**XDH: Annual Corporate Governance Report 2023**

On January 29, 2024, Hanoi Civil Construction Joint Stock Company announced Report No. 02/2024/BC-XDH on the corporate governance as follows:

* Name of company: Hanoi Civil Construction Joint Stock Company
* Head office address: No. 292 Van Chuong Alley, Kham Thien Street, Dong Da District, Hanoi
* Tel: 024.38513867 Fax: 024.38511715 Email:info@hcci.com.vn
* Charter capital: VND 270,269,070,000
* Securities code: XDH
* Corporate Governance Model:

General Meeting, Board of Directors, Supervisory Board and Managing Director

1. Activities of the General Meeting:

Information about meetings and General Mandates/Decisions of the General Meeting (including General Mandates approved by collecting ballots)

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting  | Date | Contents |
| 1 | 06/2023/NQ-DHDCD | April 27, 2023 | Annual General Mandate 2023 |

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

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment as member of the Board of Directors | Number of meetings attended | Attendance rate | Reason for absence |
| 1 | Mr. Do Tien Loi | The Chair of the Board of Directors | June 06, 2020 | 6/6 | 100% |  |
| 2 | Mr. Phuong Kim Thao | Member of the Board of Directors | January 15, 2007 | 6/6 | 100% |  |
| 3 | Mr. Tran Hong Tam | Members of the Board of Directors | January 15, 2007 | 6/6 | 100% |  |
| 4 | Mr. Doan Trinh Linh | Members of the Board of Directors | January 15, 2007 | 6/6 | 100% |  |
| 5 | Mr. Nguyen Dinh Long | Members of the Board of Directors | May 14, 2016 | 6/6 | 100% |  |

1. Board Resolutions/Board Decisions

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision  | Date | Contents |
| 1 | 02/2023/NQ-HDQT | March 07, 2023 | Resolution on the recorded list of shareholders for convening the Annual General Meeting 2023 |
| 2 | 09/2023/NQ-HDQT | June 08, 2023 | Resolution on approving the implementation of share issuance to pay dividend of 2022 |
| 3 | 11/2023/QD-HDQT | June 23, 2023 | Decision on reappointing the Company's Managing Director- Pham Tien Diep |
| 4 | 12/2023/NQ-HDQT | July 20, 2023 | Resolution on approving the payment of dividends 2022 in cash and by shares |

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Members of the Supervisory Board | Position | Date of appointment as member of the Supervisory Board. | Qualification |
| 1 | Ms. Nguyen Thi Hai | Chief of the Supervisory Board | September 6, 2008 - May 19, 2012April 27, 2017 | Bachelor in Accounting in Economics University |
| 2 | Ms. Le Thi Kim Ngan | Member | April 27, 2023 | Bachelor at the Academy of Finance |
| 3 | Ms. Tran Thuy Hanh | Member | April 27, 2017 | Bachelor in Economics |

1. Executive Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| Appointment date | Dismissal date |
| 1 | Mr Pham Tien Diep | July 10, 1979 | Bachelor in Economics, major in Finance - Credit | June 22, 2020 |  |
| 2 | Mr. Tran Quang Khue | January 03, 1979 | Master of Engineering | April 08, 2016 |  |
| 3 | Mr. Nguyen Binh Nam | November 07, 1973 | Construction Engineer | May 01, 2022 |  |

1. Chief Accountant:

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Appointment date |
| Ms. Nguyen Thi Thu Thuy | September 09, 1981 | Bachelor in Economics | September 01, 2023 |

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 its related persons; or between the Company and major shareholders, PDMR, 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: None
	1. Transactions between the Company and the companies in which members of the Board of Directors, members of the Supervisory Board or Executive Manager (Managing Director) 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 the companies where related persons of members of the Board of Directors, members of the Supervisory Board and the Executive Manager (Managing Director) who are members of the Board of Directors or 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 and Executive Manager (Managing Director): None
6. Share transactions of PDMR and related persons of PDMR:
7. The Company’s shares transactions between PDMR and related persons:

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Position | Relations with PMDR | Number of shares owned at the beginning of the period | Number of shares owned at the end of the period | Reasons for increase or decrease (buy, sell, convert, reward, ...) |
|  |  |  |  | Number of shares | Rate | Number of shares | Rate |  |
| 1 | Phuong Kim Thao | Member of the Board of Directors: |  | 3,892,379 | 14.4% | 3,907,379 | 14.46% | Buy |

1. Other significant issues: None.