**TVH: Annual Corporate Governance Report 2023**

On January 29, 2024, Construction Consultation Joint Stock Company for Maritime Building announced Report No. 59/HDQT-BCQT on the corporate governance in 2023 as follows:

* Name of company: Construction Consultation Joint Stock Company for Maritime Building
* Head office address: 12th floor, Hancorp Plaza West Tower, No. 72 Tran Dang Ninh Street, Dich Vong Ward, Cau Giay District, Ha Noi City, Vietnam.
* Tel: 024.37545293; Fax: 024.37566892; Email: cmbsincel966@cmbvn.com.vn
* Charter capital (as at December 21, 2023): VND 40,040,000,000
* Securities code: TVH
* 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 meetings and the General Mandates/Decisions of the General Meeting of Shareholders (including General Mandates approved by collecting shareholders' opinions via a ballot):

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| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | 45/NQ-DHDCD | April 26, 2023 | Annual General Mandate |

1. The Board of Directors
2. Information about members of the Board of Directors:

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| No. | Members of the Board of Directors | Position | Date of appointment/dismissal as member/independent member of the Board of Directors |
| Appointment date | Dismissal date |
|  | 2018 - 2023 term  |
| 1 | Mr. Pham Trung Kien | Executive Chair of the Board of Directors | June 21, 2021 | Term ended on: April 26, 2023 |
| 2 | Mr. Le Huu Quang | Member | April 23, 2018 | Term ended on: April 26, 2023 |
| 3 | Mr. Tran Hai Thanh | Member | April 23, 2018 | Term ended on: April 26, 2023 |
| 4 | Mr. Le Tan Dat | Member | June 21, 2021 | Term ended on: April 26, 2023 |
| 5 | Mr. Dinh Van Ngoc | Member | June 21, 2021 | Term ended on: April 26, 2023 |
|  | The 2023 - 2028 term  |
| 1 | Mr. Pham Trung Kien | Executive Chair of the Board of Directors | April 26, 2023 |  |
| 2 | Mr. Le Huu Quang | Member | April 26, 2023 |  |
| 3 | Mr. Tran Hai Thanh | Member | April 26, 2023 |  |
| 4 | Mr. Le Tan Dat | Member | April 26, 2023 |  |
| 5 | Mr. Dinh Van Ngoc | Member | April 26, 2023 |  |

1. Board Resolutions/Board Decisions

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| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
|  | Board Resolutions |
| 1 | 18/NQ-HDQT | January 31, 2023 | Resolution on the assignment of the business and investment plan in 2023 |
| 2 | 25/NQ-HDQT | February 20, 2023 | Resolution on the organization plan of the Annual General Meeting of Shareholders 2023 of Construction Consultation Joint Stock Company for Maritime Building |
| 3 | 46/NQ-HDQT | April 26, 2023 | Resolution on electing the Chair of the Board of Directors of the Company for the 2023-2028 term  |
| 4 | 50/NQ-HDQT | April 27, 2023 | Resolution on adjusting the production and business plan for 2023 (implemented according to the Annual General Mandate 2023 of the Company) |
| 5 | 85/NQ-HDQT | August 21, 2023 | Resolution on approving the dividend payment plan in 2023 |
| 6 | 121/NQ-HDQT | November 10, 2023 | Resolution on approving the dismissal, appointment and re-appointment of management staff |
| 7 | 155/NQ-HDQT | December 29, 2023 | Resolution on approving the dismissal, transfer and appointment of management staff |
|  | Board Decisions |
| 1 | 28/QD-HDQT | March 07, 2023 | Decision on approving the Technical Economic Report of the Project: Renovating and repairing the Ho Chi Minh City Branch of the Company  |
| 2 | 29/QD-HDQT | March 07, 2023 | Decision on approving the signing of a consultancy contract (with a value of over VND 3 billion) |
| 3 | 30/QD-HDQT | March 07, 2023 | Decision on approving the signing of a consultancy contract (with a value of over VND 3 billion) |
| 4 | 31/QD-HDQT | March 07, 2023 | Decision on approving the plan to repair and renovate the Company's Office |
| 5 | 35/QD-HDQT | April 05, 2023 | Decision on appointing a capital representative of the Company at Angiang Port Joint Stock Company |
| 6 | 36/QD-HDQT | April 05, 2023 | Decision on appointing a capital representative of the Company at Quy Nhon New Port Joint Stock Company |
| 7 | 37/QD-HDQT | April 05, 2023 | Decision on approving the signing of a consultancy contract (with a value of over VND 3 billion) |
| 8 | 38/QD-HDQT | April 05, 2023 | Decision on approving the signing of a consultancy contract (with a value of over VND 3 billion) |
| 9 | 39/QD-HDQT | April 05, 2023 | Decision on appointing a capital representative of the Company at First Investment and Design Consultancy Joint Stock Company for the 2023-2028 term  |
| 10 | 44/QD-HDQT | April 26, 2023 | Decision on approving the signing of a consultancy contract (with a value of over VND 3 billion) |
| 11 | 47/QD-HDQT | April 26, 2023 | Decision on assigning tasks to members of the Board of Directors of the Company for the 2023-2028 term |
| 12 | 51/QD-HDQT | April 27, 2023 | Decision on approving the salary and bonus unit price 2023 |
| 13 | 52/QD-HDQT | May 12, 2023 | Decision on approving the signing of a consultancy contract (with a value of over VND 3 billion) |
| 14 | 58/QD-HDQT | June 01, 2023 | Decision on establishing the BIM Department (operating from June 01, 2023) |
| 15 | 61/QD-HDQT | June 30, 2023 | Decision on approving the signing of a consultancy contract (with a value of over VND 3 billion) |
| 16 | 62/QD-HDQT | June 30, 2023 | Decision on approving the signing of a consultancy contract (with a value of over VND 3 billion) |
| 17 | 63/QD-HDQT | June 30, 2023 | Decision on approving the signing of a consultancy contract (with a value of over VND 3 billion) |
| 18 | 79/QD-HDQT | August 15, 2023 | Decision on approving the signing of a consultancy contract (with a value of over VND 3 billion) |
| 19 | 94/QD-HDQT | September 04, 2023 | Decision on approving the software investment serving for research, calculation, and simulation of technological processes in projects |
| 20 | 103/QD-HDQT | September 27, 2023 | Decision on approving the signing of a consultancy contract (with a value of over VND 3 billion) |
| 21 | 104/QD-HDQT | September 27, 2023 | Decision on approving the signing of a consultancy contract (with a value of over VND 3 billion) |
| 22 | 114/QD-HDQT | October 18, 2023 | Decision on approving the Company’s planning list of leaders and managers for the 2023-2028 term |
| 23 | 117/QD-HDQT | October 30, 2023 | Decision on assigning employees to work abroad |
| 24 | 119/QD-HDQT | November 02, 2023 | Decision on approving the investment plan to buy 01 new car for the Company Office |
| 25 | 122/QD-HDQT | November 10, 2023 | Decision on the re-appointment of staffs |
| 26 | 123/QD-HDQT | November 10, 2023 | Decision on the re-appointment of staffs |
| 27 | 124/QD-HDQT | November 10, 2023 | Decision on the re-appointment of staffs |
| 28 | 125/QD-HDQT | November 10, 2023 | Decision on the re-appointment of staffs |
| 29 | 126/QD-HDQT | November 10, 2023 | Decision on the re-appointment of staffs |
| 30 | 136/QD-HDQT | November 20, 2023 | Decision on internally transferring fixed assets to Hai Phong Branch for management and use (Misubishi Outlander cars) |
| 31 | 137/QD-HDQT | November 20, 2023 | Decision on approving the Fixed Asset Liquidation Plan (Hyundai Sonata car) |
| 32 | 140/QD-HDQT | November 28, 2023 | Decision on approving the Fixed Asset Liquidation Results (Hyundai Sonata car) |
| 33 | 141/QD-HDQT | November 29, 2023 | Decision on approving an independent auditing unit to audit the Financial Statements for the fiscal year ending December 31, 2023 |
| 34 | 142/QD-HDQT | November 29, 2023 | Decision on spending the bonus fund for the Company's managers and executives in 2022 |
| 35 | 143/QD-HDQT | November 30, 2023 | Decision on promulgating Regulations on management and use of bonus funds for Managers and executives of the Company |
| 36 | 144/QD-HDQT | December 04, 2023 | Decision on approving the signing of a consultancy contract (with a value of over VND 3 billion) |
| 37 | 145/QD-HDQT | December 05, 2023 | Decision on the declaration of assets and income in 2023 |
| 38 | 147/QD-HDQT | December 08, 2023 | Decision on approving the signing of a consultancy contract (with a value of over VND 3 billion) |
| 39 | 149/QD-HDQT | December 15, 2023 | Decision on approving the signing of a consultancy contract (with a value of over VND 3 billion) |

1. The Supervisory Board/Audit Committee
2. Information about the members of the Supervisory Board

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| No. | Members of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
|  | 2018 - 2023 term  |
| 1 | Ms. Doan Thi Nhu Y | Chief | Appointment date: April 23, 2018; Dismissal date: April 26, 2023 | Bachelor |
| 2 | Mr. Hoang Van Dung | Member | Appointment date: April 23, 2018; Dismissal date: April 26, 2023 | Bachelor |
| 3 | Mr. Nguyen Quang Hung | Member | Appointment date: April 23, 2018; Dismissal date: April 26, 2023 | Engineer |
|  | 2023 - 2028 term  |
| 1 | Ms. Doan Thi Nhu Y | Chief | Appointment date: April 26, 2023 | Bachelor |
| 2 | Mr. Le Quang Thanh | Member | Appointment date: April 26, 2023 | Master |
| 3 | Ms. Nguyen Ngoc Thuy Dung | Member | Appointment date: April 26, 2023 | Master |

1. The Executive Board

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| --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Mr. Le Huu Quang - General Manager | August 15, 1979 | Bachelor of Economics | Appointment date: June 21, 2021 |
| 2 | Mr. Le Tan Dat - Deputy General Manager | December 08, 1974 | Hydraulic engineer | Re-appointment date: November 10, 2023 |
| 3 | Mr. Dinh Van Ngoc - Deputy General Manager | April 30, 1974 | Waterway, Port Engineer | Re-appointment date: November 10, 2023 |
| 4 | Mr. Vu Ngọc Long - Deputy General Manager | February 20, 1964 | Hydraulic engineer | Appointment date: July 01, 2020 |
| 5 | Mr. Tran Hai Thanh - Deputy General Manager | October 02, 1972 | Bachelor of Economics | Appointment date: January 01, 2022 |

1. The Chief Accountant

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment /dismissal |
| Mr. Tran Hai Thanh | October 02, 1972 | Bachelor of Economics | Re-appointment date: June 01, 2021 |

1. Training on corporate governance
2. List of affiliated persons of public company and transactions of the affiliated persons of the Company and the Company itself in 2023:
3. Transactions between the Company and affiliated persons of the Company, or between the Company and major shareholders, PDMR, or related persons of PDMR: None.
4. Transactions between Company’s PDMR, affiliated persons of PDMR with subsidiaries and companies controlled by the Company: None.
5. Transactions between the Company and other entities:
	1. Transactions between the Company and the company in which members of the Board of Directors, members of the Supervisory Board, the Manager (the General Manager) and other managers have been founding members or members of the Board of Directors, the Executive Manager (the General Manager) for the past three (03) years (calculated at the time of reporting) (From January 01, 2021 to December 31, 2023):
* First Investment and Design Consultancy Joint Stock Company: Receivables arising from sales revenue and service provision (Topographic survey and Geological survey of 26.1ha land area in Thanh To Ward and Trang An Ward, Cat Hai, Hai Phong): VND 546,000,000.
	1. Transactions between the Company and companies executed by the affiliated people 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). None.
	2. 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 (General Manager) and other managers: None.
1. Share transactions of PDMR and affiliated persons of PDMR in 2023
2. Transaction of PDMR and affiliated persons related to the Company’s shares: None
3. Other significant issues: None