**HU3: Annual Corporate Governance Report 2023**

On January 25, 2024, HUD3 Investment and Construction JSC announced Report No. 03/BCQT-HUD3 on the corporate governance of the Company in 2023 as follows:

* Name of Company: HUD3 Investment and Construction JSC
* Head office address: HUD3 TOWER Building No. 121, 123 To Hieu, Ha Dong, Hanoi.
* Tel: 0433 824572 - Fax: Fax: 0433 827991 info@hud3.com.vn
* Charter capital: VND 99,999,440,000
* Securities code: HU3
* Corporate governance model: The General Meeting, Board of Directors, Supervisory Board and Managing Director
1. Activities of the General Meeting

On June 23, 2023, HUD3 Investment and Construction JSC organized the Annual General Meeting 2023.

* Organization Meeting time: On June 23, 2023, from 8:30 a.m. to 12:00 a.m., at the Conference Hall on the 5th floor of HUD3 TOWER building, located at 121-123 To Hieu Street, Nguyen Trai Ward, Ha Dong District, Hanoi.
* The total number of shareholders present at the meeting (including proxies) was: 16 individuals; representing and/or owning: 6,354,465 shares, accounting for 63.54% of the total voting shares eligible to attend the General Meeting.
* 100% of the shareholders attending the General Meeting are legitimate shareholders or representatives of legitimate shareholders according to the HUD3 company shareholder list.

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| No. | General Mandate/Decision of Genera Meeting of Shareholders  | Date | Contents |
| 1 | 01/NQ-DHCD | June 23, 2023 |  1 Approve the Report on production and business targets results in 2022 and production and business Orientation in 2023.2 Approve the plan on profit distribution in 20223 Approve the Audited Financial Statements 20224 Approve the Report of the Board of Directors on management and supervision activities in 2022, tasks and orientation for 2023.5 Approve the Report on self-assessment of activities results of the Supervisory Board and each member of the Supervisory Board in 2022. Report of the Supervisory Board on the Company's business results, activities results of the Board of Directors and Manager in 20226 Approve the production and business plan in 2022, financial activities, corporate governance, and investment projects.7 Approve the results of the tasks assigned by the Annual General Meeting 2022 to the Board of Directors to implement as follows:- Select a qualified audit company in accordance with the law to audit the Financial Statements 2022 of the Company, including International Auditing Company Limited, CPA Vietnam Auditing Company Limited, Vietnam Auditing and Valuation Company Limited (AVA): The Board of Directors has selected CPA Vietnam Auditing Company Limited to audit the Financial Statements 2022.- Approve the adjustment of financial figures and profit distribution as per the conclusions of the audit, inspection and examination agency (if any): None (due to not arising)- Assign the Board of Directors to approve investment projects, capital mobilization plans and other related issues on implementation of projects that the General Meeting has had investment policies: None (due to not arising)- Assign the Board of Directors to research and decide to participate in bidding for project investors, auction for land use rights, joint ventures, cooperation, receive project transfer, contribute capital to establish a project implementation enterprise, receive shares transfer/contributed capital of the project enterprise on the basis of ensuring the efficient use of capital: None- Decide to deal with existing problems of old construction works under the authority of the General Meeting in order to promptly ensure the production and business efficiency of the Company: None8 Assign the Board of Directors of the Company to decide on a number of incurred contents during the production and business activities between two Annual General Meetings 2023 and 2024 as follows:- Select a qualified audit company in accordance with the law to audit the Financial Statements 2023 of the Company and report the results to the General Meeting in the next meeting.- Approve the adjustment of financial figures and Financial Statements according to the conclusions of the audit, inspection and examination agencies, decisions of the General Meeting (if any) and report the results to the General Meeting the results in the next Meeting.- For the development of new projects: Approve for the Board of Directors to research and decide to participate in bidding for project investors, auction for land use right, joint ventures, cooperation, receive project transfer, contribute capital to establish a project implementation enterprise, receive shares transfer/contributed capital of the project enterprise on the basis of ensuring the efficient use of capital, and report the results to the General Meeting in the next Meeting- For the settlement of project investment capital: Assign the Board of Directors to approve the project settlement for projects under the authority of the General Meeting to decide on investment, and report the results to the General Meeting at the next Meeting.9. Approve the results of dismissing Ms. Tran Thi Minh from her position as a member of the Supervisory Board in the term of 2020 - 2025 according to her personal aspirations.10. Approve the procedure, content and regulation on election of additional members of the Supervisory Board in the term of 2020 - 2025.11. Approve the election results of additional members of the Supervisory Board in the term of 2020 - 2025.- Mr. Cu Anh Tuan - Architect(Resume attached).12. Approve the salary fund of the manager and remuneration for members of the Board of Directors and Supervisory Board, specifically as follows:- 2022 Results:+ Remuneration for non-executive Board of Directors: VND 36 million (Number of people receiving remuneration: 1 person. The average remuneration: VND 3 million/person/month,+ Remuneration plan for members of the Supervisory Board: VND 40.8 million (Number of people receiving remuneration: 3 persons. Remuneration of the Chief of the Supervisory Board VND 2 million/person/month, remuneration of members of the Supervisory Board: VND 700,000/person/month)+ Salary fund of the managers: VND 1,263,258,982- 2023 Plan:\* Salary fund of the management:+ Salary fund plan: VND 2,280 million (number of managers: 7 persons; Average salary: VND 27.14 million/person/month)\* Remuneration plan for 2023:+ Remuneration plan for members of the Board of Directors: VND 36 million (Number of people receiving remuneration: 1 person. Average remuneration: VND 3 million/person/month).+ Remuneration plan for members of the Supervisory Board: VND 40.8 million (Number of people receiving remuneration: 3 persons. Remuneration of the Chief of the Supervisory Board VND 2 million/person/month, remuneration of members of the Supervisory Board: VND 700,000/person/month) |

1. Board of Directors (Report of 2023).
2. Information about members of the Board of Directors

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| No. | Members of the Board of Directors | Position (independent member, 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 | Mr. Vuong Dang Khuong | Chair of the Board of Directors | June 01, 2020 |   |
| 2 | Mr. Dinh Hoang Tung | Member of the Board of Directors | May 28, 2020 |   |
| 3 | Mr. Bui Huy Thong | Member of the Board of Directors | May 28, 2020 |   |
| 4 | Mr. Ta Duy Hung | Member of the Board of Directors | April 22, 2021 |   |
| 5 | Mr. Tran Hai Hong | Member of the Board of Directors | April 28, 2022 |   |

1. Board Resolutions/Decisions (Annual Report 2023):

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| No. | Board Resolution/Decision  | Promulgation date | Contents |
| 1 | 01A/NQ-HDQT | January 04, 2023 | Board Resolution on the Company's approval of the direct management plan for construction and the total value of project revenues: Construction of technical infrastructure for block BT6, part of the Eco-housing project Xuan Phuong, Xuan Phuong Ward, Nam Tu Liem District, Hanoi. |
| 2 | 01/BCQT-HUD3 | January 16, 2023 | Annual Corporate Governance Report of HUD3 Company in 2022. |
| 3 | 01 /NQ-HDQT | February 15, 2023 | Establishment of the Project Development and Business Department. |
| 4 | 02 /NQ-HDQT | February 15, 2023 | Resolution on approving the results of business operations for Q4/2022, the whole year of 2022, and the production and business plan for Q1/2023. |
| 5 | 51-NQ/LTDU-HDQT | February 15, 2023 | Joint Resolution of the Party Committee and the Board of Directors on approving the restructuring and labor rearrangement plan within HUD3 Company. |
| 6 | 02A/NQ-HDQT | February 25, 2023 | Resolution on approving the convening plan for the Annual General Meeting and approving the report contents prior to the Annual General Meeting 2023. |
| 7 | 03 /NQ-HDQT | March 03, 2023 | Resolution on the recorded list of shareholders to exercise the rights of attending the Annual General Meeting 2023. |
| 8 | 02/QD-HDQT | March 08, 2023 | Decision on approving the repair and warranty costs of the mixed office building, high-rise residential service at 60 Nguyen Duc Canh developed by HUD3 Company. |
| 9 | 03/QD-HDQT | March 17, 2023 | Decision on approving the investment capital settlement for the project of Fire Protection System - Financial-Accounting Department renovation at HUD3 Company headquarters. |
| 10 | 04 /NQ-HDQT | March 31, 2023 | Resolution on approving the adjustment of the convening plan for the General Meeting and approving the report contents prior to the Annual General Meeting in 2023. |
| 11 | 05 /NQ-HDQT | April 26, 2023 | Resolution on approving the adjustment of the monthly salary plan for employees of the Company in 2023. |
| 12 | 06 /NQ-HDQT | May 08, 2023 | Resolution on approving the results of Q1/2023 business operations and production and business plan for Q2/2023. |
| 13 | 07 /NQ-HDQT | May 29, 2023 | Resolution on approving the adjustment of the convening plan for the General Meeting and approving the report contents prior to the Annual General Meeting in 2023. |
| 14 | Annual General Meeting 2023 | June 23, 2023 | The Annual General Meeting 2023 of HUD3 Company |
| 15 | 01/BB-DHCD | June 23, 2023 | Minutes of the Annual General Meeting 2023 of HUD3 Investment and Construction JSC. |
| 16 | 01/NQ-DHCD | June 23, 2023 | Annual General Mandate 2023 of HUD3 Investment and Construction JSC. |
| 17 | 22/BC-NDD | July 06, 2023 | Report on the results of the Annual General Meeting 2023 of HUD3 Investment and Construction JSC. |
| 18 | 08 /NQ-HDQT | July 18, 2023 | Board Resolution on selecting the audit company to report on the financial statements of 2023. |
| 19 | 09 /NQ-HDQT | July 26, 2023 | Approve the production and business results for the Q2, the first six months of 2023, and the production and business plan for the Q3/2023. |
| 20 | 10 /NQ-HDQT | July 24, 2023 | Agree on the profit allocation using capital to repay the Management Board of HUD3 Building and recognizing financial expenses in the 2023 business results. |
| 21 | 25A/BCQT-HUD3 | July 31, 2023 | Corporate Governance Report 2023 (June 2023). |
| 22 | 25C/BCQT-HUD3 | July 26, 2023 | Report on the company's activities for the first six months of 2023. |
| 23 | 09/QD-HDQT | August 07, 2023 | Assignment of tasks to inspect and review Xuan Phuong project. |
| 24 | 10/QD-HDQT | August 07, 2023 | Appointment of personnel for the Xuan Phuong project appraisal team. |
| 25 | 11/QD-HDQT | August 21, 2023 | Establishment of a Council to review assets and equipment that the company has invested in. |
| 26 | 11 /NQ-HDQT | October 13, 2023 | Approve the production and business results for Q3/2023; plan for Q4/2023 and October 2023. |
| 27 | 11A/NQ-HDQT | November 01, 2023 | Establishment of a Task Force to facilitate the implementation of the divestment plan of the Holding Company in HUD3 company. |
| 28 | 12/QD-HDQT | November 01, 2023 | Appointment of replacements for the position of person in charge of corporate governance-cum-Secretariat of the Board of Directors of the company. |
| 29 | 13/QD-HDQT | November 01, 2023 | Changes and additions to the members of the Company's appraisal team. |
| 30 | 14/QD-HDQT | November 01, 2023 | Changes and additions to the members of the Council to review the company's invested assets and equipment. |
| 31 | 15/QD-HDQT | November 01, 2023 | Changes and additions to the members of the company's salary council. |
| 32 | 16/QD-HDQT | November 01, 2023 | Changes and additions to the members of the Labor Recruitment Council. |
| 33 | 17/QD-HDQT | November 01, 2023 | Changes and additions to the members of the company's debt processing council. |
| 34 | 18/QD-HDQT | November 01, 2023 | Changes and additions to the members of the Council for Commendation, Reward, and Discipline. |
| 35 | 12/NQ-HDQT | November 06, 2023 | Approve the salary level for payment to employees of the company applicable in Q4/2023. |
| 36 | 12A/NQ-HDQT | November 13, 2023 | Approve the production and business results for October 2023; production and business plan for November 2023. |
| 37 | 13 /NQ-HDQT | November 15, 2023 | Approve the decision to liquidate assets; signing legal service contracts; debt collection at construction sites. |
| 38 | 14 /NQ-HDQT | November 15, 2023 | Approve the proposal to liquidate fixed assets (Mitsubishi vehicles). |
| 39 | 19/QD-HDQT | November 15, 2023 | Establishment of the Asset Liquidation Council (Mitsubishi vehicles). |
| 40 | 15 /NQ-HDQT | December 08, 2023 | Approve the production and business results for November 2023; production and business plan for December 2023. |
| 41 | 16 /NQ-HDQT | December 08, 2023 | Approve the proposal to liquidate assets and equipment. |
| 42 | 20/QD-HDQT | December 08, 2023 | Establishment of the Asset and Equipment Liquidation Council. |
| 43 | 21/QD-HDQT | December 11, 2023 | Establishment of the Real Estate Investment Appraisal Council. |
| 44 | 17/NQ-HDQT | December 11, 2023 | Approve the plan to sell and lease long-term according to the project life cycle for investment real estate on floors 1 and 2 of the HUD3 tower building. |
| 45 | 18/NQ-HDQT | December 15, 2023 | Approve the direct management plan for construction and the total value of revenue from low-rise residential areas in Kien Thanh Ward, Gia Lam, Hanoi. |
| 46 | 19/NQ-HDQT | December 18, 2023 | Approve on the selling and leasing prices for investment real estate at HUD3 tower. |
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1. Supervisory Board (Report of 2023):
2. Information about members of the Supervisory Board:

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| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Ms. Nguyen Thi Thu Hang | Chief of the Supervisory Board | May 20, 2015 | Bachelor in Economics |
| 2 | Ms. Tran Thi Thuy Dung | Member of the Supervisory Board | May 28, 2020 | Bachelor in Accounting |
| 3 | Ms. Tran Thi Minh | Member of the Supervisory Board | June 23, 2023 | Bachelor in Accounting |
| 4 | Mr. Cu Anh Tuan | Member of the Supervisory Board | June 23, 2023 | Architect |

Executive Board.

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| No. | Members of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Dinh Hoang Tung | March 01, 1979 | Construction engineer; Master of Urban and Construction Management | Appoint on June 01, 2020 |
| 2 | Bui Huy Thong | October 27, 1977 | Construction engineer, Master of Civil and Industrial Construction Engineering | Appoint on June 01, 2020 |
| 3 | Vo Duy Hien | August 09, 1978 | Construction engineer; Master of Urban and Construction Management | Appointed on November 16, 2020 Dismissed on July 01, 2023 |
| 4 | Pham Tien Dung | June 23, 1978 | Architect; Master of Urban and Construction Management | Appoint on November 16, 2020 |

Mr. Vo Duy Hien has terminated his labor contract and is no longer the Deputy Managing Director of the Company as of July 1, 2023.

1. Chief Accountant.

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| No. | Members of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Lai Huy Manh | September 04, 1979 | Bachelor in Economics, Master of Accounting. | Appoint on May 12, 2021 |

1. Training on corporate governance: None
2. List of related persons of listed companies as prescribed in Clause 34, Article 6 of Law on Securities (Report 2023) and transactions of related persons 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, or related persons of PDMR: Yes

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| No. | Name of organizations/individuals | Relations with the Corporation | NSH\* No., date of issue, place of issue | Head office address/Contact address | Time of transaction with the Company | General Mandate/Decision of the General Meeting of Shareholder No. or Board Resolution/Decision No. (including date of promulgation, if any) | Content, quantity, total value of transaction | Note |
|   | Housing and Urban Development Corporation | Major shareholder; | Decision No. 22/QD- TTg | No. 37 Le Van Luong Street, Nhan Chinh Ward, Thanh Xuan District, Hanoi | August 31, 2018 | 09/NQ-HDQT dated August 31, 2018 | 51% |   |

1. Transactions between PDMR of the listed company, related persons of PDMR and subsidiaries, and companies controlled by the listed company None
2. Transactions between the Company and other entities: None
	1. Transactions between the Company and companies that members of the Board of Directors and Supervisory Board or Executive Manager (Managing Director) are founding members or members of the Board of Directors or Executive Manager (Managing Director) for the past three years (at the date of making the Report): None
	2. Transactions between the Company and the companies in which related persons of members of the Board of Directors, members of the Supervisory Board and Executive Manager (Managing Director) who are members of the Board of Directors and Executive Manager (Managing Director): None
	3. Other transactions of the Company (if any) can bring material or non-material benefits to members of the Board of Directors, members of the Supervisory Board or Executive Manager (Managing Director): None
3. Share transactions of PDMR and related persons of PDMR

Transactions of PDMR and related persons of PDMR for shares of listed companies None

1. Other significant issues: None