**H11: Annual Corporate Governance Report 2023**

On January 16, 2024, HUD101 Construction Joint Stock Company announced Report No. 01/BC-HDQT on the corporate governance in 2023 as follows:

* Name of company: HUD101 Construction Joint Stock Company
* Head office address: Room 404, B1 Building, 176 Dinh Cong Street, Hoang Mai District, Hanoi
* Tel: 04, 38689892;
* Email: tchchud 101 @gmail.com
* Charter capital: VND 10,600,000,000.
* Securities code: H11.
* Corporate Governance Model: The General Meeting, Board of Directors, Supervisory Board and Executive Manager.
* Internal audit: Unimplemented.
1. Activities of the General Meeting:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution | Date | Contents |
| 1 | No. 15/NQ-DHDCD | May 31, 2023 | Approve the Report of the Board of Directors on evaluating the results of production and business activities in 2022 |
| Approve the figures of the Audited Financial Statement 2022 and the profit distribution plan for 2022 |
| Approve the Report on activities of the Supervisory Board in 2022, plan and tasks for 2023 |
| Approve Production and business orientation and tasks in 2023 |
| Approve the selection of CPA Vietnam Auditing Company Limited to audit the financial statements for fiscal year 2023 of the Company |
| Authorize the Board of Directors of the Company to adjust the figures and economic targets to increase or decrease after the State agencies’ conclusion of inspecting production and business activities from the financial settlement report in 2022; and redistribute funds accordingly. |
| The General Meeting assigns the Board of Directors of the Company to adjust the figures and targets of the plan 2023 when necessary as per actual situation of production and business activities in the year. |
| Approve the borrowing plan from credit institutions to serve the production and business plan for the year 2023, with a total amount of VND 120 billion. |
| Approve authorize the Board of Directors to carry out the capital increase of the Company in the years 2023 - 2024 in two phases. |
| Assign tasks and delegate authority to the Board of Directors of the Company based on the content of the Resolution to develop programs, plans, and organize implementation under applicable laws and the Company's Charter. |

1. 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/independent member of the Board of Directors |
| Appointment date | Date of dismissal |
| 1 | Mr. Nguyen Duc Khuong | Chair of the Board of Directors | April 28, 2017 |  |
| 2 | Mr. Bui Van Quan | Member of the Board of Directors - Managing Director | June 29, 2020 |  |
| 3 | Mr. Tran The Tai | Member of the Board of Directors | June 22, 2022 |  |
| 4 | Mr. Nguyen Trung Hung | Member of the Board of Directors, Deputy Managing Director | June 29, 2020 |  |
| 5 | Ms. Vu Thi Hong Lieu | Member of the Board of Directors | April 28, 2017 |  |

1. Board Resolutions/Board Decisions:

Main contents of Board Resolutions/Decisions during the years:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | 03/NQ-HDQT | March 21, 2023 | On convening an Annual General Meeting 2023 |
| 2 | 17/QD-HDQT | June 06, 2023 | On the establishment of the Supervisory Board |
| 3 | 19 /NQ-HDQT | June 06, 2023 | On financial supervision tasks: |
| 4 | 25 /NQ-HDQT | August 12, 2023 | On the dismissal of the position of Managing Director. |
| 5 | 26 /NQ-HDQT | August 12, 2023 | On the dismissal of the position of Deputy Managing Director. |
| 6 | 26A/NQ-HDQT | August 12, 2023 | On the appointment of the position of Managing Director. |
| 7 | 27/QD-HDQT | August 12, 2023 | On the dismissal of the company's Managing Director. |
| 8 | 28/QD-HDQT | August 12, 2023 | On the dismissal of the Deputy Managing Director of Company |
| 9 | 29/QD-HDQT | August 12, 2023 | On the dismissal of the Executive Manager of the Company. |
| 10 | 31 /NQ-HDQT | August 15, 2023 | On changing the legal representative |
| 11 | 35 /NQ-HDQT | October 23, 2023 | On the evaluation of the production and business plan for the first 9 months; Q4 plan and year 2023. |
| 12 | 36/QD-HDQT | December 04, 2023 | Appointment of the Chief Accountant. |

1. Supervisory Board (Annual Report 2021)
2. Information about members of the Supervisory Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Ms. Nguyen Thu Nga | Chief | June 22, 2022 | Bachelor in Economics |
| 2 | Mr. La Van Hiep | Member | June 22, 2022 | Master of engineering in civil and industrial construction |
| 3 | Mr. Ngo Van Hoa | Member | June 29, 2020 | Construction works engineer |

1. Executive Board.

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Date of birth | Qualification | Date of appointment as the Member of the Executive Board | Date of dismissal from Member of the Executive Board |
| 1 | Mr. Bui Van Quan | November 01, 1985 | Road and Bridge Construction Engineer | November 29, 2019 |  |
| 2 | Mr. Nguyen Trung Hung | October 17, 1968 | Civil and Industrial Construction Engineer | July 08, 2020 |  |
| 3 | Tran The Tai | November 29, 1984 | Road and Bridge Construction Engineer |  | August 12, 2023 |

1. Accountant in charge:

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Pham Van Khac | April 28, 1976 | Bachelor in Economics | December 04, 2023 |

1. Training on corporate governance: None
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 related persons of the Company; or between the Company and principal shareholders, PDMR and related persons of PDMR

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organizations/individuals | Relations with the Corporation | NSH No. , Date of issue, Place of issue | Head office/Contact address | Time of transaction with the Company | General Mandate/Decision of the General Meeting of Shareholder No. or Board Resolution/Decision No. (if any) | Transaction value | Note |
| 1 | HUD1 Investment and Construction JSC | Holding Company | MSDN: 0101043264 | 168 Giai Phong Road, Phuong Liet Ward, Thanh Xuan District, Hanoi. | 2023 |  | 3,870,778,569 | Receivables from customers |
| 2 | HUD1 Investment and Construction JSC | Holding Company | MSDN: 0101043264 | 168 Giai Phong Road, Phuong Liet Ward, Thanh Xuan District, Hanoi. | 2023 |  | 500,000 | Receivables from customers |
| 3 | An Tai Phat Construction and Trading Joint Stock Company | Related person of the Company is the Executive Manager | MSDN: 0107378838 | Plot 9 9C58-LK16, Area C Le Trong Tan Urban Area, Geleximco, Duong Noi Ward, Ha Dong District, Hanoi City | 2023 |  | 1016725910 | Receivables from customers |
| 4 | An Tai Phat Construction and Trading Joint Stock Company | Related person of the Company is the Executive Manager | MSDN: 0107378838 | Plot 9 9C58-LK16, Area C Le Trong Tan Urban Area, Geleximco, Duong Noi Ward, Ha Dong District, Hanoi City | 2023 |  | 0 | Receivables from customers |

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