**VC6: Annual Corporate Governance Report 2023**

On January 18, 2024, Visicons Construction And Investment Joint Stock Company announced Report No. 29BC/VC6-CBTT on the Corporate Governance 2023 as follows:

* Name of listed company: Visicons Construction And Investment Joint Stock Company
* Head office address: 5th floor, 29T2 Building, Hoang Dao Thuy Street, Trung Hoa Ward, Cau Giay District, Hanoi
* Tel: 024.62513155 Fax: 024.62513156
* E-mail: vc6@visicons.com.vn
* Website: www.visicons.com.vn
* Charter capital: VND 87,998,820,000,000
* Corporate governance model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager.
* Internal audit execution: Not executed
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 shareholders' opinions via a ballot):

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| --- | --- | --- | --- |
| No. | General Mandate | Date | Content |
| 1 | Annual General Mandate | April 06, 2023 |  |

1. The Board of Directors: Annual Report 2023
2. Information about members of the Board of Directors and meetings:

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| --- | --- | --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment as member of the Board of Directors of the term 2020-2025 | Number of attended meetings | Rate | Reasons for absence/ Notes |
| 1 | Mr. Tran Van Khanh | Chair of the Board of Directors | June 9, 2020 | 04 | 100% |  |
| 2 | Mr. Hoang Hoa Cuong | Member of the Board of Directors | June 9, 2020 | 04 | 100% |  |
| 3 | Mr. Toda Koji | Member of the Board of Directors | June 9, 2020 | 04 | 100% |  |
| 4 | Mr. Nguyen Minh Tuan | Member of the Board of Directors | June 9, 2020 | 04 | 100% |  |
| 5 | Mr. Nguyen Phan Tuan | Member of the Board of Directors | June 9, 2020 | 04 | 100% |  |

1. Board Resolutions/Board Decisions

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| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | 02NQ | February 15, 2023 | Convene the Annual General Meeting of Shareholders 2023 |
| 2 | 04QD | March 02, 2023 | Dismiss the Head of the Construction Management - Quality - Safety Department  |
| 3 | 06QD | March 2, 2023 | Appoint the Head of the Construction Management - Quality - Safety Department  |
| 4 | 07QD | March 2, 2023 | Dismiss the Head of the Internal Administration Department |
| 5 | 08QD | March 2, 2023 | Appoint the Head of the Internal Administration Department |
| 6 | 09QD | March 2, 2023 | Appoint the Deputy General Manager |
| 7 | 10QD | March 2, 2023 | Appointment of Head of Human Resources Department |
| 8 | 18NQ | April 10, 2023 | Approve the policy of the Company’s cars liquidation |
| 9 | 19NQ | April 17, 2023 | Resolution: Record date to pay dividends 2022 in cash. |
| 10 | 19QD | May 18, 2023 | Decision: Approve the promulgation of the Regulation on Financial Management of the Company. |
| 11 | 20ANQ | April 20, 2023 | Approve the price of the Company’s cars liquidation |
| 12 | 20NQ | May 19, 2023 | Approve the Policy of investment in the Project of galvanized steel square tube |
| 13 | 23NQ | June 05, 2023 | Borrow capital and use assets as collateral at Joint Stock Commercial Bank for Investment and Development of Vietnam - Ha Dong Branch |
| 14 | 24NQ | June 27, 2023 | Approve the selection of an audit company to audit the Financial Statements 2023 of the Company |
| 15 | 25NQ | June 28, 2023 | Approve the downward revision on the value of the contributed capital in cash of VISICONS in the Investment Cooperation Contract with Tien Huy Constructions and Transport Joint Stock Company |
| 16 | 26NQ | July 25, 2023 | Assign working duties to Mr. Nguyen Trung Kien - the Deputy General Manager  |
| 17 | 28NQ | July 18, 2023 | Approve the plan to supplement 01 7-seater car for the Company’s work  |
| 18 | 29QD | July 25, 2023 | Assign executing duties while the General Manager is on leave to go abroad |
| 19 | 35QD | September 16, 2023 | Appoint the Deputy Head of the Bidding Department - Contract Management |
| 20 | 36QD | September 16, 2023 | Appoint the Deputy Head of the Construction Management - Quality - Safety Department |
| 21 | 39QD | October 31, 2023 | Promulgate the regulation to organize and operate the Finance and Accounting Department |
| 22 | 42QD | November 16, 2023 | Promulgate the regulation to purchase and manage assets which are equipment, tools, and temporary system of VISICONS |
| 23 | 45QD | December 1, 2023 | Promulgate the regulation on construction Management of project the controlling Company of VISICONS |
| 24 | 45NQ | December 15, 2023 | Approve the capital borrowing, guarantee for the ME package of Quanta project at Joint Stock Commercial Bank for Investment and Development of Vietnam - Ha Dong Branch |

1. The Supervisory Board;
2. Information about 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 (the term of 2020-2025): | Qualification | Number of attended meetings | Attendance rate | Voting rate |
| 1 | Mr. Dang Thanh Huan | Chief of the Supervisory Board: | June 9, 2020 | Bachelor of Economics, major in Finance - Credit Master in Business Administration | 02 | 100% | 100% |
| 2 | Mr. Tran Tuan Khanh | Member of the Supervisory Board | June 9, 2020 | Master of Construction | 02 | 100% | 100% |
| 3 | Mr. Nguyen Kien Trung | Member of the Supervisory Board | June 9, 2020 | Construction engineer, Master of Business Administration | 02 | 100% | 100% |

1. The Executive Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | First appointed on |
| 1 | General Manager Mr. Hoang Hoa Cuong | June 04, 1973 | Master of Business Administration; Construction Engineer; | June 1, 2011 |
| 2 | Deputy General Manager: Mr. Nguyen Minh Tuan | February 18, 1961 | Architect | June 1, 2000 |
| 3 | Deputy General Manager: Mr. Nguyen Xuan Quynh | April 3, 1972 | Construction engineer | September 12, 2011 |
| 4 | Deputy General Manager: Mr. Nguyen Phan Tuan | April 11, 1970 | Construction engineer | September 6, 2016 |
| 5 | Deputy General Manager: Mr. Tran Thanh Thuy | October 22, 1979 | Construction engineer | July 1, 2020 |
| 6 | Deputy General Manager: Mr. Nguyen Kien Trung | March 31, 1974 | Construction engineer, Master of Business Administration | March 2, 2023 |

1. Chief Accountant.

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| --- | --- | --- | --- |
| Full name | Date of birth | Professional Qualification | First appointed on |
| Ms. Mai Phuong Anh | July 2, 1977 | Master of Economics majoring in accounting | December 1, 2008 |

1. Training on corporate governance:
2. List of affiliated person of the public company and transactions between the affiliated person 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, or related persons of PDMR: None
4. Transactions between PDMR of the listed company, affiliated persons of PDMR and subsidiaries or companies controlled by the listed 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 Executive General Manager have been being founding members or members of the Board of Directors, the Executive General Manager for the past three (03) years (calculated at the time of reporting):
	2. Transactions between the Company and the companies where affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Executive General Manager are members of the Board of Directors, the Executive General Manager: None
	3. Other transactions (if any) that can bring about material or non-material benefits to the members of the Board of Directors, the members of the Supervisory Board and the Executive General Manager: None
6. Share transactions of PDMR and affiliated persons of PDMR
7. Listing company’s share transactions of PDMR and affiliated persons of PDMR

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relation with internal shareholders/major shareholders | 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 | Mr. Nguyen Xuan Quynh | Deputy General Manager | 194,650 shares | 2.211% | 206,650 shares | 2.348% | Increase the ownership rate of VC6 share |
| 2 | Mr. Nguyen Phan Tuan | Member of Board of Directors- Deputy General Manager | 604,230 shares | 6.866% | 617,540 shares | 7.017% | Increase the ownership rate of VC6 share |

1. Other significant issues: None.