**XMC: Annual Corporate Governance Report 2023**

On January 30, 2024, Vinaconex Xuan Mai Concrete & Construction JSC announced Report No. 35/2023/BC/XMC on corporate governance in 2023 as follows:

* Name of Company: Vinaconex Xuan Mai Concrete & Construction JSC
* Head office address: 4th Floor, Xuan Mai Tower, To Hieu Street, Ha Cau Ward, Ha Dong District, Hanoi
* Tel: 024.73038866 Fax: 024.73078866
* Email: [info@xuanmaicorp.vn](mailto:info@xuanmaicorp.vn)
* Charter capital: VND 673,643,390,000
* Securities code: XMC
* Corporate Governance Model: The General Meeting, the Board of Directors, the Supervisory Board, and the Managing Director.
* Internal audit: Implemented

1. Activities of the General Meeting:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate/Decision of General Meeting | Date | Contents |
| 01 | 08/2023/NQ/XMC-DHDCDTN | May 05, 2023 | Annual General Meeting 2023 |

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 of the Board of Directors | |
| Appointment date | Date of dismissal |
| 1 | Mr. Bui Khac Son | Chair of the Board of Directors | April 20, 2019 |  |
| 2 | Mr. Nguyen Duc Cu | Vice Chair of the Board of Directors | April 20, 2019 |  |
| 3 | Mr. Nguyen Tho Phung | Member of the Board of Directors | April 20, 2019 |  |
| 4 | Mr. Kim Manh Ha | Member of the Board of Directors | April 20, 2019 | May 05, 2023 |
| 5 | Ms. Do Thi Hue | Member of the Board of Directors | April 27, 2021 |  |
| 6 | Ms. Dinh Thi Thanh Ha | Member of the Board of Directors | May 05, 2023 |  |

1. Board Resolutions/Board Decisions and General Mandates/Decisions of the General Meeting

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Resolutions/Decisions | Date | Contents |
| 1 | 01A/2023/NQ/XMC-HDQT | February 21, 2023 | Transfer of Lexus 570 car to Viet Lao Power Joint Stock Company |
| 2 | 01/2023/NQ/XMC-HDQT | February 22, 2023 | Offsetting debts with Vinaconex Xuan Mai Concrete & Construction JSC |
| 3 | 02/2023/NQ/XMC-HDQT | February 23, 2023 | Transfer of shares in Viet Lao Power Joint Stock Company |
| 4 | 03/2023/NQ/XMC-HDQT | March 07, 2023 | Approve the contents of the Annual General Meeting 2023 |
| 5 | 04/2023/NQ/XMC-HDQT | March 08, 2023 | Approve the record date to exercise the rights to attend the Annual General Meeting 2023 |
| 6 | 05/2023/NQ/XMC-DHDCDTN | March 14, 2023 | Business plan for the company's commercial service lots |
| 7 | 06/2023/NQ/XMC-HDQT | March 16, 2023 | Plan to sell 113 apartments in the Hanoi Paragon Project |
| 8 | 07/2023/NQ/XMC-HDQT | March 16, 2023 | Approve the transfer of the Shophouse purchase contract |
| 9 | 08/2023/NQ/XMC-HDQT | May 05, 2023 | Annual General Mandate 2023 |
| 10 | 09/2023/NQ/XMC-HDQT | May 24, 2023 | Restructure the debt repayment schedule and extending the loan for the investment project to construct a multi-functional complex at 161 Nguyen Chi Thanh Road, Tan An Ward, Buon Ma Thuot City, Dak Lak Province at Bac A Commercial Joint Stock Bank - Thang Long Branch |
| 11 | 10/2023/NQ/XMC-HDQT | June 08, 2023 | Amendment and supplementation of guarantee commitments for XML at Lien Viet Post Joint Stock Commercial Bank - Hanoi Branch |
| 12 | 11/2023/NQ/XMC-HDQT | June 27, 2023 | Amendment and supplementation of guarantee commitments for XMB at Lien Viet Post Joint Stock Commercial Bank - Hanoi Branch |
| 13 | 12/2023/NQ/XMC-HDQT | June 27, 2023 | Amendment and supplementation of guarantee commitments for XME at Lien Viet Post Joint Stock Commercial Bank - Hanoi Branch |
| 14 | 13/2023/NQ/XMC-HDQT | June 27, 2023 | Loan at Lien Viet Post Joint Stock Commercial Bank - Hanoi Branch |
| 15 | 14/2023/NQ/XMC-HDQT | August 24, 2023 | Use XMC's assets as collateral for Xuan Mai Construction Joint Stock Company at the Bank for Investment and Development of Vietnam - Ha Dong Branch |
| 16 | 15/2023/NQ/XMC-HDQT |  | Production and business plan from June 2023 to June 2024 |
| 17 | 16/2023/NQ/XMC-HDQT | October 31, 2023 | Approve the implementation of dividend payment plan for 2021 - 2022 |
| 18 | 17/2023/NQ/XMC-HDQT | December 15, 2023 | Guarantee commitment for Xuan Mai Concrete Limited Company at the Bank for Investment and Development of Vietnam - Ha Dong Branch |
| 19 | 18/2023/NQ/XMC-HDQT | December 15, 2023 | Use XMC's assets as collateral for Xuan Mai Concrete Limited Company at the Bank for Investment and Development of Vietnam - Ha Dong Branch |
| 20 | 19/2023/NQ/XMC-HDQT | December 31, 2023 | Provision for doubtful debts as of December 31, 2023 |

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 | Date of dismissal as member of the Supervisory Board | Qualification |
| 1 | Mr. Nguyen Minh Duc | Chief of the Supervisory Board | April 20, 2019 |  | Bachelor in Accounting; Master of Business Administration |
| 2 | Pham My Hanh | Member | May 05, 2023 |  | Bachelor in Laws |
| 3 | Ms. Pham Thi Thanh Huyen | Member | April 20, 2019 |  | Bachelor in Economics, Master of Corporate Finance and Corporate Governance |
| 4 | Luong Anh Tuan | Member | April 20, 2019 | May 05, 2023 | Bachelor in Economics, Master of Business Administration |

1. Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal |
| 1 | Mr. Nguyen Cao Thang | September 25, 1983 | Construction Engineer | August 16, 2020 |
| 2 | Mr. Le Trung Thang | February 19, 1977 | Civil And Industrial Construction Engineer | January 01, 2016 |
| 3 | Mr. Dinh Viet Long | April 14, 1976 | Construction Engineer | March 03, 2023 (\*) |
| 4 | Mr. Duong Anh Tuan | May 05, 1982 | Civil And Industrial Construction Engineer | June 01, 2017 |
| 5 | Mr. Hoang Van Phong | March 22, 1979 | Construction Mechanical Engineer | January 07, 2021 |
| 6 | Mr. Nguyen Minh Duc | December 20, 1978 | Master of Finance, Credit and Monetary Circulation; | January 04, 2022 |

(\*) Mr. Dinh Viet Long No longer holds the position of Deputy Managing Director of the Company effective from March 3, 2023.

1. Chief Accountant.

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Appointment date |
| Mai Van Dinh | April 03, 1964 | Bachelor in Economics principaling in Accounting | November 19, 2013 |

1. Training on corporate governance
2. List of related persons of the Company and transactions between related persons of the Company and the Company
3. Transactions between the Company and related persons of the Company, or between the Company and principal shareholders, PDMR, or related persons of PDMR: List attached herewith
4. Transactions between PDMR of the listed company, related persons of PDMR and subsidiaries or companies controlled by the listed company: None.
5. Transactions between the Company and other entities/
   1. Transactions between the Company and companies where members of the Board of Directors, members of the Supervisory Board, the Managing Director and other managers have been founding members or members of the Board of Directors or Executive Manager for the past three (03) years: List attached herewith
   2. Transactions between the Company and companies where related persons of the members of the Board of Directors, members of the Supervisory Board, the Managing Director and other managers are members of the Board of Directors or Executive Manager: None.
   3. Other transactions of the Company which can brin material, non-material benefits to members of the Board of Directors, members of the Supervisory Board, Managing Director and other managers. None.
6. Share transactions of PDMR and related persons of PDMR
7. List of PDMR and related persons of PDMR List attached herewith
8. Transaction of PDMR and related persons related to the Company’s shares: List attached herewith
9. Other significant issues: None.

VII.2: Transactions between the Corporation and related persons of the Corporation; or between the Corporation and principal shareholders, PDMR and related persons of PDMR

|  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organizations/individuals | Relations with the Corporation | NSH Code\*: | Date of issue (DD.MMM.YYYY) | 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/Board Decision No. (if any) | Transaction content | Total transaction value |
| 1 | Xuan Mai Concrete Limited Company |  | 0106579919 | June 23, 2014 | Hanoi Department of Planning and Investment | Xuan Trung Hamlet, Thuy Xuan Tien, Chuong My, Hanoi | First 6 months of 2023 |  | Subcontract | VND 59,793,950,802 |
| 2 | Xuan Mai Binh Duong Limited Company |  | 3702940137 | December 14, 2020 | Department of Planning and Investment of Binh Duong Province | Land parcel number 639, map sheet number DC15, Rach Bap hamlet, An Tay commune, Ben Cat town, Binh Duong province |  | VND 43,688,016,216 |
| 3 | Xuan Mai - Dao Tu JSC | Subsidiaries | 2500302820 | June 11, 2008 | Department of Planning and Investment of Vinh Phuc Province | Be Tong Street, Dao Tu, Tam Duong, Vinh Phuc, Vietnam |  | VND 42,996,943,385 |
| 4 | Xuan Mai Construction Joint Stock Company | 0104361561 | August 01, 2010 | Hanoi Department of Planning and Investment | Floor 4, CT2 building, Ngo Thi Nham, Ha Cau, Ha Dong, Hanoi |  | VND 375,349,575,748 |
| 5 | Xuan Mai Mechanical Transport Joint Stock Company |  | 0104367524 | January 11, 2010 | Hanoi Department of Planning and Investment | Xuan Trung Hamlet, Thuy Xuan Tien, Chuong My, Hanoi |  | VND 6,676,652,547 |
| 6 | Xuan Mai Design Consulting Joint Stock Company |  | 0102776909 | November 06, 2008 | Hanoi Department of Planning and Investment | Floor 6, 29T2-No5 building, Southeastern Tran Duy Hung new urban area, Cau Giay, Hanoi |  | VND 4,923,277,826 |
| VND 7 | Viet Lao Power Joint Stock Company | Related company of PDMR | 0101389382 | July 11, 2003 | Hanoi Department of Planning and Investment | Floor 9, Block B, HH4 building, Pham Hung road, Me Tri ward, Nam Tu Liem district, Hanoi | February, 2023 | 01A/2023/NQ/XMC-HDQT | Car transfer | VND 5,500,000,000 |

VII.4.1: Transactions between the company and companies where members of the Board of Directors, members of the Supervisory Board, Managing Director and other managers have been serving on the member of the Board of Directors or as Executive Manager in the past three years

|  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organizations/individuals | Relations with the Corporation | NSH Code\*: | Date of issue (DD.MMM.YYYY) | 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/Board Decision No. (if any) | Transaction content | Total transaction value |
| 1 | Xuan Mai Concrete Limited Company |  | 0106579919 | June 23, 2014 | Hanoi Department of Planning and Investment | Xuan Trung Hamlet, Thuy Xuan Tien, Chuong My, Hanoi | 2023 |  | Subcontract | VND 59,793,950,802 |
| 2 | Xuan Mai Binh Duong Limited Company |  | 3702940137 | December 14, 2020 | Department of Planning and Investment of Binh Duong Province | Land parcel number 639, map sheet number DC15, Rach Bap hamlet, An Tay commune, Ben Cat town, Binh Duong province |  | VND 43,688,016,216 |
| 3 | Xuan Mai - Dao Tu JSC | Subsidiaries | 2500302820 | June 11, 2008 | Department of Planning and Investment of Vinh Phuc Province | Be Tong Street, Dao Tu, Tam Duong, Vinh Phuc, Vietnam |  | VND 42,996,943,385 |
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| 6 | Xuan Mai Design Consulting Joint Stock Company |  | 0102776909 | November 06, 2008 | Hanoi Department of Planning and Investment | Floor 6, 29T2-No5 building, Southeastern Tran Duy Hung new urban area, Cau Giay, Hanoi |  | VND 4,923,277,826 |
| VND 7 | Viet Lao Power Joint Stock Company | Related company of PDMR | 0101389382 | July 11, 2003 | Hanoi Department of Planning and Investment | Floor 9, Block B, HH4 building, Pham Hung road, Me Tri ward, Nam Tu Liem district, Hanoi | February, 2023 | 01A/2023/NQ/X  MC-HDQT | Car transfer | VND 5,500,000,000 |

VIII. Share transactions of PDMR and related persons of PDMR

VIII.2: Listing company’s share transactions of PDMR and related persons of PDMR

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| 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 (December 31, 2023) | | Reason for increase/decrease |
| Number of shares | Rate | Number of shares | Rate |
| 1 | Khai Hung Company Limited | Related organization of PDMR | 13,478,174 | 20.01% | 13,478,174 | 0.00% | Transfer shares |
| 2 | Nguyen Minh Trang | Related person | 3,300,936 | 4.90% | 16,779,110 | 24.91% | Receive transfer of shares |
| 3 | Nguyen Cao Thang | PDMR | 77,000 | 0.12% | 109,800 | 0.17% | Receive transfer of shares |
| 4 | Lai Thi Lua | Related person | 69 | 0.0001% | 4,200 | 0.01% | Receive transfer of shares |
| 5 | Phan My Hanh | PDMR | 648 | 0,001% | 16,200 | 0.02% | Receive transfer of shares |