**VLB: Annual Corporate Governance Report 2023**

On January 29, 2024, Bien Hoa Building Materials Production and Construction Joint Stock Company announced Report No. 06/BC-VLXD on the Annual Corporate Governance 2023 as follows:

* Name of company: Bien Hoa Building Materials Production and Construction Joint Stock Company
* Head office address: No. K4/79C, Nguyen Tri Phuong Road, Group 3, Buu Hoa Ward, Bien Hoa City, Dong Nai Province
* Tel: (0251) 3859358 Fax: (0251) 3859917 Email: [congtybbcc@gmail.com](mailto:congtybbcc@gmail.com)
* Charter capital: VND 469,216,000,000.
* Securities code: VLB
* Corporate governance model: The General Meeting, Board of Directors, Supervisory Board and Executive Manager.
* Internal audit: no Auditing Committee

1. Activities of the General Meeting:

Information about meetings and General Mandates/Decisions of the General Meeting (including General Mandates approved by collecting ballots)

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| --- | --- | --- | --- |
| No. | General Mandate | Date | Contents |
| 01 | 01/2023/DHDCD | May 25, 2023 |  |

1. Board of Directors (Report of 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 members/independent member of the Board of Directors | |
| Date of appointment | Date of dismissal |
| 01 | Huynh Xuan Dao | Chair of the Board of Directors | July 23, 2021 |  |
| 02 | Huynh Kim Vu | Member of the Board of Directors | June 26, 2020 |  |
| 03 | Pham Quoc Thai | Member of the Board of Directors | June 26, 2020 |  |
| 04 | Phan Tan Dat | Non-executive member of the Board of Directors | May 25, 2023 |  |
| 05 | Nguyen Quoc Phong | Non-executive member of the Board of Directors | June 26, 2020 | May 25, 2023 |
| 06 | Nguyen Thanh Tung | Non-executive member of the Board of Directors | June 26, 2020 |  |

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

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| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision | Date | Contents |
| I. Board Resolutions | | | |
| 1 | 36/NQ-HDQT | January 11, 2023 | Approve the policy on applying the unit price of unfinished products in 2023 |
| Approve the policy on loan limits in 2023 at Vietnam Joint Stock Commercial Bank for Industry and Trade - Dong Nai Province Branch |
| Approve the plan on rewarding and caring for the Year of the Cat 2023 for employees and the management of the Company. |
| 2 | 37/NQ-HDQT | March 3,2023 | Approve the plan on repurchasing preferential shares of employees who quit their job ahead of predefined period |
| 3 | 38/NQ-HDQT | March 09, 2023 | Approve the report of the Company's Executive Board on the results of implementing the Board Resolutions. |
| Approve the policy on liquidating 22 fixed assets including machinery, equipment, and means of transportation. |
| Approve the settlement of salary fund, managers’ realized remuneration, employees’ realized salary fund and reward and welfare fund in 2022. |
| Approve the planned salary fund of employees, the planned salary and remuneration fund of the management and bonus and welfare fund appropriation plan in 2023. |
| 4 | 39/NQ-HDQT | March 09, 2023 | Approve the production and business plan to submit to the Annual General Meeting 2023 |
| 5¬ | 40/NQ-HDQT | March 09, 2023 | Extend the convening date of the Annual General Meeting in 2023 |
| 6 | 41/NQ-HDQT | March 09, 2023 | Approve the policy on returning land and liquidating the land lease contract of Bai 3 Land Area, In Tan Hanh Ward, Bien Hoa City, Dong Nai Province |
| 7 | 42/NQ-HDQT | April 11, 2023 | Dismiss the position of the Company’s Deputy Managing Director and resolve the retirement benefits for Mr. Nguyen Xuan Viet. |
| 8 | 43/NQ-HDQT | April 27, 2023 | Approve the contents submitted to the Annual General Meeting 2023 |
| Report of the Executive Board of the Company on the production and business results in 2022 and the production and business plan for 2023 |
| Report on activities of the Board of Directors in 2022 and the Operational plan for 2023; |
| Report on activities of the Supervisory Board in 2022. |
| The Company’s Audited Financial Statements 2022. |
| Approval of the profit distribution and dividend payment plan for 2022, and the profit distribution and dividend payment plan for 2023. |
| Approval of the report on salary, remuneration, and bonus in 2022 of the Company’s management (the Board of Directors, Supervisory Board and Executive Board of the Company) and the plan for 2023. |
| Approval of selecting an independent audit company to review the Semi-Annual Financial Statements and audit the Financial Statements 2023 |
| Approval of reducing the Company's charter capital due to the recall of shares issued as incentives to employees. |
| Approval of amending the Company’s Charter on Organization and Operation |
| Approval of dismissing and electing 01 additional members for the Company’s Board of Directors for the term of 2020-2025. |
| 9 | 44/NQ-HDQT | April 27, 2023 | Approve the list of Organizing Committee of the Annual General Meeting 2023 and appoint the Company’s Deputy Managing Director. |
| 10 | 45/NQ-HDQT | May 08, 2023 | Approve the appointment of the Company’s Deputy Managing Director |
| 11 | 46/NQ-HDQT | June 15, 2023 | Approve the policy on liquidating 03 old cars and pickup trucks and investing in 03 100% new cars and pickup trucks. |
| 12 | 47/NQ-HDQT | July 06, 2023 | Approve the result of implementing the Resolutions of the Company's Board of Directors, the production and business results of the first 6 months of 2023 and the plan for Q2/2023 |
| Approve the policy on implementing vacation regime for employees in 2023. |
| Approve the amendment of the Company's Regulations on Financial Management and Debt Management. |
| Approve the contents of task assignment to members of the Company’s Board of Directors |
| 13 | 48/NQ-HDQT | August 07, 2023 | Approve the liquidation of the Caterpillar 350L crawler excavator. |
| Approve the liquidation and dismantling of the water tank at the Company Office. |
| 14 | 49/NQ-HDQT | October 27, 2023 | Approve the results of implementing the Resolutions of the Company's Board of Directors. |
| Approve the production and business results of Q3/2023 and the first 9 months of 2023 and plan for Q4/2023. |
| 15 | 50/NQ-HDQT | December 27, 2023 | Prepay dividend of 2023 in cash. |
| II. Board Decisions | | | |
| 1 | 20/QD-HDQT | April 11, 2023 | Decision on the resignation of Mr. Nguyen Xuan Viet from the position of the Company’s Deputy Managing Director to enjoy retirement benefits. |
| 2 | 21/QD-HDQT | April 27, 2023 | Decision on appointing Mr. Pham Thai Hop to hold the position of Deputy Managing Director of Bien Hoa Building Materials Production and Construction Joint Stock Company |
| 3 | 22/QD-HDQT | April 27, 2023 | Decision on appointing Mr. Nguyen Nhu Thach to hold the position of Deputy Managing Director of Bien Hoa Building Materials Production and Construction Joint Stock Company |
| 4 | 23/QD-HDQT | May 08, 2023 | Decision on appointing Mr. Hoang Dang Quoc Vinh to hold the position of Deputy Managing Director of Bien Hoa Building Materials Production and Construction Joint Stock Company |
| 5¬ | 24/QD-HDQT | July 06, 2023 | Decision on promulgating the Regulation on debt management of Bien Hoa Building Materials Production and Construction Joint Stock Company |
| 6 | 25/QD-HDQT | July 06, 2023 | Decision on promulgating the Regulation on financial management of Bien Hoa Building Materials Production and Construction Joint Stock Company |

1. Supervisory Board (Report of 2023):
2. Information about 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 |
| Date of appointment | Date of dismissal |
| 01 | Huynh Duong Tai | Chief of the Supervisory Board | June 26, 2020 |  | Master of Economics |
| 02 | Nguyen Thi Thu Tra | Supervisor | June 26, 2020 |  | Bachelor in Banking and Finance, EMBA |
| 03 | Nguyen Thi Thanh Truc | Supervisor | June 16, 2021 |  | Master in Finance and Banking |

1. Executive Board.

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| --- | --- | --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Position | Date of appointment/dismissal as member of the Executive Board | |
| Date of appointment | Date of dismissal |
| 01 | Huynh Kim Vu | February 15, 1973 | Master of Business Administration and Bachelor in Accounting | Manager | July 23, 2021 |  |
| 02 | Pham Quoc Thai | January 30, 1969 | Bachelor in Economics - Corporate Finance | Deputy Managing Director | April 18, 2022 |  |
| 03 | Nguyen Hung Thang | October 10, 1973 | Master of Business and Management | Deputy Managing Director | July 23, 2021 |  |
| 04 | Nguyen Xuan Viet | July 31, 1962 | Mechanical, Tractor engineer + Bachelor in Business Administration | Deputy Managing Director | November 01, 2020 | May 01, 2023 |
| 05 | Pham Thai Hop | January 18, 1974 | Master of Mining | Deputy Managing Director | May 01, 2023 |  |
| 06 | Nguyen Nhu Thach | May 10, 1978 | Master of Economic Management | Deputy Managing Director | May 01, 2023 |  |
| 07 | Hoang Dang Quoc Vinh | October 22, 1983 | Bachelor in Planning - Investment | Deputy Managing Director | May 08, 2023 |  |

1. Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment |
| Tran Quoc Trieu | March 19, 1974 | Bachelor in Accounting; Master of Business Administration | April 18, 2022 |

1. Training on corporate governance:
2. List of related persons of the public company (Report of 2023) and transactions between the related persons of the Company with the Company itself
3. Transactions between the Company and related persons of the Company; or between the Company and principal shareholders, PDMR and related persons of PDMR

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | NSH No., Date of issue, Place of issue of NSH | Headquarters address/Contact address | Time of transaction with the Company | General Mandate/Decision of the General Meeting or Resolution/Decision No. approved (specify promulgation date, if any) | Content, quantity, total value of transaction | Note |
|  | None |  |  |  |  |  |  |  |

1. Transactions between the Company’s PDMR, related persons of PDMR and subsidiaries or companies controlled by the Company

|  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relations with PMDR | Position at listed companies | ID card/passport number, Date of issue, Place of issue | Address | Name of subsidiaries or companies controlled by the listed company | Time of transaction | Content, quantity, total value of transaction | Note |
|  | None |  |  |  |  |  |  |  |  |

1. Transactions between the Company and other entities
2. Transactions between the Company and the companies in which members of the Board of Directors, members of the Supervisory Board, Executive Manager and other managers have been founding members or members of the Board of Directors and Executive Manager for the past three (03) years (calculated at the date of reporting): None.
3. Transactions between the Company and the companies that related persons of members of the Board of Directors, members of the Supervisory Board, Executive Manager and other managers who are members of the Board of Directors or Executive Manager: None.
4. Other transactions of the Company (if any) which can bring about material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, Executive Manager and other managers: None.
5. Share transactions of PDMR and related persons of PDMR (Report of 2023)
6. Company’s share transaction of PDMR and related persons

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| --- | --- | --- | --- | --- | --- | --- | --- |
| 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, bonus, etc.) |
| Number of shares | Rate | Number of shares | Rate |
| 1 | Huynh Xuan Dao | Chair of the Board of Directors | 9,408,400 (Individual owning: 8,400; Representative of State capital owning: 9,400,000) | 20.02% | 9,410,000 (Individual owning: 10,000; Representative of State capital owning: 9,400,000) | 20.05% | Buy shares |
| 2 | Pham Quoc Thai | Member of the Board of Directors, Deputy Managing Director of the Company | 5,195,800 (Individual owning: 25,800; Representative of State capital owning: 5,170,000) | 11.05% | 5,193,700 (Individual owning: 23,700; Representative of State capital owning: 5,170,000) | 11.07% | Sell shares |
| 3 | Nguyen Hung Thang | Deputy Managing Director of the Company | 24,600 | 0.052% | 5,000 | 0.011% | Sell shares |
| 4 | Nguyen Nhu Thach | Deputy Managing Director of the Company | 11,140 | 0.024% | 7,900 | 0.017% | Sell shares |
| 5¬ | Nghiem Thi Ngoc Nga | Related person of Mr. Nguyen Nhu Thach | 9,100 | 0.019% | 5,600 | 0.012% | Sell shares |
| 6 | Nguyen Nhu Sanh | Related person of Mr. Nguyen Nhu Thach | 3,000 | 0.006% | 0 | 0% | Sell shares |
| 7 | Phan Thi Ngoc Thao | Related person of Mr. Tran Quoc Trieu | 3,900 | 0.008% | 3,000 | 0.006% | Sell shares |
| 8 | Huynh Duong Tai | Chief of the Supervisory Board | 6,040 | 0.012% | 6,540 | 0.014% | Buy shares |

1. Other significant issues: None.