**CMS: Annual Corporate Governance Report 2023**

On January 29, 2024, CMH Vietnam Group JSC announced Report No. 01/2024/BC-CMH on the corporate governance of 2023 as follows:

* Name of company: CMH Vietnam Group JSC
* Headquarters address: 12th floor, INTRACOM office building, No. 33 Cau Dien, Phuc Dien Ward, Bac Tu Liem District, Hanoi.
* Tel: 0243 573 8555 Fax: 0243 856 4666
* Charter capital: VND 254,525,000,000
* Securities code: CMS
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the General Manager and the Audit Committee under the Board of Directors
* Internal audit execution: Implemented

1. Activities of the General Meeting of Shareholders:

* 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 | 01/2022/NQ-DHDCD-CMH | April 28, 2023 | * Approve the full-text Report of the Board of Directors in 2022 and the plan for 2023. * Approve the full-text Report of the Board of Management in 2022 and the plan for 2023. * Approve the full-text Report of the Audit Committee in 2022 and the plan for 2023. * Approve the business results in 2022, dividend in 2022 and the business plan, estimated dividend for 2023 * Approve the Audited Financial Statements 2022 and the plan on profit distribution for 2022. * Approve the selection of an audit company for the Financial Statements of 2023 * Approve the results of the private placement and Report on using proceeds from the private placement * Approve the amended charter of the Company * Approve the Internal Regulations on Corporate Governance. * Approve the Operational Regulation of the Board of Directors. * Approve the list of members for the Board of Directors for the term 2023 - 2028 |

1. The Board of Directors
2. Information on members of the Board of Directors

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| --- | --- | --- | --- | --- | --- |
| No. | Members of the Board of Directors | Position | Date of appointment/dismissal as member/independent member of the Board of Directors | | Note |
| Appointment date | Dismissal date |
| 1 | Mr. Pham Minh Phuc | Chair of the Board of Directors | April 28, 2023 |  | Re-appointed for the term of 2023-2028 |
| 2 | Mr. Nguyen Duc Huong | Member of the Board of Directors | April 28, 2023 |  |
| 3 | Mr. Kim Ngoc Nhan | Member of the Board of Directors | April 28, 2023 |  |
| 4 | Ms. Nguyen Thi Bich Loc | Independent member of the Board of Directors | April 28, 2023 |  |
| 5 | Mr. Nguyen Hoang Duy | Member of the Board of Directors | April 28, 2023 |  |

1. Board Resolutions/Board Decisions

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| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | 01/2023/NQ-HDQT/CMH | March 07, 2023 | Record date to attend the Annual General Meeting of Shareholders 2023 - CMH Vietnam Group JSC |
| 2 | 02/2023/NQ-HDQT/CMH | April 06, 2023 | Approve the organization time, venue and the meeting contents of the Annual General Meeting of Shareholders 2023 of the Company |
| 3 | 03/2023/NQ-HDQT/CMH | April 24, 2023 | Approve the Audited Financial Statements in 2022 with some main targets, the business plan for the period from April 2023 to March 2024, the plan on borrowing capital from Vietnam Joint Stock Commercial Bank of Industry and Trade - Thanh An Branch |
| 4 | 04/2023/NQ-HDQT/CMH | April 25, 2023 | Approve the list of candidates for the Board of Directors for the term 2023 - 2028 |
| 5 | 05/2023/NQ-HDQT/CMH | May 05, 2023 | Appoint the Chair of the Board of Directors of the Company for the term 2023-2028 |
| 6 | 06/2023/NQ-HDQT/CMH | May 05, 2023 | Assign tasks of the Board of Directors of the Company for the term 2023 - 2028 |
| 7 | 07/2023/NQ-HDQT/CMH | May 05, 2023 | Prepay remuneration for members of the Board of Directors in 2023 |
| 8 | 01/2023/QD-HDQT/CM | May 05, 2023 | Member of the Audit Committee for the term of 2023 - 2028 |
| 9 | 02/2023/QD-HDQT/CM | May 05, 2023 | Appoint the person in charge of corporate governance |
| 10 | 08/2023/NQ-HDQT/CMH | September 20, 2023 | Status of CMS share transactions |
| 11 | 09/2023/NQ-HDQT/CMH | November 20, 2023 | Reappoint the General Manager |
| 12 | 10/2023/NQ-HDQT/CMH | November 30, 2023 | Some targets for the urban housing project and cultural and sports complex in Cam Khe town, Cam Khe district |

1. The Audit Committee
2. Information about members of the Audit Committee

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| --- | --- | --- | --- | --- | --- |
| No. | Member of the Audit Committee | Position | Date of appointment/dismissal as member of the Audit Committee | Qualification | Note |
| 1 | Ms. Nguyen Thi Bich Loc | Chair | Date of appointment: April 28, 2023 | Master | Re-appointed for the term of 2023-2028 |
| 2 | Mr. Pham Minh Phuc | Member | Date of appointment: April 28, 2023 | Bachelor |
| 3 | Mr. Nguyen Hoang Duy | Member | Date of appointment: April 28, 2023 | Master |

1. The Executive Board

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| --- | --- | --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Position | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board | |
| Appointment date | Dismissal date |
| 1 | Mr. Kim Ngoc Nhan | General Manager | November 2, 1974 | Master | April 09, 2008 |  |
| 2 | Mr. Nguyen Van Phi | Deputy General Manager | November 16, 1977 | Bachelor | January 06, 2022 |  |
| 3 | Ms. Dinh Thi Thuy | Deputy General Manager | October 25, 1979 | Bachelor | February 25, 2014 |  |
| 4 | Mr. Tran Van Trung | Deputy General Manager | October 20, 1979 | Bachelor | June 20, 2015 |  |
| 5 | Mr. Nguyen Ngoc Tu | Deputy General Manager | September 02, 1980 | Bachelor | April 19, 2017 |  |

1. Chief Accountant

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Appointment date |
| Ms. Dinh Thi Thuy | October 25, 1979 | Bachelor | March 16, 2015 |

1. Training on corporate governance
2. List of related person of the public Company and transactions between the related 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 and affiliated persons of PDMR

No transactions incurred during the period.

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 that members of the Board of Directors, members of the Supervisory Board, the General Manager and other managers have been founding members or members of the Board of Directors, the executive General Manager for the past three (03) years (as at the time of making the report): None
   2. Transactions between company and the Company where affiliated persons of members of the Board of Directors, members the Supervisory Board, the General Manager and other managers are members of the Board of Directors, the Executive General Manager: None
   3. 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, the General Manager and other managers: None
3. Share transactions of PDMR and affiliated persons of PDMR:
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 | | Reason for increase/decrease (purchase, sell, or award,...) |
| Number of shares | Rate | Number of shares | Rate |  |
|  | None |  |  |  |  |  |  |

1. Other significant issues: None