**TS3: Annual Corporate Governance Report 2023**

On January 30, 2023, One Member Limited Liability Company No 532 announced Report No. 02/HDQT-BCQT on the corporate governance in 2023 as follows:

* Name of company: One Member Limited Liability Company No 532
* Head office address: Pham Nhu Xuong Extended Street, Hoa Khanh Bac Ward, Lien Chieu District, Da Nang City.
* Tel: 02363.842.131; Fax: 02363.731.100
* Email: hoan190889@gmail.com
* Charter capital: VND 38,518,800,000.
* Securities code: TS3.
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the Board of Managers.
* On Internal audit execution: Unimplemented.

1. Activities of the General Meeting of Shareholders:

Information about the meetings and General Mandates/Decisions of the General Meeting (including General Mandates approved by collecting opinions via a ballot)

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandates/Decisions No. | Date | Content |
| 1 | No. 01/2023/NQ-DHDCD | June 26, 2023 | Annual General Mandate 2023 |

1. The Board of Directors (Annual Report 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 member/independent member of the Board of Directors | |
| Appointment date | Date of dismissal |
| 1 | Mr. Tran Duc Tu | Chair of the Board of Directors | August 09, 2022 |  |
| 2 | Mr. Vu Duc Dung | Member of the Board of Directors, Manager of the Company | December 28, /2017 |  |
| 3 | Mr. Hoang Viet Dung | Member of the Board of Directors, Deputy Manager of the Company | June 26, 2023 |  |
| 4 | Ông: Mr. Bui Xuan Chien | Member of the Board of Directors, Chief Accountant | January 01, 2023 | June 26, 2023 |

1. Board Resolutions/Board Decisions in 2023

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandates/Decisions No. | Date | Content |
| 1 | Số: No. 01 /NQ-HDQT | January 30, 2023 | Resolution on strengthening the organization of construction units of One Member Limited Liability Company No 532 |
| 2 | Số: No. 02 /NQ-HDQT | January 30, 2023 | Resolution on appointing the key positions of agencies and units in the Company |
| 3 | No. 03 /NQ-HDQT | January 30, 2023 | Resolution on the dismissal and appointment of the Secretariat of the Board of Directors and the Person in charge of corporate governance |
| 4 | No. 04 /NQ-HDQT | March 01, 2023 | Resolution on holding the Annual General Meeting of Shareholders 2023 |
| 5 | No. 05 /NQ-HDQT | March 30, 2023 | Resolution on approving the documents to be submitted to the Annual General Meeting of Shareholders 2023 |
| 6 | No. 06 /NQ-HDQT | April 11, 2023 | Resolution on postponing the holding of the Annual General Meeting of Shareholders 2023: |
| 7 | No. 07 /NQ-HDQT | June 05, 2023 | Resolution on announcing the time to hold the Annual General Meeting of Shareholders 2023 |
| 8 | No. 08 /NQ-HDQT | June 26, 2023 | Resolution on electing the Chair of the Board of Directors of One Member Limited Liability Company No 532 in the term of 2023-2028 |
| 9 | No. 09 /NQ-HDQT | June 26, 2023 | Resolution on the appointment of the Director, the Deputy Manager, the Chief Accountant, the Secretariat of the Board of Directors cum Person in charge of corporate governance of One Member Limited Liability Company No 532 in the term of 2023-2028 |
| 10 | 10/NQ-HDQT | December 30, 2023 | Decision to establish Factory 322 under One Member Limited Liability Company No 532 from the basis, staffing Team 8 |

1. The Supervisory Board/ Audit Committee (Annual Report of 2023)

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board/Audit Committee | Position | Date of appointment/dismissal as member of the Supervisory/the Audit Committee | Qualification |
| 1 | Pham Van Son | Chief | Appointed on November 3, 2018; Dismissed on June 26, 2023 | Transport Business Administration Engineer |
| 2 | Pham Phu Dai | Member | Appointed on June 19, 2020; Dismissed on June 26, 2023 | Road and Bridge Construction Engineer |
| 3 | Le Minh Hoang | Member | Appointed on June 15, 2022; Dismissed on June 26, 2023 | Bachelor of Economics |
| 4 | Nguyen Thi Phuong | Chief | Appointed on June 26, 2023 | Bachelor of Economics |
| 5 | Tran Van Hieu | Member | Appointed on June 26, 2023 | Road and Bridge Construction Engineer |
| 6 | Dang Thi huong | Member | Appointed on June 26, 2023 | Bachelor of Economics |

1. The Executive Board (The Board of Managers):

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Vu Duc Dung | September 19, 1973 | Construction Engineer | January 15, 2022 |
| 2 | Ngo Van Hoan | August 21, 1965 | Political | August 12, 2022 |
| 3 | Hoang Viet Dung | September 25, 1977 | Civil and industrial construction engineer | January 01, 2021 |

1. Chief Accountant

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Full name | Date of birth | Qualification | Date of appointment/dismissal |
| 1 | Bui Xuan Chien | August 10, 1978 | Bachelor of Accounting | September 29, 2022 |

1. Training on corporate governance
2. List of affiliated persons of the public company in 2023 and transactions between 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 None.
4. Transactions between Company’s PDMR, related persons of PDMR and subsidiaries, companies controlled by the Company. None.
5. Transactions between the Company and other entities None.
6. 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). None.
7. 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.
8. Other transactions of the Company (if any) that can bring material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, Manager (General Manager) and others. None.
9. Share transactions of PDMR and affiliated persons of PDMR
10. 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 | Vu Duc Dung | Manager of the Company | 56,200 | 1.459% | 13,000 | 0.337% | Sell |

1. Other significant issues None