**G36: Annual Corporate Governance Report 2023**

On January 29, 2024, 36 Corporation announced Report No. 77/BC-TCT on corporate governance of the company in 2024 as follows:

* Name of public company: 36 Corporation
* Head office address: No. 141 Ho Dac Di Street, Nam Dong Ward, Dong Da District, Hanoi
* Tel: 024.66636625 Email: tongcongtsG6ctcp@gmail.com
* Charter capital: VND 1,037,450,670,000
* Securities code: G36
* 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:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | No.01/2023/NQ-DCDCD36 | April 07, 2023 | 1. Approve the Report of the Board of Directors in 2022 and the orientation for 2023
2. - Approve the Report on production and business results in 2022 and the production and business plan for 2023
3. Approve the Report of the independent member of the Board of Directors in the Audit Committee in 2022
4. Approve the Proposal on dismissal and election of additional members to the Board of Directors for the term of 2021-2026.
5. Approve the Audited Financial Statement 2022
6. Approval of the Proposal to fulfill the production and business targets for 2022 and the profit distribution plan for 2022
7. Approve the Proposal of the plan on share issuance to pay dividends in 2022
8. Approval of the Proposal for settling the remuneration of the Board of Directors, managerial salaries for 2022, and approval of the plan for remuneration and bonuses for the Board of Directors in 2023
9. Approve the Proposal on selecting an audit company to audit the Financial Statement 2023.
10. Approve the election result of additional members into the Supervisory Board for the term of 2021-2026
 |

1. The Board of Directors
2. Information about members of the Board of Directors:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Members of the Board of Directors | Position | Date of appointment/dismissal as member of the Board of Directors |
| Appointment date | Dismissal date |
| 1 | Mr. Nguyen Dang Giap | Chair | April 08, 2021 |  |
| 2 | Mr. Nguyen Dang Thuan | Member | April 08, 2021 |  |
| 3 | Mr. Dang Thanh The | Independent member of the Board of Directors | April 08, 2021 |  |
| 4 | Ms. Mai Thuy Dung | Member of the Board of Directors (Non-executive) | October 28, 2022 |  |
| 5 | Ms. Tran Thi Trang | Member of the Board of Directors (Non-executive) | April 08, 2021 | April 07, 2023 |
| 6 | Mr. Tran Thai Binh | Member | April 07, 2023 |  |

1. Board Resolutions/Board Decisions:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | 01/2023/NQ-HDQT | January 13, 2023 | Approval of transactions between 36 Corporation and affiliated persons |
| 2 | No. 01/QD-HDQT | January 13, 2023 | Approval of the collection rate of 3.5% of Revenue for the Construction Package: Construction of the entire section of the Tho - Hau Giang component project under the North - East highway construction project phase 2021-2025 |
| 3 | No. 02/QD-HDQT | January 13, 2023 | Approval of the Residential Area project (Northern Vinh Thong residential area) in Mao Khe ward, Dong Trieu town |
| 4 | No. 03/QD-HDQT | January 13, 2023 | Approval of the Mixed-use Commercial and Residential Complex project in Quan Hanh town, Nghi Loc district, Nghe An province (Commercial name: 36 The Mansion Nghi Loc.  |
| 5 | No. 07/QD-HDQT | January 13, 2023 | Provision for bad receivable debts |
| 6 | No. 08/QD-HDQT | January 13, 2023 | Reversal of provision for investment in Bot Quoc Lo 6 Hoa Lac Hoa Binh Company Limited and 36.71 Bot Company Limited |
| 7 | No. 09/QD-HDQT | January 13, 2023 | Approval of the Contractor Selection Plan - Implementation Phase of the Residential Area project (Northern Vinh Thong residential area) in Mao Khe ward, Dong Trieu town. |
| 8 | No. 04/QD-HDQT | January 30, 2023 | On the dismissal of the General Manager |
| 9 | No. 05/QD-HDQT | January 30, 2023 | On the appointment of the General Manager |
| 10 | No. 06/QD-HDQT | January 30, 2023 | On the appointment of the Deputy General Manager |
| 11 | 02/2023/NQ-HDQT | February 06, 2023 | Compilation of shareholder list and organization of the Annual General Meeting of Shareholders 2023 |
| 12 | 11/QD-HDQT | February 06, 2023 | Establish the Organizing Committee of the Annual General Meeting of Shareholders 2023 |
| 13 | 12/QD-HDQT | February 06, 2023 | Approval of the Contractor Selection Plan for the additional package: Extraction of assets attached to land within the project: Housing project in the area of the preschool in Bac Ha town, Bac Ha district, Lao Cai province |
| 14 | 14/QD-HDQT | February 06, 2023 | Approval of the sales price for the Housing project in the area of the preschool in Bac Ha town, Bac Ha district |
| 15 | 15/QD-HDQT | February 28, 2023 | Merger of the Bidding Project Department/TCT into the Comprehensive Planning Department/TCT and renaming the Comprehensive Planning Department to Planning - Bidding Department/TCT |
| 16 | 16/QD-HDQT | March 01, 2023 | Appointment of the head of Planning - Bidding Department |
| 17 | 17/QD-HDQT | February 28, 2023 | Implementation of construction management service fees for subcontractors strengthening the implementation of the XL6 package |
| 18 | 18/QD-HDQT | March 22, 2023 | Application of construction management service fees for subcontractors implementing the construction project |
| 19 | 19/QD-HDQT | March 22, 2023 | Completion of the Debt Settlement Committee for 36 Corporation |
| 20 | 03/2023/NQ-HDQT | April 12, 2023 | Approve to implement the plan on share issuance for dividend payment of 2022 |
| 21 | 20/QD-HDQT | April 12, 2023 | Approve the transactions with affiliated persons |
| 22 | 21/QD-HDQT | April 12, 2023 | Amendment and supplementation of some provisions of the Procurement Regulations for goods, services, and construction |
| 23 | 22/QD-HDQT | April 12, 2023 | Reconstitution of the Audit Committee under the 36 Corporation's Board of Directors |
| 24 | 23/QD-HDQT | April 13, 2023 | Application of construction management service fees for subcontractors implementing the construction project |
| 25 | 24/QD-HDQT | April 18, 2023 | Assignment of tasks to members of the Board of Directors |
| 26 | 25/QD-HDQT | May 12, 2023 | Approve the sales price of Commercial kiosks on the 2nd floor of the "reconstruction and construction of B6 building in Giang Vo street |
| 27 | 26/QD-HDQT | May 12, 2023 | Approve the Contractor Selection Plan for the Mixed-use Commercial and Residential Complex project in Quan Hanh town, Nghi Loc district, Nghe An province (Commercial name: 36 The Mansion Nghi Loc) |
| 28 | 27/QD-HDQT | May 22, 2023 | Selection of an audit company to conduct a review of the semi-annual financial statements and audit the financial statements for 2023 for 36 Corporation |
| 29 | 28/QD-HDQT | May 22, 2022 | Approve the transactions with affiliated persons |
| 30 | 29/QD-HDQT | June 06, 2023 | Approve the transactions with affiliated persons |
| 31 | 30/QD-HDQT | June 06, 2023 | Decision on the approval of the Shantinoi Parc Complex 6-8 Chua Boc project at 6-8 Chua Boc street, Quang Trung ward, Dong Da district, Hanoi |
| 32 | 31/QD-HDQT | June 10, 2023 | Approve the short-term credit borrowing plan at the Vietnam Investment and Development Bank - Hoan Kiem Branch. |
| 33 | 32/QD-HDQT | July 27, 2023 | Approve the adjustment to the investment scale and progress of the Mixed-use Commercial and Residential Complex project in Quan Hanh town, Nghi Loc district, Nghe An province. |
| 34 | 33/QD-HDQT | July 27, 2023 | Abolish the form specifying advances of capital, and payments of capital for construction works. |
| 35 | 34/QD-HDQT | July 27, 2023 | Reverse provision for doubtful debts. |
| 36 | 04/2023/NQ-HDQT | July 31, 2023 | Resolution on finalizing the list of shareholders exercising the rights to receive dividends in the form of shares for the year 2022. |
| 37 | 05/2023/NQ-HDQT | August 23, 2023 | Approve the results of issuing shares to pay dividends for the year 2022; Amendment of the Enterprise Registration Certificate and Amendment of the Organization and Operation Charter of the Corporation; Supplementary registration of shares at the Vietnam Securities Depository and Clearing Corporation (VSDC) and registration of additional share transactions on the Unlisted Public Company Trading System (UPCoM). |
| 38 | 35/QD-HDQT | August 23, 2023 | Approval of the collection rate of 3% of Revenue for construction and equipment installation portion for 'XD02 package: Construction and other works'. Component 2 project 'Facilities serving flight management' under the 'Long Thanh International Airport phase 1 project'. |
| 39 | 36/QD-HDQT | August 24, 2023 | Regulations on management and use of digital certificates, digital signatures at 36 Corporation. |
| 40 | 37/QD-HDQT | August 24, 2023 | Approval of the selling price of the Residential Area project (Northern Vinh Thong residential area) in Mạo Khê ward, Dong Trieu town, Quang Ninh province. |
| 41 | 38/QD-HDQT | August 24, 2023 | Adjustment of the investment structure of the Housing project in the area of the preschool in Bac Ha town, Bac Ha district, Lao Cai province. |
| 42 | 06/2023/NQ-HDQT | September 25, 2023 | Approve personal assets for Mr. Nguyen Dang Giap - Chair of the Board of Directors to secure the borrowing obligation of 36 Corporation at the Vietnam Investment and Development Bank - Hoan Kiem Branch. |
| 43 | 07/2023/NQ-HDQT | September 25, 2023 | Mortgage of assets at the Vietnam Investment and Development Bank - Hoan Kiem Branch. |
| 44 | 40/QD-HDQT | September 25, 2023 | Resolution on dissolution of the Legal Affairs - Debt Handling Department and establishment of the Legal Affairs - Debt Handling Committee under the Finance - Accounting Department. |
| 45 | 41/QD-HDQT | October 18, 2023 | Approve the Residential Commercial Complex project at land lots LK17, LK18, LK19, LK24 on T3, T8, T10, TI 1 roads in the Northwest relocation and resettlement area, Sa Pa town. |
| 46 | 42/QD-HDQT | October 18, 2023 | Approve adjustments to the contractor selection plan for certain packages under the Mixed-use Commercial and Residential Complex project in Quan Hanh town, Nghi Loc district, Nghe An province. |
| 47 | 43/QD-HDQT | October 18, 2023 | On the allocation of expenses for 36 Corporation to manage subcontractors for the construction project Bung - Van Ninh. |
| 48 | 43B/QD-HDQT | October 18, 2023 | Approve the adjustment of the contractor selection plan through self-execution for the Mixed-use Commercial and Residential Complex project in Quan Hanh town, Nghi Loc district, Nghe An province, and the Residential Commercial Complex project at land lots LK17, LK18, LK19, LK24 on T3, T8, TI0, TI 1 roads in the Northwest relocation and resettlement area, Sa Pa town. |
| 49 | 44/QD-HDQT | October 26, 2023 | Approve the plan to select contractors - Implementation phase of the Residential Commercial Complex project at land lots LK17, LK18, LK19, LK24 on T3, T8, T10, TI 1 roads in the Northwest relocation and resettlement area, Sa Pa town. |
| 50 | 45/QD-HDQT | October 26, 2023 | Reconstitution of the Board of Management and debt handling of 36 Corporation. |
| 51 | 47/QD-HDQT | December 12, 2023 | Approve the investment capital settlement for completing the Housing project in the area of the preschool in Bac Ha town, Bac Ha district, Lao Cai province. |
| 52 | 48/QD-HDQT | December 12, 2023 | Establishment of the Project Committee under the Corporation. |
| 53 | 49/QD-HDQT | December 14, 2023 | Issuance of Regulations on Liquidation of Barter Contracts, Internal Barter Contracts, Settlement of Internal Contracts for packages, works, projects assigned by the Corporation. |
| 54 | 50/QD-HDQT | December 28, 2023 | Termination of the Automobile Purchase Agreement. |
| 55 | 51/QD-HDQT | December 30, 2023 | Termination of the activities of the Real Estate Committee 6-8 Chua Boc - Branch of 36 Corporation. |

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Internal Audit Committee | Position | Date of appointment/dismissal as member of the Audit Committee | Qualification |
| 1 | Mr. Dang Thanh The | Chair of the Audit Committee | Date of appointment: April 15, 2021 | Bachelor of Law |
| 2 | Ms. Tran Thi Trang | Member | Date of dismissal as a member of the Audit Committee: April 07, 2023 | Auditor |
| 3 | Ms. Mai Thuy Dung | Member | Date of appointment: April 12, 2023 | Bachelor of Economics |

1. The Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Date of birth | Qualification | Appointment date |
| 1 | Bui Quang Bat | June 09, 1976 | Construction Engineer | February 01, 2023 |
| 2 | Vo Dang Son | July 02, 1973 | Master in Road and City Construction | Dismissed as General Manager and appointed as Deputy General Manager on February 1, 2023 |
| 3 | Nguyen Dang Thuan | November 06, 1978 | Doctor of Economics | May 25, 2016 |
| 4 | Nguyen Dang Trung | June 06, 1970 | Bachelor of Construction Economics | May 25, 2016 |
| 5 | Tran Thai Binh | January 21, 1976 | Construction Engineer | March 01, 2022 |

1. The Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Nguyen Tuan Anh | February 01, 1979 | Master of Accounting | Appointment date November 01, 2022 |

1. Training on corporate governance None
2. List of affiliated persons of the Corporation and transactions between affiliated persons of the Corporation and the Corporation itself:
3. Transactions between the Corporation and affiliated persons of the Corporation; or between the Corporation and major shareholders, PDMR, affiliated persons of PDMR:

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of individual/institution | Relations with the Corporation | NSH No., Date of issue, Place of issue | Head office address/Contact address | Time of transaction | General Mandate/Decision of the General Meeting of Shareholder No. or Board Resolution/Decision No. approved | Content, quantity, total value of transaction | Note |
| 1 | Nguyen Dang Hung | Brother of the Chair of the Board of Directors | 040068052117November 22, 2021Police Department | Group 33, Dai Kim Ward, Hoang Mai District, Hanoi | 20222023 | 02/2022/NQ-HDQT dated January 18, 2022 | 36 Corporation personally borrowed by Mr. Nguyen Dang Hung in 2022 and gradually repaid the debt.Balance as of December 31, 2023: VND 0  |  |
| 2 | Nguyen Van Hien | Brother of the Chair of the Board of Directors | 040065000046July 03, 2015Police Department | Lot 1, Zone B, Nguyen Tuan Street, Thanh Xuan District, Hanoi. | 20222023 | 02/2022/NQ-HDQT dated January 18, 2022 | 36 Corporation personally borrowed by Mr. Nguyen Dang Hien in 2022 and gradually repaid the debt.Balance as of December 31, 2023: VND 0 |  |
| 3 | Truong Loc Construction & Trading Joint Stock Company: | Major shareholder; | 0101396301August 20, 2003Hanoi Authority for Planning And Investment | Group 33, Dai Kim Ward, Hoang Mai District, Hanoi | April 12, 2023 | 20/QD- HDQT | Purchase of power generators and electrical cabinets.Contract value:VND 14,523,999,600Temporary advance balance:VND 7,262,000,000 |  |
| 4 | Nguyen Thi Thu Ha | Son of the Chair of the Board of Directors | 040191000292August 29, 2018Police Department | 92 Pham Ngoc Thach Street, Trung Tu Ward, Dong Da District, Hanoi | May 22, 2023 | 28/QD- HDQT | Contract for the sale of commercial business kiosks within the "Renovation, reconstruction of B6 Giang Vo houses" project. Contract value: VND 33,999,100,000 |  |
| 5 | Truong Loc Construction & Trading Joint Stock Company | Major shareholder | 0101396301August 20, 2003Hanoi Authority for Planning And Investment | Group 33, Dai Kim Ward, Hoang Mai District, Hanoi | June 06, 2023 | 29/QD- HDQT30/QD- HDQT | Joint Investment Cooperation Agreement for Project 6-8 Chua Boc - Shantinoi Parc:Located at 6-8 Chua Boc, Quang Trung, Dong Da, Hanoi. Total investment capital: VND 1.868 billion (with 36 Corporation contributing 74.25% and Truong Loc contributing 25.75%). |  |
| 6 | Nguyen Dang Giap | Chair of the Board of Directors | 040054000328August 06, 2022Police Department | No. 92,Pham Ngoc Thach Street, Trung Tu Ward, Dong Da District, Hanoi | September 25, 2023 | 06/2023/NQ-HDQT07/2023/NQ-HDQT | Pledged 5,000,000 G36 shares owned by Mr. Nguyen Dang Giap as collateral for the loan obligation of 36 Corporation with BIDV Bank. |  |
| 7 | 36.55 Joint Stock Company | Joint venture | 0105851505April 11, 2012Hanoi Authority for Planning And Investment | 38, Alley 25, Lane 358, Bui Xuan Trach Street, Khuong Dinh Ward, Thanh Xuan District, Hanoi. | 2023 | 01/2023/NQ-HDQTNQ-HDQT | Revenue from financial activities:VND 2,977,267,021Purchase of goods (rental of cars): VND 360,000,000 |  |

1. Transactions between Corporation’s PDMR, related persons of PDMR and subsidiaries, companies controlled by the Corporation: None
2. Transactions between the Corporation and other entities: None
3. Share transactions of PDMR and affiliated persons of PDMR
4. Transactions of PDMR and related persons for the Corporation's shares (as of January 29, 2024):

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| 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 |
| 1 | Nguyen Van Hien | Younger sister of Chair of the Board of Directors | 0 | 0% | 2,833,324 | 2.73% | Buy and pay dividends |
| 2 | Truong Loc Construction & Trading Joint Stock Company | Major shareholder - Organization with Mr. Nguyen Van Hien as the legal representative | 8,517,969 | 8.37% | 5,215,757 | 5.03% | Sell and pay dividends |

1. Other significant issues: None