**BDT: Annual Corporate Governance Report 2023**

On January 29, 2024, Dong Thap Building Materials & Construction Joint Stock Company announced Report No. 53/BC-BMC on the corporate governance situation in 2023 as follows:

* Name of company: DongThap Building Materials & Construction Joint Stock Company
* Head office address: No. 03 Ton Duc Thang Street, Ward 1, Cao Lanh City, Dong Thap Provine
* Tel: 02773.852998 - Fax: 02773.852751 - Website: http://www.dongthapbmc.vn
* Charter capital: VND 3,86,000,000,000
* Securities code: BDT
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager.
* Internal audit execution: Not executed
1. Activities of the General Meeting of Shareholders

In the last 6 months of 2023, the General Meeting of Shareholders held an extraordinary meeting and issued a Resolution with the following main contents:

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| --- | --- | --- | --- |
| No. | General Mandate No. | Date | Content |
| 1 | 01/NQ- DHDCDBT.2023 | September 29, 2023 | Extraordinary General Mandate 2023 |

1. The Board of Directors (Report in the last 6 months)
2. Information about members of the Board of Directors:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment/dismissal as members/independent members of the Board of Directors |
| Date of appointment | Dismissal date |
| 1 | Mr. Vo Dinh Quoc Huy | Chair of the Board of Directors | November 08, 2019 |  |
| 2 | Mr. Au Duong Buu Xuyen | Member of the Board of Directors | June 27, 2023 |  |
| Vice Chair of the Board of Directors | July 14, 2023 |  |
| 3 | Mr. Nguyen Huu Phuoc | Member of the Board of Directors | October 28, 2016 | September 29, 2023 |
| 4 | Ms. Tran Thi Thuy Hang | Member of the Board of Directors | October 28, 2016 |  |
| 5 | Mr. Nguyen Trung An | Member of the Board of Directors | June 27, 2023 |  |

(\*) The extraordinary General Meeting of Shareholders held on September 29, 2023 dismissed members of the Board of Directors of the Company for the 2021 - 2026 term due to reaching retirement age.

(\*\*) Appointed Mr. Au Duong Bim Xuyen to hold the position of Vice Chair of the Board of Directors according to Board Resolution No. 09/NQ-HDQT dated July 14, 2023.

1. Board Resolutions/Board Decisions:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | No. 09/NQ-HDQT | July 14, 2023 | The Board of Directors unanimously approved the results of the election of positions for 02 newly elected personnel to be added to the Board of Directors; agreed to appoint the concurrent position of Deputy General Manager of the Company to 01 newly elected member of the Board of Directors; agreed to dismiss 01 member of the Board of Directors and Deputy General Manager of the Company who had resigned as desired; Agree on the content of regulations on reassigning tasks to members of the Board of Directors and Executive Board due to personnel changes. |
| 2 | No. 10/NQ-HDQT | August 01, 2023 | The Board of Directors directed the completion of financial reports for the first 6 months of 2023; Agree on the contents of preparation for the 2023 Extraordinary General Meeting of Shareholders; Established a restructuring advisory group to advise the Company's Board of Directors on restructuring; Approve the assignment of the Subsidiary Company to supply goods to the Parent Company; Direct the completion of the Proposal to all levels and sectors on adjusting the total investment of Tan Kieu Industrial Park. |
| 3 | No. 11/NQ-HDQT | September 27, 2023 | The Board of Directors agreed to dismiss the person holding the position of General Manager for the 2021 - 2026 term due to retirement. |
| 4 | No. 12/NQ-HDQT | September 28, 2023 | The Board of Directors agreed to change the content of the extraordinary General Meeting of Shareholders in 2023 compared to the previous announcement. |
| 5 | No. 13/NQ-HDQT | October 30, 2023 | The Board of Directors directed the completion of procedures to extend 11 expiring sand mining licenses. |
| 6 | No. 14/NQ-HDQT | November 06, 2023 | The Board of Directors agreed to open a credit limit to borrow capital at Vietinbank - Sa Dec Branch. |
| 7 | No. 15/NQ-HDQT | November 11, 2023 | The Board of Directors agreed to open a credit limit to borrow capital at Vietinbank - Dong Thap Branch. |
| 8 | No. 16/NQ-HDQT | November 13, 2023 | The Board of Directors directs members of the Executive Board to closely monitor the activities assigned to them, including resolving difficulties, debt recovery, transferring houses and land in commodity trading, finance and investment; Directing the development of the 2024 plan |
| 9 | No. 17/NQ-HDQT | November 27, 2023 | The Board of Directors directs the promotion of contact with external organizations on investment cooperation and exploitation of Tan Kieu Industrial Park; Agree to rotate personnel from the Sales Department to the Investment and Development Department; Direct the completion of documents appraising the value of divestment assets of the Subsidiary to carry out the next steps; agreed to submit to all levels and branches for the Company not to continue investing in BMC Dong Thap Social Housing due to many difficulties; Direct continued research on restructuring to consider implementation |
| 10 | No. 18/NQ-HDQT | December 04, 2023 | The Board of Directors agreed on changing collateral to borrow capital at Vietinbank - Sa Dec Branch. |
| 11 | No. 20/NQ-HDQT | December 06, 2023 | The Board of Directors agreed on adding collateral to borrow capital at Vietinbank - Sa Dec Branch. |
| 12 | No. 21/NQ-HDQT | December 18, 2023 | The Board of Directors agreed on a new operating plan to apply to 02 affiliated units in 2024; Direct the promotion and sale of houses and land belonging to the Company's goods through many information channels to recover capital; Unify the salary payment plan for employees at the end of 2023 and celebrate the Lunar New Year in 2024; Direct and promote reports as requested by the Provincial Inspectorate on the implementation of the Tan Kieu Industrial Park Project according to the prescribed outline and time. |

1. The Supervisory Board (Report for the first 6 months of the year):
2. Information about members of the Supervisory Board:

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| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Professional Qualification |
| 1 | Mr. Dang Thanh Hong | Chief of the Supervisory Board | October 28, 2016 | University of Finance - Currency - Credit |
| 2 | Ms. Nguyen Thi Thanh An | Member of the Supervisory Board | October 28, 2016 | Bachelor of Accounting |
| 3 | Ms. Tran Huynh Tam Minh | Member of the Supervisory Board | June 27, 2023 | University of Finance - Credit |

1. The Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Professional Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Mr. Nguyen Huu Phuoc- General Manager | December 03, 1962 | Construction Engineer | Date of dismissal: September 29, 2023 |
| 2 | Ms. Ta Thi Thu Hang - Deputy General Manager | January 07, 1969 | University of Finance and Accounting | Appointment date: November 11, 2016 |
| 3 | Mr. Nguyen Trung An - Deputy General Manager | May 25, 1991 | Master of Construction Management | Appointment date: July 14, 2023 |
| 4 | Mr. Nguyen Hoang Anh - Deputy General Manager | January 03, 1984 | Construction Engineer | Appointment date: April 28, 2020 |

1. The Chief Accountant:

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Professional Qualification: | Date of appointment |
| Mr. Nguyen Phuc An | December 20, 1990 | Accounting University | August 15, 2022 |

1. Training on corporate governance:
2. List of affiliated persons of the public company (report for the first 6 months of the year) and transactions between 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

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with Company | NSH No., Date of issue, Place of issue | Head office address: | Time of transaction | General Mandate/Decision of the General Meeting of Shareholder No. or Board Resolution/Decision No. approved | Contents quantity, total value of transaction |
| 1 | DONG THAP BMC TRANSPORT JOINT-STOCK COMPANY | Subsidiary | Business code: 1400654136; Date of issue: July 08, 2020; Place of issue: Department of Planning and Investment of Dong Nai Province | No. 145 Truong Han Sieu, My Phu Ward, Cao Lanh City, Dong Thap  | August 23, 2023 | Resolution No. 27/NQ-HDQT dated December 07, 2022 | - Imported sand purchase and sale contract. Value of contract: VND 8,210,000,000. |
| 2 | DONG THAP BMC CONSTRUCCTION AND DESIGN CONSULTANT JOINT-STOCK COMPANY | Subsidiary | Business code: 1400752398; Date of issue: March 01, 2017; Place of issue: Department of Planning and Investment of Dong Nai Province | No. 144 Nguyen Trai, Ward 2, Cao Lanh City, Dong Thap |  |  |  |
| 2.1 |  |  |  |  | June 26, 2023 |  | * Cost of 3D scene architectural design consultation with video clip for items belonging to Tan Kieu Industrial Park project.
* Total contract value VND 43,500,000
 |
| 2.2 |  |  |  |  | July 24, 2023 |  | * Prepare a plan for traffic safety roads in the sand economic area according to License No.: 695/GP-UBND dated June 30, 2023)
* Total contract value VND 25,000,000
 |
| 2.3 |  |  |  |  | July 24, 2023 |  | * Prepare a plan for traffic safety roads in the sand economic area according to License No. 696/GP-UBND dated June 30, 2023)
* Total contract value VND 25,000,000
 |
| 2.4 |  |  |  |  | July 24, 2023 |  | * Prepare a plan for traffic safety roads in the sand economic area according to License No. 697/GP-UBND dated June 30, 2023)
* Total contract value VND 25,000,000
 |
| 2.5 |  |  |  |  | July 24, 2023 |  | - Prepare a plan for traffic safety in the sand economic area according to License No.: 699/GP-UBND dated June 30, 2023)Total contract value VND 25,000,000 |
| 2.6 |  |  |  |  | July 24, 2023 |  | - Prepare a plan for traffic safety in the sand economic area according to License No.: 700/GP-UBND dated June 30, 2023)Total contract value VND 25,000,000 |
| 2.7 |  |  |  |  | July 24, 2023 |  | - Prepare a plan for traffic safety in the sand economic area according to License No.: 701/GP-UBND dated June 30, 2023Total contract value VND 25,000,000 |
| 2.8 |  |  |  |  | July 24, 2023 |  | - Prepare a plan for traffic safety in the sand economic area according to License No.: 702/GP-UBND dated June 30, 2023)Total contract value VND 25,000,000. |
| 2.09 |  |  |  |  | July 24, 2023 |  | - Prepare a plan for traffic safety in the sand economic area according to License No.: 703/GP-UBND dated June 30, 2023Total contract value VND 25,000,000 |
| 2.10 |  |  |  |  | July 24, 2023 |  | - Prepare a plan for traffic safety in the sand economic area according to License No.: 704/GP-UBND dated June 30, 2023Total contract value VND 25,000,000 |
| 2.11 |  |  |  |  | July 24, 2023 |  | - Prepare a plan for traffic safety in the sand economic area according to License No.: 705/GP-UBND dated June 30, 2023)Total contract value VND 25,000,000 |
| 2.12 |  |  |  |  | July 24, 2023 |  | * Prepare a plan for traffic safety roads in the sand economic area according to License No. 706/GP-UBND dated June 30, 2023)
* Total contract value VND 25,000,000
 |
| 2.13 |  |  |  |  | July 24, 2023 |  | * Prepare a plan for traffic safety roads in the sand economic area according to License No. 707/GP-UBND dated June 30, 2023)
* Total contract value VND 25,000,000
 |
| 2.14 |  |  |  |  | July 24, 2023 |  | * Prepare a plan for traffic safety roads in the sand economic area according to License No. 698/GP-UBND dated June 30, 2023
* Total contract value VND 35,000,000
 |
| 2.15 |  |  |  |  | November 08, 2023 | Board Resolution No. 10/NQ-HDQT dated August 01, 2023 | * Prepare a traffic safety plan to dredge the extended Con Linh mudflat according to License No.: 819/GP-UBND dated August 07, 2023
* Total contract value VND 25,000,000
 |
| 2.16 |  |  |  |  | November 28, 2023 | “ | - Cost of construction supervision consultant: Infrastructure of Tran Quoc Toan Industrial Park; Category: Construction of a new fire protection water supply hydrant. Total contract value VND 6,744,000 |
| 2.17 |  |  |  |  | December 22, 2023 | - | * Cost of construction supervision consultant: Infrastructure of Tran Quoc Toan Industrial Park; Category: Fence wall protects Tran Quoc Toan Industrial Park.
* Total contract value Fax: 91,055.00
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1. Transactions between Company’s PDMR, affiliated persons of PDMR and subsidiaries or companies controlled by the Company None
2. Transactions between the Company and other entities:
	1. Transactions between the Company and the companies that the Company’s members of the Board of Directors, members of the Supervisory Board, General Manager have been founding members or members of the Board of Directors, the General Manager in the last three (03) years: None
	2. Transactions between the Group and the companies that the affiliated persons of members of the Board of Directors, members of the Supervisory Board, the General Manager are the members of the Board of Directors , the 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 General Manager and other managers: None
3. Share transactions of PDMR and affiliated persons of PDMR (Report for the last 6 months of the year)
4. Transactions of PDMR and affiliated persons of PDMR for shares of listed companies

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| --- | --- | --- | --- | --- | --- |
| 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 | Reason for increase/decrease |
| Number of shares | Rate (%) | Number of shares | Rate (%) |
| 1 | Nguyen Hoang Anh | PDMR | 2,500 | 0.0052% | 7,000 | 0.018% | Buy sharesTransactions in batches with a value of less than VND 50 million /day and less than VND 200 million /month (based on par value) |

1. Other significant issues: None.