**VXB: Annual Corporate Governance Report 2023**

On January 29, 2024, Ben Tre Construction Material Joint Stock Company announced Report No. 08/BC-HDQT on the corporate governance in 2023 as follows:

* Name of listed company: Ben Tre Construction Material Joint Stock Company
* Head office address: No. 207D Nguyen Dinh Chieu Street, Phu Hung Commune, Ben Tre City, Ben Tre Province
* Tel: 0275 3829 857- Fax: 02753 822 319- Email:vlxdbentre.@yahoo.com.vn
* Charter capital: VND 40,490,060,000
* Securities code: VXB
* Corporate governance model: The General Meeting, Board of Directors, Supervisory Board and Managing Director
* Internal audit: Not implemented.

1. Activities of the General Meeting The company has prepared to organize the Annual General Meeting 2023 in accordance with regulations. However, the audit of the Financial Statements for the years 2021 and 2022 has not yet been completed to date. Therefore, the Annual General Meeting 2023 has not taken place as regulated.
2. Board of Directors
3. Information about members of the Board of Directors:

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| No. | Members of the Board of Directors | Position | Date of appointment as member of the Board of Directors | Date of dismissal from the position of member of the Board of Directors | Number of meetings attended | Attendance rate | Note |
| 1 | Mr. Dang Minh Thua | Chair | June 30, 2021 |  | 07/07 | 100% |  |
| 2 | Mr. Pham Duc Thang | Member | June 30, 2021 |  | 07/07 | 100% |  |
| 3 | Mr. Nguyen Van Thanh | Member | June 15, 2018 |  | 07/07 | 100% |  |
| 4 | Ms. Pham Tuong Vi | Member | May 31, 2019 |  | 07/07 | 100% |  |

1. Board Resolutions/Board Decisions in 2023

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| No. | Board Resolution/Board Decision | Date | Contents |
| 1 | 01/2023/NQ-HDQT | February 13, 2023 | Agree to relieve Ms. Bui Minh Ly from her position as the Secretariat of the Board of Directors of the Company effective from February 13, 2023.  Agree to nominate Mr. Pham Duc Thang to take on the role of person in charge of corporate governance and information disclosure officer of the Company from February 13, 2023, until a replacement is appointed. |
| 2 | 02/2023/NQ-HDQT | April 28, 2023 | Agree on extending the time of holding the Annual General Meeting in 2023, the term of 2018-2022 and the plan to hold the General Meeting for the term 2023-2027 until June 30, 2023 at the latest. Reason: To prepare documents to submit to the General Meeting to approve Assign the Company's Managing Director to urgently implement the completion of the Audited Financial Statements for 2021, 2022 and documents related to the postponement, document preparation, and personnel assignment for the Annual General Meeting2023, the end of the 2018-2022 term and the plan to hold the General Meeting for the term 2023-2027 no later than June 30, 2023. |
| 3 | 03/2023/NQ-HDQT | June 23, 2023 | Approve the time for organizing the Annual General Meeting for the term 2018-2022, no later than July 30, 2023. Reason: To prepare documents to submit to the General Meeting to approve  Approve that the record date for the list of shareholders attending the Annual General Meeting 2023 for the term 2018-2023 is June 30, 2023  Assign the Managing Director to implement the works related to the preparation of documents, and personal allocation for Annual General Meeting 2023, term 2018-2023, to be convened before July 31, 2023. |
| 4 | 04/2023/NQ-HDQT | July 11, 2023 | Approve the record date for the list of shareholders for organizing the Annual General Meeting 2023, for the term 2023-2028, as August 07, 2023.  Agree to extend the time for organizing the Annual General Meeting for the year 2023, for the term 2023-2028, no later than September 30, 2023. Reason: The company needs more time to prepare and adjust the documents to be presented at the Meeting.  The Managing Director is urgently tasked to finalize the documents to be approved at the Meeting, organize personnel for the Annual General Meeting 2023 regarding the term 2023-2028. |
| 5 | 05/2023/BB-HDQT | August 03, 2023 | Report on the production and business activities for the first 6 months of 2023 and the production and business plan for the last 6 months of 2023.  Report on the debt situation (Receivables, Payables) as of June 30, 2023, and the status of lawsuits at the Company.  Report and explain the opinions of the Supervisory Board in the email dated July 25, 2023.  Report on the audit work of the financial statements for the years 2021-2022 of the Company. |
| 6 | 06/2023/NQ-HDQT | August 10, 2023 | Record the report on capital shareholders at the document dated July 26, 2023.  The Board of Directors agrees to assign the Company Managing Director to continue working with the People's Committee of Ben Tre Province and the provincial departments and agencies to protect the legal rights and interests of the Company regarding the Phu Tan project under applicable laws. |
| 7 | 07/2023/NQ-HDQT | December 29, 2023 | Approve the extension of the Managing Director's tenure for Mr. Pham Duc Thang until the Company completes the organization of the General Meeting for the term 2023-2028. Reason: The General Meeting for the term 2018-2022 has not been organized on time, and to ensure the continuity of business management and operation. |
| 8 | 08/2023/NQ-HDQT | December 29, 2023 | The Managing Director is tasked to work with the audit company to finalize the financial statements for 2021, 2022 before January 20, 2024. The Managing Director is tasked to finalize the accounting books for 2023 before January 30, 2024, and complete the reports as regulated by the Securities Commission regarding timely information disclosure.  The Managing Director is tasked to explain the report of the Supervisory Board and the report of the Board of Directors before January 10, 2024. The Managing Director is assigned to establish the Inventory Steering Committee and Inventory Team in 2023 |
| 9 | 09/2023/NQ-HDQT | December 29, 2023 | Approve the Managing Director to provide information and documents to the Investigation Police Agency as directed by the State Capital Investment Corporation (SCIC) through Official Dispatch No. 2011/DTKDV-CNPN dated October 24, 2023. |

1. Supervisory Board;
2. Information about members of the Supervisory Board:

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| No. | Members of the Supervisory Board | Position | Date of appointment as member of the Supervisory Board | Date of dismissal as a member of the Supervisory Board | Qualification |
| 1 | Ms. Le Thi Kim Nuong (\*\*) | Chief of the Board | June 15, 2018  July 05, 2021 |  | Bachelor |
| 2 | Ms. Do Thi Kim Anh | Member  Chief | June 15, 2018  July 05, 2021 |  | Bachelor |
| 3 | Mr. Cao Minh Nhat (\*) | Member | June 30, 2020 |  | Bachelor |

(\*) On August 24, 2023, the company received a resignation letter from Mr. Cao Minh Nhat, a member of the Supervisory Board, dated July 31, 2023;

(\*\*) On October 25, 2023, the company received a resignation letter from Mrs. Le Thi Kim Nuong to leave the Supervisory Board, dated July 31, 2023;

Under Article 174 of the Law on Enterprises 2020, the dismissal of inspectors falls under the jurisdiction of the General Meeting, and the Supervisory Board has notified the Board of Directors.

1. Executive Board.

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| --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as the member of the Executive Board |
| 1 | Mr. Pham Duc Thang | June 18, 1968 | Bachelor | Appointed from April 27, 2021, until the end of the term 2018-2022.  On December 29, 2023, the Board of Directors promulgated a Resolution to extend the tenure of the Managing Director until the company completes the organization of the Annual General Meeting for the term 2023-2028. |

1. Chief Accountant.

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Mr. Pham Tri Thanh | January 25, 1981 | Bachelor | Appointed on April 27, 2021, and has submitted a resignation letter. |

1. Training on corporate governance
2. List of related persons of public company and transactions of the related persons of the Company and the Company itself in 2023:
3. Transactions between the Company and related persons of the Company, or between the Company and major shareholders, PDMR, or related persons of PDMR: None
4. Transactions between the Company’s PDMR, related persons of PDMR and subsidiaries or companies controlled by the Company: None.
5. Transactions between the Company and other entities/ Implemented as prescribed
   1. Transactions between the Company and the company in which members of the Board of Directors, members of the Supervisory Board, Executive Manager (Managing Director) and other managers have been founding members or members of the Board of Directors and Executive Manager (Managing Director) for the past three (03) years (calculated at the date of reporting). None.
   2. Transactions between the Company and companies executed by the related people of members of the Board of Directors, members of the Supervisory Board, Executive Manager (the Managing Director) and other Managing Directors who are members of the Board of Directors and Executive Manager (Managing Director). None.
   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, Executive Manager (Managing Director) and other managers: None
6. Share transactions of PDMR and related persons of PDMR (report 6 months/year).
7. Transaction of PDMR and related persons related to the Company’s shares: None
8. Other significant issues: None