**BCA: Annual Corporate Governance Report 2023**

On January 30, 2024, B.C.H Joint Stock Company announced Report No. 17/2024/BC-BCH on the corporate governance in 2023 as follows:

* Name of company: B.C.H Joint Stock Company
* Head office address: Km 77+500, Kim Lien commune, Kim Thanh district, Hai Duong province.
* Tel: 022 0356 0641               Fax: 022 0356 0642
* Email: [congtybchhd@gmail.com.vn](mailto:congtybchhd@gmail.com.vn) Website: [www.bch.com.vn](http://www.bch.com.vn)
* Charter capital: VND 190,000,000,000
* Securities code: BCA
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager/Manager

1. Activities of the General Meeting of Shareholders:

Information about Meetings and General Mandates/Decisions of the General Meeting of Shareholders (including General Mandates approved by collecting shareholders' opinions via a ballot):

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | 01/2023/NQ-DHDCD | June 02, 2023 | The Annual General Mandate 2023 approved the following contents:   * Approve the Report on the Activities Results 2022 and the Activities Directions 2023 of the Company's Board of Directors; * Approve the Report on the Activities Results 2022 and the Activities Directions 2023 of the Company's Board of Management; * Approve the Report on the Activities Results 2022 and the Activities Directions 2023 of the Company's Supervisory Board; * Approve the Audited Financial Statements 2022; * Approve the profit distribution 2022; * Approve the settlement of remuneration in 2022 and the remuneration estimate for members of the Board of Directors and the Supervisory Board in 2023; * Approve the selection of an audit company for the Financial Statements of 2023; * Approve the Profit Distribution Plan for the year 2022; * Approve the policy of restructuring the Company's operations * Approve the loan limit in 2023 at banks, credit institutions, other organizations and other individuals * Approve the policy of liquidation and sale of assets of the Company |
| 2 | 02/2023/NQ-DHDCD | August 30, 2023 | The Extraordinary General Mandate 2023 approved the following contents:   * Approve Investment Projects for the acquisition, merger of the Company; * Approve the adjustment of borrowing limits for the year 2023 from Banks, credit institutions, other organizations, and individuals; * Approve the issuance of payment guarantees for third parties. |

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position (independent members of the Board of Directors, non-executive members of the Board of Directors) | Date of appointment/dismissal as member/independent member of the Board of Directors | |
| Appointment date | Date of dismissal |
| 1 | Mr. Pham Ba Phu | Chair of the Board of Directors |  |  |
| 2 | Mr. Dang Ngoc Hung | Member of the Board of Directors - General Manager |  |  |
| 3 | Mr. Nguyen Tong Thang | Independent member of the Board of Directors |  |  |

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

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Resolution/Decision No. | Date | Content |
| 1 | 01/2023/BCH/NQ-HDQT | March 24, 2023 | Approve the organization of the Annual General Meeting of Shareholders 2023 |
| 2 | 02/NQ-HDQT | June 29, 2023 | Approve on obtaining credit facilities at Vietnam Prosperity Joint Stock Commercial Bank |
| 3 | 03/2023/NQ-HDQT | July 19, 2023 | Approve on convening an Extraordinary General Meeting of Shareholders in 2023 |
| 4 | 04/NQ-HDQT | August 23, 2023 | Approve on borrowing, using assets as collateral at Joint Stock Commercial Bank for Investment and Development of Vietnam (BIDV) - Hai Duong Branch |
| 5 | 05/NQ-HDQT | August 24, 2023 | Approve on utilizing services, borrowing, guaranteeing, opening letters of credit, discounting, ... and securing credit at Vietinbank Nam Thai Nguyen Branch |
| 6 | 06/NQ-HDQT | December 23, 2023 | On the investment in purchasing equity to own a subsidiary company. |

1. The Supervisory Board (Annual Report 2023):
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 | Mr. Le Thanh Tuan | Chief of the Supervisory Board |  | Bachelor of Finance and Accounting |
| 2 | Mr. Vu Van Duong | Member of the Supervisory Board |  | Bachelor of Accounting |
| 3 | Ms. Nguyen Thi Linh | Member of the Supervisory Board |  | Bachelor of Accounting |

1. The Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Supervisory Board |
| 1 | Mr. Dang Ngoc Hung | June 03, 1979 | Bachelor of Economics, Master of Business Administration |  |

1. Chief Accountant.

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification: | Appointment/dismissal date |
| Le Thu Phuong | July 17, 1983 | Bachelor of Finance - Accounting |  |

1. Training on corporate governance
2. List of affiliated persons of the public company (annual report 2023) and transactions between the affiliated persons of the Company with the Company itself:
3. Transactions between the Company and affiliated persons of the Company, or between the Company and major shareholders, PDMR, or affiliated persons of PDMR: None
4. Transactions between the Company’s PDMR, affiliated 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, the Executive Manager (General Manager) have been founding members or members of the Board of Directors, the Executive Manager (General Manager) for the past three (03) years (calculated at the time of reporting).
   2. Transactions between the Company and companies where affiliated persons of members of the Board of Directors, members of the Supervisory Board and the Executive Manager (General Manager) are members of the Board of Directors, the Executive Manager (General Manager)
   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 Executive Manager (General Manager).
6. Share transactions of PDMR and affiliated persons of PDMR (Annual Report 2023):
7. Transaction of PDMR and affiliated persons related to the Company’s shares:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relations with the Company | Number of shares owned at the beginning of the period | | Number of shares owned at the end of the period | | Reason for increase/decrease (purchase, sell, or award,...) |
| Number of shares | Rate | Number of shares | Rate |
| 1 | Pham Ba Phu | Chair of the Board of Directors | 976,000 | 5.14% | 1,726,000 | 9.08% | Buying shares on December 11, 2023. |

1. Other significant issues: None