | Decision on approving compensation and site clearance support besides the approved plan of Vinaconex 25 Mechanical Manufacturing Factory Project, Lot CN8, Thuong Tin Industrial Cluster |
| 11 | 11 QD/2023/VC25-HDQT | April 4, 2023 | Decision on supplementing business lines according to the General Mandate of the General Meeting of Shareholders |
| 12 | 12 NQ/2023/VC25-HDQT | May 22, 2023 | Resolution on approving the implementation of the issuance plan to increase charter capital and the offering registration dossiers |
| 13 | 13 QD/2023/VC25-HDQT | May 25, 2023 | Decision on supporting and clearing site for the mechanical production factory project |
| 14 | 14 QD/VC25- HDQT | May 29, 2023 | Decision on paying compensation and supporting site clearance for Ngan Cau urban area project |
| 15 | 15 QD/2022/VC25-HDQT | June 5, 2023 | Decision on paying dividends in 2022 |
| 16 | 16 QD/2022/VC25-HDQT | June 5, 2023 | Decision on approving the plan to organize tourism tour program in 2023 for the Company's employees |
| 17 | 17 QD/2022/VC25-HDQT | June 13, 2023 | Decision on approving dossiers and participating in the auction of mineral exploitation rights on leveled land at Tien Phuoc District (1) |
| 18 | 18 QD2022/VC25-HDQT | June 13, 2023 | Decision on approving dossiers and participating in the auction of mineral exploitation rights on leveled land at Tien Phuoc District (2) |
| 19 | 19 QD/2022/CV-HDQT | June 14, 2023 | Decision on selecting an audit company to audit the Financial Statements in 2023 |
| 20 | 20 QD/2022/CV-HDQT | June 26, 2023 | Resolution on approving the implementation of the issuance plan to increase charter capital and offering registration dossiers (2nd time replacing Resolution 12NQ/2023/VC25-HDQT) |
| 21 | 21 QD/2022/VC25-HDQT | June 27, 2023 | Decision on approving the investment project for specialized motorbikes and means of transport and investment implementation plan for phase 1 |
| 22 | 22 QD/2022/VC25-HDQT | July 22, 2023 | Decision on approving supplier for Phase 1 of investment project for specialized motorbikes and means of transport |
| 23 | 23 QD/2022/VC24-HDQT | July 26, 2023 | Decision on extending the time holding the position of Deputy General Manager of the Company for Mr. Nguyen Xuan Nhan |
| 24 | 24 QD/2022/VC25-HDQT | July 28, 2023 | Decision on approving the policy to adjust the progress of Vinaconex 25 construction materials factory project |
| 25 | 25 QD/2022/VC25-HDQT | August 8, 2023 | Decision on approving the application of financial leasing form to implement GDI project investment: Invest in specialized motorbikes and means of transport to serve production and business |
| 26 | 26 NQ/2022/VC25-HDQT | September 12, 2023 | Decision on approving the record date and time to exercise the rights to buy shares for existing shareholders. |
| 27 | 27 QD/2022/VC25-HDQT | September 20, 2023 | Resolution on approving the production and business results in the first 6 months of the year, production and business plan for the last 6 months of 2023 and relevant contents |
| 28 | 28 QD/2022/VC25-HDQT | September 20, 2023 | Decision on approving the policy on adjusting 1/500 detailed construction planning of Construction Investment Project in Thien An Urban Area |
| 29 | 29 NQ/2022/VC25-HDQT | September 20, 2023 | Decision on approving the investment phasing policy of Thien An Urban Area Project |
| 30 | 30 QD/2022/VC25-HDQT | September 20, 2023 | Decision on approving site clearance plan for Thien An Urban Area Project |
| 31 | 31 QD/2022/VC25- HDQT | September 20, 2023 | Decision on approving the adjustment of construction costs for construction items at Thien An Urban Area |
| 32 | 32 QD/2022/VC25-HDQT | September 20, 2023 | Decision on approving the policy of implementing procedures to adjust the investment policy of Ngan Cau Project at the competent State agency |
| 33 | 33 QD/2022/VC25-HDQT | October 23, 2023 | Decision on approving relevant activities at the project: Long Thanh International Airport |
| 34 | 34 QD/2022/VC25-HDQT | November 6, 2023 | Decision on approving the results of the public offering of shares to existing shareholders, the Manager exercises the right to buy and redistribute |
| 35 | 35 QD/2022/VC25-HDQT | November 15, 2023 | Decision on approving the policy and value of site clearance work for the Mineral Exploitation Project Land leveling at the time of TB-BS10 mine - Ho Nuoc Hill Area |
| 36 | 36 NQ/2022/VC25-HDQT | November 17, 2023 | Proposal on approving the result of issuance to increase charter capital in 2023 |
| 37 | 37 QD/2022/VC25-HDQT | December 1, 2023 | Resolution on adjusting the plan for using the proceeds from the share offering to increase charter capital to VND 240 billion |
| 38 | 38 NQ/2022/VC25-HDQT | December 18, 2023 | Resolution on approving the production and business results of Q3, the production and business plan for Q4 and relevant contents |
| 39 | 39 QD/2022/VC25-HDQT | December 18, 2023 | Decision on adjusting the implementation of duties of real estate agents at the housing construction investment project at Ngan Cau Urban Area |
| 40 | 40 QD/2022/VC25-HDQT | December 18, 2023 | Decision on approving site clearance compensation payment according to the approved plan of Ngan Cau Urban Area housing construction investment project |

1. The Supervisory Board (2023 Report):

Information on members of the Supervisory Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board: | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Vu Van Manh | Chief | Elected on March 09, 2019 | Economic Engineer, Bachelor of Accounting, Master of Business Administration |
| 2 | Tran Thi Kim Oanh | Supervisor | Elected on April 12, 2021 | Bachelor of Economics - Accounting |
| 3 | Nguyen Ba Hop | Supervisor | Elected on March 19, 2022 | Construction Economics Engineer |

1. The Executive Board.

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as a member of the Executive Board |
| 1 | Mr. Nguyen Van Trung | March 1, 1976 | Master of Business Administration, Civil and Industrial Construction Engineer | December 1, 2020 |
| 2 | Mr. Nguyen Xuan Nhan | July 10, 1963 | Bachelor of Laws | July 15, 2019 |
| 3 | Mr. Truong Van Duc | December 29, 1974 | Master of Business Administration, Civil and Industrial Construction Engineer | June 15, 2019 |
| 4 | Mr. Do Ngoc Hai | December 28, 1977 | Master of Business Administration, Civil and Industrial Construction Engineer | June 15, 2019 |
| 5 | Mr. Nguyen Xuan Hung | June 6, 1976 | Bachelor of Laws | April 1, 2022 |

1. The Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Nguyen Duc Quang Thong | January 1, 1982 | Bachelor of Accounting | March 31, 2029 |

1. Training on corporate governance:
2. List of affiliated persons of the public company (Semi-annual Report) and transactions between the affiliated persons of the Company and the Company itself
3. Transactions between the Company and affiliated persons of the Company; or between the Company and major shareholders, PDMR, affiliated persons of PDMR:

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | NSH\* No., Date of issue and Place of issue of NSH | Head office/Contact address | Time of transaction | General Mandate/Decision of the General Meeting of Shareholder or Board Resolution/Decision (if any, specify the issuance date) | Content, quantity, total value of transaction | Note |
| 1 | Vietnam Construction and Import - Export Joint stock Corporation (Vinaconex) | Holding Company | 0100105616 Date of issue: July 27, 2022; Place of issue: Hanoi Authority for Planning & Investment | No. 34 Lang Ha Street, Lang Ha Ward, Dong Da District, Hanoi | 2023 | Annual General Mandate No. 01/2023/VC25-NQDHDCD of Annual General Meeting of Shareholders of Vinaconex 25 on March 29, 2023 | Loan repayment transaction: VND 52,000,000,000  Construction services/goods provision transaction: VND 42,629,329,008 |  |
| 2 | Vinaconex Construction One Member Company Limited | Member of the Board of Directors as Deputy General Manager | 0107926315  Date of issue: July 19, 2017; Place of issue:  Hanoi Authority for Planning & Investment | No. 34 Lang Ha Street, Lang Ha Ward, Dong Da District, Hanoi | 2023 | Annual General Mandate No. 01/2023/VC25-NQDHDCD of Annual General Meeting of Shareholders of Vinaconex 25 on March 29, 2023 | Construction and installation services provision transaction VND 1,073,284,343  Construction equipment rental transaction: VND 1,343,767,527 |  |

1. Transactions between Company’s PDMR, affiliated persons of PDMR and subsidiaries or companies controlled by the Company: None.
2. 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 General Manager and other managers have been founding members or the members of the Board of Directors, the Executive General Manager for the past three (03) years (as at the time of reporting): None
   2. Transactions between the Company and companies in which affiliated persons of members of the Board of Directors, members of the Supervisory Board, the General Manager and other managers are members of the Board of Directors, the Executive Manager (General Manager): None.
   3. 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, the Manager (General Manager) and other managers: None.
3. Share transactions of PDMR and affiliated persons of PDMR (2023 Report)
4. 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 | | | Reasons for increase or decrease (buy, sell, convert, reward, ...) |
| Number of shares | Rate | Number of shares | Rate | |
| 1 | Vietnam Construction and Import-Export Joint Stock Corporation | |  | 7,959,300 | 66.33% | 17,068,600 | 71.12% | | Buy to issue to increase charter capital and redistribute |
| 2 | | Nguyen Van Trung |  | 235,000 | 1.95% | 470,000 | 1.96% | | Buy to issue to increase charter capital and redistribute |
| 3 | | Pham Thu Thuy | Wife of Mr. Nguyen Van Trung | 0 |  | 300,000 | 1.25% | | Buy redistributed shares |
| 4 | | Truong Van Duc |  | 16,000 |  | 167,000 | 0.7% | Buy to issue to increase charter capital and redistribute | |
| 5 | | Nguyen Xuan Nhan |  | 57,135 |  | 77,135 | 0.32% | | Buy redistributed shares |
| 6 | | Do Ngoc Hai |  | 19,000 |  | 138,000 | 0.58% | | Buy to issue to increase charter capital and redistribute |
| 7 | | Nguyen Duc Quang Thong |  | 13,200 |  | 26,400 | 0.11% | | Buy to issue to increase charter capital |
| 8 | | Le Thi Thanh Thao |  | 0 |  | 100,000 | 0.42% | | Buy redistributed shares |

1. Other significant issues: None.