**PVC: Annual Corporate Governance Report 2023**

In January 26, 2024, Viet Nam Construction Joint Stock Company No. 12 announced Report No. 22/CT12-BC as follows:

* Name of listed company: VIET NAM CONSTRUCTION JOINT STOCK COMPANY NO. 12
* Head office address: No. 57, Vu Trong Phung Street, Thanh Xuan Trung Ward, Thanh Xuan District, Hanoi.
* Tel: 024.22143724 Fax: 024.37875053 Email: vl2jsc@gmail.com
* Charter capital: VND 116,360.000,000
* Securities code: V12
* Corporate governance model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager.
* Internal audit execution: Not executed, expected execution in 2024.

1. Activities of the General Meeting of Shareholders in 2023:

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):

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| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | No. 01/2023/NQ-DHDCD | June 20, 2023 |  |

1. The Board of Directors 2023:
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 of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Mr. Nguyen Huu Toi | Chair of the Board of Directors | June 24, 2020 |  |
| 2 | Mr. Le Phung Hoa | Member of the Board of Directors | June 24, 2020 |  |
| 3 | Mr. Nguyen Tien Quan | Member of the Board of Directors | June 24, 2020 |  |
| 4 | Mr. Nguyen Mai Duong | Independent member of the Board of Directors | June 20, 2023 |  |

1. Board Resolutions/Board Decisions in 2023:

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| --- | --- | --- | --- |
| No. | Board Resolution/ Board Decision No. | Date | Content |
| 1 | No. 02/2023/NQ-HDQT | February 20, 2023 | Approve the record date and time to exercise the rights to buy shares publicly offered for existing shareholders |
| 2 | No. 03/2023/NQ-HDQT | March 14, 2023 | Approve the dividend payment of 2021 |
| 3 | No. 04/2023/NQ-HDQT | April 26, 2023 | Extend the time to organize the Annual General Meeting of Shareholders 2023 and finalize the list of Shareholders convened for the Annual General Meeting of Shareholders 2023 |
| 4 | No. 06/2023/NQ-HDQT | May 09, 2023 | Approve the results of registration and payment for buying shares of existing shareholders and plan for handling the remaining undistributed shares |
| 5 | No. 08/2023/NQ-HDQT | May 11, 2023 | Approve the results of public offerings, changing the Business Registration Certificate, amending the Charter, registering additional depository and listing of shares |
| 6 | No. 10/2023/NQ-HDQT | May 22, 2023 | Approve the adjustment of the plan to use the proceeds from the offering |
| 7 | No. 17/2023/NQ-HDQT | August 17, 2023 | Approve the dividend payment of 2022 |
| 8 | No. 18/2023/QD-HDQT | August 18, 2023 | Agree upon the policy of liquidating fixed assets |
| 9 | No. 19/2023/QD-HDQT | August 22, 2023 | Approve the price floor for liquidating 3 cement trucks |
| 10 | No. 20/2023/QD-HDQT | September 05, 2023 | Approve the results of offering and liquidation of fixed assets |
| 11 | No. 21/2023/NQ-HDQT | September 05, 2023 | Approve the results of offering and liquidation of fixed assets |
| 12 | No. 22/2023/NQ-HDQT | October 23, 2023 | Approve the dismissal and appointment of the leaders and managers of the Company |
| 13 | No. 23/2023/QD-HDQT | October 31, 2023 | Dismiss the Chief Accountant of the Company |
| 14 | No. 24/2023/QD-HDQT | October 31, 2023 | Appoint the position of Chief Accountant cum Head of Financial Accounting Department |
| 15 | No. 25/2023/QD-HDQT | October 29, 2023 | Approve the policy of investment in pickup cars |
| 16 | No. 26/2023/QD-HDQT | November 03, 2023 | Approve the results of investment in pickup cars |

1. The Supervisory Board in 2023:
2. Information about the 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 | Ms. Pham Thi Minh Ly | Head | March 24, 2022 | Bachelor of Accounting |
| 2 | Ms. Nguyen Thi Hang | Member | June 24, 2020 | Bachelor of Accounting |
| 3 | Mr. Ngo Anh Tu | Member | March 24, 2022 | Bachelor of Business Administration |

1. The Executive Board:

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| --- | --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Position | Date of birth | Qualification | Date of appointment/dismissal |
| 1 | Mr. Le Phung Hoa | General Manager | October 20, 1975 | Master and Bachelor of Economics | May 16, 2015 |
| 2 | Mr. Vu Chi Dung | Deputy General Manager | June 06, 1974 | Construction Engineer | June 19, 2015 |
| 3 | Mr. Nguyen Tien Quan | Deputy General Manager | February 22, 1984 | Project Engineer | January 01, 2019 |

1. Chief Accountant:

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Mr. Le Ngoc Anh | September 28, 1978 | Master of Economics | Dismissed on November 01, 2023 |
| Mr. Vu Nam Ha | July 04, 1975 | Bachelor of Accounting | Appointed on November 01, 2023 |

1. Training on corporate governance:
2. List of affiliated persons of the public company in 2023 and transactions between 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, or related persons of PDMR:

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | NSH No., Date of issue, Place of issue | Head office/Contact address | Time of transaction with the Company | Approved General Mandate/ Decision of the General Meeting of Shareholders or Board Resolution/ Board Decision No. (including promulgation date, if any) | Content, quantity, total value of transaction | Note |
| 1 | Vietnam Construction and Import-Export Joint Stock Corporation (Vinaconex) | Joint venture, related party of PDMR | 0100105616 Date of issue: December 01, 2006; Place of issue: Hanoi Department of Planning and Investment | Vinaconex Building, No. 34 Lang Ha Street, Dong Da District, Hanoi | 2023 | General Mandate No. 01/2023/NQ-DHDCD dated June 20, 2023 of the Annual General Meeting of Shareholders 2023 | Dividend payment: 3,351,168,000; selling products and providing services: 1,084,571,017; purchasing products and services: 263,584,300; other incomes: 750,000,000 |  |
| 2 | VIWACO Joint Stock Company | Subsidiary of Vinaconex, related party of PDMR | 0101624050 Date of issue: March 17, 2005 - Place of issue: Hanoi Department of Planning and Investment | 1st Floor, 17T7 Building, Trung Hoa - Nhan Chinh Urban Area, Nhan Chinh Ward, Thanh Xuan District, Hanoi | 2023 | General Mandate No. 01/2023/NQ-DHDCD dated June 20, 2023 of the Annual General Meeting of Shareholders 2023 | Selling products and providing services: 827,146,364; purchasing products and services: 307,740,360; working capital loan: 2,000,000,000 |  |
| 3 | BOT Ha Noi-Bac Giang Investment Joint Stock Company | Joint venture of Vinaconex | 2300846090 Date of issue: April 10, 2014 - Place of issue: Bac Ninh Department of Planning and Investment | No. 14, Lot B1, South Tu Son New Urban Area, Phu Chan Commune, Tu Son Town, Bac Ninh Province | 2023 | General Mandate No. 01/2023/NQ-DHDCD dated June 20, 2023 of the Annual General Meeting of Shareholders 2023 | Other expenses: 1,473,636,011 |  |
| 4 | 504 Construction Joint Stock Company -Vinaconex | Joint venture, related party of PDMR | 0600458867; Date of issue: September 01, 2008; Place of issue: Nam Dinh Department of Planning and Investment | No. 100, Nguyen Hien Street, Tran Dang Ninh Ward, Nam Dinh City, Nam Dinh Province | 2023 | General Mandate No. 01/2023/NQ-DHDCD dated June 20, 2023 of the Annual General Meeting of Shareholders 2023 | Receive dividends: 535,500,000; working capital loan: 1,000,000,000 |  |

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 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 (at the time of reporting): None.
   2. Transactions between the Company and companies where the affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Manager (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 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: None.
3. Share transactions of PDMR and affiliated persons of PDMR in 2023:
4. 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 | | Reasons for increase or decrease (buy, sell, convert, reward, ...) |
| Number of shares | Rate (%) | Number of shares | Rate (%) |
| 1 | Nguyen Huu Toi | Chair of the Board of Directors | 825,049 | 7.09 | 1,525,049 | 13.11 | Buy issued shares to increase capital for existing shareholders |
| 2 | Dinh Thi Hang | Chair of the Board of Directors’ wife | 622,800 | 5.35 | 1,245,600 | 10.70 | (as above) |
| 3 | Le Phung Hoa | Member of the Board of Directors-cum-General Manager | 1,155,000 | 9.93 | 2,310,000 | 19.85 | (as above) |
| 4 | Le Ngoc Anh | Chief Accountant (by October 31, 2023) | 28,790 | 0.247 | 28,840 | 0.248 | (as above) |
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1. Other significant issues: None.