**CT6: Annual Corporate Governance Report 2023**

On January 01, 2024, Construction JSC No. 6 announced Report No. 02/CT6-HDQT on the Corporate Governance 2023 as follows:

* Name of listed company: Construction JSC No. 6
* Head Office address: Group 36, Dong Anh Town, Dong Anh District, Hanoi City
* Tel: 0243 8832235 - 0243 8832760
* Email: CTCPCT6@VNN.VN
* Website: [WWW.CTCPCT6.COM](http://WWW.CTCPCT6.COM), WWW.CTCPCT6.VN
* Charter Capital: VND 61,080,780,000
* Securities code: CT6 Stock Exchange: UPCOM
1. Activities of the General Meeting of Shareholders:

On April 21, 2023, at the Hall on the 4th floor of the Head Office of the Company, there were 106 shareholders, representing 4,863,138 shares, accounted for 79.65% of total number of shares with voting right.

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| No. | General Mandate No. | Date | Contents |
| 1 | 01/NQ-DHDCD | April 21, 2023 | * Approve the Report of the Board of Directors on the production and business results in 2022 with the following contents: Evaluate the production and business situation and Corporate Governance, specifically on production and business targets for 2022.
* The General Meeting of Shareholders agree to approve the Financial Statements 2022 of the Holding Company auditted by BDO Audit Services Company Limited (Basic contents of the Financial Statements such as production and business results, etc. and the full Audited Financial Statements has been disclosed as per provisions)
* Approving the dismissal of Mr. Phan Anh Tuan as member of the Board of Directors;
* The General Meeting of Shareholders approve the Report on the activities of the Supervisory Board in 2022 and the operation plan for 2023
* The General Meeting of Shareholders agree to approve the production and business plan, investment portfolio and financial plan for 2023, with output value, revenue, pre-tax profit, investment, average income and expected investment targets in 2023.
* The General Meeting of Shareholders agree to evaluate the activities of the Board of Directors and the Board of Managers of the company in 2022 and management solutions in 2023.
* Approve the plan on selecting an audit company for the Financial Statements of the Holding Company and the Consolidated Financial Statements of the Company in 2023.
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1. The Board of Directors (2023)
2. Information about members of the Board of Directors in the term 2022-2027:

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| --- | --- | --- | --- |
| No. | Members of the Board of Directors | Position (Independent member of the Board of Directors, non-executive member of the Board of Directors) | Date of appointment/dismissal as members/independent member of the Board of Directors |
| Appointment date | Date of dismissal |
| 1 | Pham Van Thuy | Chair of the Board of Directors | April 20, 2022 |  |
| 2 | Phan Hong Ngoc | Member of the Board of Directors  | April 20, 2022 |  |
| 3 | Phan Quoc Hieu | Member of the Board of Directors | April 20, 2022 |  |
| 4 | Phan Anh Tuan | Member of the Board of Directors | April 20, 2022 | March 30, 2023  |
| 5 | Luong Ba Minh | Member of the Board of Directors  | April 20, 2022  |  |

1. Board Resolutions (Annual Report 2023):

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| --- | --- | --- | --- |
| No. | Board Resolution No. | Date | Contents |
| 1 | 05 /NQ-HDQT | January 9, 2023  | * Reviewing the production and business situation and the implementation of the Resolution of the General Meeting of Shareholders and the Board of Directors in 2022;
* Deploy expected production and business Q1 and the whole year 2023; The Company's operations and governance in the coming time, decide to direct some corporate management and governance program contents;

(The Decision of the Resolution includes 05 Articles and is announced in accordance with regulations). |
| 2 | 06 /NQ-HDQT | March 30, 2023  | * Approve the documents of the Annual General Meeting of Shareholders 2023;
* Agree on plans regarding the Nui Kiet and Suoi Kiet stone exploitation project, Tanh Linh District, Binh Thuan Province;
* Agree on the activities of Myanmar Construction JSC No. 6;
* Agree on the personnel plan of the Company's Board of Directors (dismissal Mr. Phan Anh Tuan as the member of the Board of Directors).

(The Decision of the Resolution includes 05 Articles and is announced in accordance with regulations). |
| . 3 | 07 /NQ-HDQT | July 5, 2023  | * Review the implementation of the Resolution of the General Meeting of Shareholders; Board of Directors in the first 6 months of 2023;
* Approve the expected Report on production and business results for the first 6 months of 2023 and implement the production and business plan for the last 6 months of 2023;
* Provide consensus opinions on options related to remaining issues of the Nui Kiet stone mine project, Suoi Kiet Commune, Tanh Linh District, Binh Thuan Province;
* Complete legal procedures related to land areas: Company office area; Ho Chi Minh City land area; Viet Hung land area. (The Decision of the Resolution includes 04 Articles and is announced in accordance with regulations).
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| 4 | 09 /NQ-HDQT | August 24, 2023 | * Regarding borrowing capital and use assets as collateral at Joint Stock Commercial Bank for Investment and Development of Vietnam - East Ha Noi Branch
* Approve the Business Plan for 2023
* Approve the borrowing capital, guaranteeing and opening of Letter of credit
* Approve the loan security measures Agree to approve the plan to use collateral
* Appoint the Representative of the Company to negotiate, approve and sign the contract with the bank.
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| 5 | 10 /NQ-HDQT | September 5, 2023  | * Agree to transfer the right to exploit stone in Nui Kiet, Suot Kiet Commune, Tanh Linh District, Binh Thuan Province from Construction JSC No. 6 to Suot Kiet Stone One Member Company Limited.
* Agree to approve Suot Kiet Stone One Member Company Limited to cooperate in investing in the construction of Nui Kiet stone quarry with Transport and Industry Development Investment Joint Stock Company, assigning Suot Kiet Stone One Member Company Limited to carry out Investment and Cooperation Procedures with Transport and Industry Development Investment Joint Stock Company in accordance with the provisions of law
* Agree on the plan to appoint Ms. Nguyen Thi Thanh Thao as the Chair of Suot Kiet Stone One Member Company Limited
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| 6 | 11 /NQ-HDQT | October 10, 2023 | * Agree on the content of the September 2023 business plan report and the business plan in Q4/2023
* Agree on a plan to resolve legal procedures related to the Company's lands and Suot Kiet quarry
* Find partners, hire consulting units, experts to research, design, test installation, and produce DHL concrete sleepers for tgl/10 rail P43, tgl/10 rail P50 and high speed tg 1/12 rail P50 added to Vietnam Railways routes
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| 7 | 12 /NQ-HDQT | December 11, 2023  | * Agree to divest all capital of Construction Joint Stock Company 6 at Myanmar Construction JSC No. 6; The amount of 50 USD is equivalent to 1,157,000,000 VND (according to the Investment License and capital transfer documents for Myanmar Construction JSC No. 6)
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1. The Supervisory Board (2023):
2. Information about the members of the Supervisory Board

The Supervisory Board of the Construction JSC No. 6 for the term (2022-2027) includes 03 members elected by the General Meeting of Shareholders, all members of the Supervisory Board both directly participate in management and perform their roles at the company in each field associated with the management and administration of the Board of Directors and the Company's production and business activities.

The Supervisory Board for the term (2022-2027) includes the following individuals:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Members of the Supervisory Board | Position | Appointment date | Professional Qualification |
| 1 | Mr. To Van Tuyen | Chief | April 20, 2022 | Bachelor |
| 2 | Mr. Dam Anh Tu | Member | April 20, 2022 | Bachelor |
| 3 | Mr. Luong Van Tuyen | Member | April 20, 2022 | Bachelor |

1. The Executive Board of Construction JSC No. 6 for the term 2022-2027

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal |
| 1 | Phan Hong Ngoc Member of the Board of Directors - General Manager of Construction JSC No. 6 | March 9, 1982 | Master | April 20, 2022 |
| 2 | Pham Xuan Huy Deputy General Manger of Construction JSC No. 6, Director of Myanmar Company | November 9, 1963 | Bachelor | April 20, 2022 |
| 3 | Nguyen Duy Duong Deputy General Manager of Construction JSC No. 6 | October 9, 1981 | Master | April 20, 2022 |
| 4 | Trinh Van ThuyDeputy General Manager of Construction JSC No. 6 - Director of Thap Cham Enterprises  | October 5, 1974 | Bachelor | April 20, 2022 |
| 5 | Luong Ba MinhMember of the Board of Directors Deputy General Manager - Director of Construction Enterprise 601 | April 3, 1978 | Bachelor | April 20, 2022 |

1. Chief Accountant of Construction JSC No.6 for the term 2022 - 2027:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Full name | Date of birth | Qualification | Date of appointment/dismissal |
| 1 | Phan Anh Tuan | February 22, 1970 | Bachelor | April 20, 2022 |

1. Training on corporate governance
2. List of affiliated persons of the public company and transactions of the affiliated persons 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 and affiliated persons of PDMR

During the reporting period, there is no report on share transactions traded between the Company and affiliated persons of the Company; or between the Company and majority shareholders, PDMR, affiliated persons of PDMR.

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

During the reporting period, there is no report on share transactions traded between Company’s PDMR, affiliated persons of PDMR and subsidiaries, companies controlled by Construction JSC No. 6.

1. Transactions between the Company and other entities:

During the period, there were no transactions between the Company and other entities.

1. Transactions between internal shareholders with affiliated persons .
2. Company’s share transaction of the Company's PDMR and affiliated persons
3. Movement of majority shareholders:
* During the period the company received the Report on becoming a major shareholder from the following shareholders:

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| --- | --- | --- | --- | --- | --- |
| No. | Full name | Address | Appointment date as major shareholder | Number of shares: | Rate |
| 1 | Phan Quoc Hieu | P2310 Hado Parkview, Dich Vong New Urban Area, Dich Vong, Cau Giay. Hanoi | December 1, 2023  | 1,300,305 | 21.29% |

* During the period the company receives a report on changes in ownership of major shareholders:

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | Full name | Transaction time | Number of shares before transaction: | Number of shares sold | Number of shares after transaction | Rate |
| 1 | Mr. Tran Quoc Doan | November 24, 2023  | 684,980 | 684,980 | 0 | 0% |
| 2 | Mr. Tran Viet Dung | April 27, 2023  | 724,325 | 520,000 | 204,325 | 3.35% |

* List of internal shareholders of Construction JSC No.6:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Full name | Address | Starting date as a major shareholder | Number of shares: | Rate |
| 1 | Phan Quoc Hieu | P2310 Hado Parkview, Dich Vong New Urban Area, Dich Vong, Cau Giay. | December 1, 2023  | 1,300,305 | 21.28% |
| 2 | Vietnam Railways  | No. 118 Le Duan Street - Hanoi | October 1, 2003 | 970,433 | 15.88% |
| 3 | Phan Hong Ngoc | Room 2403, Tower A, CT1-2, Lane 6, Duong Dinh Nghe Street, Hanoi | December 16, 2020  | 503,772 | 8.25% |
| 4 | Luong Ba Minh | 139/8 Nguyen Ngoc Vu - Cau Giay - Hanoi | 2017 | 497,591 | 8.14% |

1. OTHER SIGNIFICANT ISSUES: