**BCO: Annual Corporate Governance Report 2023**

On January 26, 2024, Binh Phuoc Construction Joint Stock Company announced Report No. 12/XDBP-HDQT on the corporate governance in 2023 as follows:

* Name of company: Binh Phuoc Construction Joint Stock Company
* Head office address: No. 152 Hung Vuong, Tan Binh Ward, Dong Xoai City, Binh Phuoc Province.
* Tel: 02713.881829 - 870227 - 881159
* Email: [Xaydungbp@gmail.com](mailto:Xaydungbp@gmail.com). Website: <http://xaydungbinhphuoc.com.vn>
* Charter capital: VND 56,318,950,000
* Securities code: BCO
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the General Manager (according to Point a, Clause 1, Article 137, Law on Enterprises 2020)
* Internal audit execution: None.

1. Activities of the General Meeting of Shareholders

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| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | Annual General Mandate 2023 | June 29, 2023 | * Approve the Report on the implementation of the production and business plan in 2022 and the tasks and orientation of production and business plan for 2023. * Approve the Proposal on the Audited Financial Statements 2022. * Approve the Proposal on the financial plan for 2023. * Approve the Report of the Supervisory Board on the implementation of inspection and supervision in 2022 and the inspection and supervision plan for 2023. * Approve the Proposal on selecting an independent audit company for the Financial Statements 2023 (Separate Financial Statements, Consolidated Financial Statements). * Approve the Proposal on dividend payment rate in 2022. * Approving the Proposal on salary of the Chief of the Supervisory Board in 2023. |

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

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| --- | --- | --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment/dismissal as member of the Board of Directors | Number of Board of Directors meetings attended | Attendance rate | Reason for absence |
| 1 | Mr. Le Minh Than | Chair | January 01, 2017  January 01, 2024 | 24/25 | 96% |  |
| 2 | Mr. Vu Thanh Hai | Member  General Manager | January 01, 2017 | 25/25 | 100% |  |
| 3 | Mr. Hoang Huu Toan | Member  Deputy General Manager | January 01, 2017 | 25/25 | 100% |  |
| 4 | Ms. Nguyen Thi Thai Hoa | Member  The Chief Accountant | June 30, 2022 | 25/25 | 100% |  |

1. Board Resolutions/Board Decisions in 2023:

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| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | No. 01/NQ-HDQT | January 17, 2023 | Prepay bonus in 2022 for the Company’s employees and managers. Prepay salary in 2023 for the Company’s employees and managers. |
| 2 | No. 01/QD-HDQT | January 17, 2023 | Pay salary to managers of Binh Phuoc Construction Joint Stock Company. |
| 3 | No. 03/QD-HDQT | February 03, 2023 | Reward for work summary in 2022 for collectives and individuals of Binh Phuoc Construction Joint Stock Company |
| 4 | No. 04/NQ-HDQT | February 13, 2023 | Approve the strategic staffing in 2023 of Binh Phuoc Construction Joint Stock Company |
| 5 | No. 07/NQ-HDQT | April 19, 2023 | Agree on the realized salary fund in 2022 |
| 6 | No. 08/NQ-HDQT | April 20, 2023 | Agree on the treatment plan for Công ty TNHH khoáng sản Phu Miêng (tentatively translated as Phu Mieng Minerals Company Limited) and Fico Binh Phuoc Minerals Joint Stock Company |
| 7 | No. 09/NQ-HDQT | May 22, 2023 | Approve the contents and agenda of the Annual General Meeting of Shareholders 2023 |
| 8 | No. 10/QD-HDQT | May 25, 2023 | Convene the Annual General Mandate 2023 of Binh Phuoc Construction Joint Stock Company |
| 9 | No. 11/QD-HDQT | May 25, 2023 | Establish the Organizing Committee of the Annual General Meeting of Shareholders 2023 of Binh Phuoc Construction Joint Stock Company |
| 10 | No. 12/TTr-HDQT | June 05, 2023 | Approve the salary of the Chief of the Supervisory Board in 2023 of Binh Phuoc Construction Joint Stock Company |
| 11 | No. 13/TTr-HDQT | June 05, 2023 | Approve the Audited Financial Statements 2022 of Binh Phuoc Construction Joint Stock Company |
| 12 | No. 14/BC-HDQT | June 05, 2023 | Report on the implementation of tasks of production and business plan in 2022 and orientation and tasks of production and business plan for 2023 |
| 13 | No. 15/TTr-HDQT | June 05, 2023 | Approve the financial plan for 2023 |
| 14 | No. 16/TTr-HDQT | June 05, 2023 | Approve the dividend payment rate in 2022 of Binh Phuoc Construction Joint Stock Company |
| 15 | No. 17/TM-HDQT | June 05, 2023 | Invitation letter to attend the General Meeting of Shareholders |
| 16 | No. 20/NQ-HDQT | June 30, 2023 | Annual General Mandate 2023 |
| 17 | No. 21/NQ-HDQT | June 30, 2023 | Approve the appropriation for bonus and welfare funds of the Company in 2022 |
| 18 | No. 23/NQ-HDQT | July 19, 2023 | Review the management and operations in production and business of Phu Mieng Minerals Company Limited |
| 19 | No. 24/NQ-HDQT | August 01, 2023 | Request the Provincial People's Committee's policy on appointing a representative for state capital at Binh Phuoc Construction Joint Stock Company |
| 20 | No. 25/NQ-HDQT | August 01, 2023 | Consider the capital source to pay outstanding debts to the state budget and adjust the construction stone mining license of Phu Mieng Minerals Company Limited |
| 21 | No. 26/NQ-HDQT | August 09, 2023 | * Discuss managers of Phu Mieng Minerals Company Limited. * Consider supporting capital sources for Phu Mieng Minerals Company Limited to pay state budget debts and organize production and business. |
| 22 | No. 27/QD-HDQT | August 28, 2023 | Assess the quality in 2022 for the General Manager of Binh Phuoc Construction Joint Stock Company |
| 23 | No. 28/QD-HDQT | November 07, 2023 | Approve the list of persons obliged to declaration of assets and income in 2023 |
| 24 | No. 29/KH-HDQT | November 07, 2023 | Plan to declare and publicly declare assets and income in 2023 |
| 25 | No. 30/TB-HDQT | November 07, 2023 | Notice on declaration of assets and income in 2023 |
| 26 | No. 31/NQ-HDQT | November 14, 2023 | Approve the expected personnel to introduce the planning for the period of 2026-2031 and reviewing and supplementing the planning for the period of 2021-2026 for the Company's leadership and management positions (with a List of personnel attached) to collect opinions at the Company's key staff conference. |
| 27 | No. 32/QD-HDQT | November 14, 2023 | Decision on approving the review and supplementation of planning for leaders and managers of Binh Phuoc Construction Joint Stock Company for the term of 2021-2026 and planning for the term of 2026-2031. |
| 28 | No. 33/NQ-HDQT | November 28, 2023 | Approve reviewing dossiers and documents to prepare for the handover of the state capital representative at Binh Phuoc Construction Joint Stock Company |
| 29 | No. 34/NQ-HDQT | November 28, 2023 | Approve the appointment of the Deputy Head of Planning and Business Department |
| 30 | No. 35/NQ-HDQT | December 19, 2023 | Liquidate equipment and motorbikes that have been used for a long time and are damaged and fully depreciated (1 dump truck and 02 road rollers) at the Company’s Office. Purchase and exchange wheel loaders at Nui Gio Stone Exploitation and Processing Enterprise. |

1. Supervisory Board in 2023.
2. Information about members of the Supervisory Board:

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| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment as member of the Supervisory Board | Qualification |
| 1 | Mr. To Minh Phong | Chief of the Supervisory Board | May 25, 2018 | Bachelor of Economics |
| 2 | Ms. Nguyen Thi Thu Phuong | Member | June 30, 2022 | Bachelor of Accounting |
| 3 | Ms. Nguyen Thi Lanh | Member | May 25, 2018 | Bachelor of Accounting |

1. The Executive Board

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| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Mr. Vu Thanh Hai | November 18, 1970 | Civil and Industrial Construction Engineer | January 01, 2017 |
| 2 | Mr. Hoang Huu Toan | April 11, 1966 | Open-pit Mining Engineer | January 01, 2017 |

1. The Chief Accountant

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| --- | --- | --- | --- | --- |
| No. | Full name | Date of birth | Qualification | Appointment date |
| 1 | Ms. Nguyen Thi Thai Hoa | July 03, 1979 | Bachelor of Economics | January 01, 2017 |

1. Training on corporate governance
2. List of affiliated persons of the public company in 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 and affiliated persons of PDMR.

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| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | NSH\* No., Date of issue and Place of issue of NSH | Head office address/Contact address | Time of transaction with the Company | General Mandate/Decision of the General Meeting of Shareholder or Board Resolution/Decision approved No. (including date of promulgation, if any) | Content, quantity, total value of transaction |
| 1 | Phu Mieng Minerals Company Limited | Phu Mieng Minerals Company Limited is a subsidiary of Binh Phuoc Construction Joint Stock Company | 3800704498 | Thanh Son Hamlet, Thanh An Commune, Hon Quan District, Binh Phuoc Province | May 2022 | Meeting Minutes dated May 26, 2022 | Binh Phuoc Construction Joint Stock Company lent Phu Mieng Minerals Company Limited VND 60,000,000 to make blasting plans, make security, order and explosion and fire protection papers. |
| 2 | Phu Mieng Minerals Company Limited | Phu Mieng Minerals Company Limited is a subsidiary of Binh Phuoc Construction Joint Stock Company | 3800704498 | Thanh Son Hamlet, Thanh An Commune, Hon Quan District, Binh Phuoc Province | March 2023 | No. 05/BB-HDQT dated March 14, 2023 | Binh Phuoc Construction Joint Stock Company lent Phu Mieng Minerals Company Limited under Contract No. 41/HDVV dated March 21, 2023 with an amount of VND 715,000,000. |
| 3 | Phu Mieng Minerals Company Limited | Phu Mieng Minerals Company Limited is a subsidiary of Binh Phuoc Construction Joint | 3800704498 | Thanh Son Hamlet, Thanh An Commune, Hon Quan District, Binh Phuoc Province | August 2023 |  | Binh Phuoc Construction Joint Stock Company lent Phu Mieng Minerals Company Limited under Contract No. 84/HDVV dated August 23, 2023 with the amount of VND 1,581,000,000. |

1. Transactions between the Company’s PDMR, affiliated persons of PDMR and subsidiaries, companies controlled by the Company: None
2. Transactions between the Company and other entities: None
   1. Transactions between the Company and companies where members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers have been founding members or members of the Board of Directors, the Executive Manager (General Manager) for the past three (03) years (as at the time of reporting): None
   2. Transactions between the Company and companies where affiliated people of members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers are members of the Board of Directors, the Executive Manager (General Manager): None
   3. Other transactions of the Company (if any) which can bring about material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers: None
3. Share transactions of PDMR and affiliated persons of PDMR in 2023: None
4. Other significant issues: None