**VC2: Annual Corporate Governance Report 2023**

On January 29, 2024, VINA2 Investment and Construction Joint Stock Company announced Report No. 74/2024/VC2-HDQT on the Corporate Governance in 2023 as follows:

* Name of listed company: VINA2 Investment and Construction Joint Stock Company
* Head office address: 2nd - 4th Floor, Building B, Kim Van Kim Lu New Urban Area, Dai Kim Ward, Hoang Mai District, Ha Noi
* Charter capital: VND 671,994,100,000
* Tel: 0243.8361.013
* Fax: 0243.8361.012
* Email: info@vina2.com.vn
* Securities code (if any): VC2
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager.
* Internal audit execution: Implemented

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 | 02/2023/NQ-DHDCD | June 19, 2023 | Annual General Mandate 2023 approved: the production and business results 2022 and the plan for 2023 of the company; the Report of the Board of Directors on the performance of the Board of Directors, each member of the Board of Directors in 2022 and key tasks in 2023; the report of the Supervisory Board on the Company's business results; on the performance of the Board of Directors, the General Manager and self-assessment of the performance of the Supervisory Board in 2022; the Company's Supervisory Board's Proposal on selecting an independent auditing company to audit the Financial Statements 2023; the Company's Board of Directors' Proposal on Approve the Audit Report 2022; Profit distribution plan for 2022; Remuneration plan for the Board of Directors and Supervisory Board in 2022 and plan for 2023; the addition of number and powers, duties and responsibilities of the Company's legal representative; the issuance of common shares to employees in the Company; the cancellation of the plan to issue private shares for sale to professional securities investors in 2022 and the plan to issue shares to professional securities investors in 2023; transactions between the Company and its related parties.... |

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 | |
| Date of appointment (date of election) | Date of dismissal |
| 1 | Mr. Nguyen Thanh Tuyen | Chair of the Board of Directors | September 14, 2021 |  |
| 2 | Mr. Ngo Viet Hau | Permanent Vice Chair of the Board of Directors | September 14, 2021 |  |
| 3 | Nguyen Huy Quang | Vice Chair of the Board of Directors | December 05, 2022 |  |
| 4 | Mr. Do Trong Quynh | Member of the Board of Directors | December 05, 2022 |  |
| 5 | Mr. Nguyen Viet Cuong | Member of the Board of Directors | March 22, 2019 |  |

1. Board Resolutions/Board Decisions:

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| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | 05/2023/QD-HDQT | January 31, 2023 | Decision on stopping assign duties of the Deputy General Manager to Mr. Nguyen Van Chinh |
| 2 | 06/2023/QD-HDQT | January 19, 2021 | Decision on appointing personnel to negotiate for the position of Deputy General Manager for Mr. Phung Xuan Nam |
| 3 | 10/2023/NQ-NSHTP-VC2 H2122001 | February 07, 2023 | Resolution of the Bond Owners Conference agreeing and approving all contents on the payment of principal and interest on bonds VC2 112122001 |
| 4 | 12/2023/NQ-HDQT | February 23, 2023 | Resolution on approving the plan to restructure the Company's support apparatus. |
| 5 | 16/2023/QD-HDQT | March 01, 2023 | Decision on stopping assign duties of the Chief Accountant of the Company to Mr. Nguyen Quang Nguyen from March 1, 2023 |
| 6 | 17/2023/QD-HDQT | March 01, 2023 | Decision on appointing Mr. Hoang Viet Thanh to the position of Chief Accountant of the Company |
| 7 | 19/2023/NQ-HDQT | March 02, 2023 | Resolution on approving the credit use plan at Tien Phong Bank |
| 8 | 21/2023/NQ-HDQT | March 03, 2023 | Approve the organization of the Annual General Meeting of Shareholders 2023 |
| 9 | 21A/2023/NQ-HDQT | March 03, 2023 | Resolution on considering and approving plans for short-term loans to individuals. |
| 10 | 23/2023/NQ-HDQT | March 07, 2023 | Resolution on approving the plan to add assets to ensure the Company's credit obligations at BIDV – Transaction Office No. 1 |
| 11 | 26/2023/NQ-NSHTP-VC2 H2122001 | March 24, 2023 | Resolution of the Bondholders Conference 2023. VC2 Bond; Adjust bond term and related terms |
| 12 | 28/2023/NQ-HDQT | March 29, 2023 | Resolution on approving the plan to strengthen the position of General Manager - Legal Representative |
| 13 | 29/2023/QD-HDQT | March 29, 2023 | Decision on stopping assign duties of the General Manager of the Company to Mr. Ngo Viet Hau |
| 14 | 30/2023/QD-HDQT | March 29, 2023 | Decision on the appointment of Mr. Vu Trong Hung as the General Manager of the Company |
| 15 | 36/2023/NQ-HDQT | April 05, 2023 | Resolution on approving the time to organize the Annual General Meeting of Shareholders 2023 |
| 16 | 38/2023/QD-HDQT | March 30, 2023 | Decision on authorizing the General Manager of the Company to discuss, negotiate, approve, sign and implement contracts and documents related to the Construction Investment Component project of Dien Chau - Bai Vot section |
| 17 | 40/2023/NQ-HDQT | April 21, 2023 | Resolution on approving the plan to mobilize capital from HD Bank |
| 18 | 42/2023/NQ-HDQT | April 24, 2023 | Resolution on strengthening personnel in the Board of Management and Manager of the Finance Department |
| 19 | 43/2023/QD-HDQT | April 24, 2023 | Decision on stopping assign duties of the Deputy General Manager of the Company to Mr. Nguyen Viet Cuong |
| 20 | 44/2023/QD-HDQT | April 24, 2023 | Decision on stopping assign duties of the Deputy General Manager to Ms. Ta Thi Dinh |
| 21 | 45/2023/QD-HDQT | April 24, 2023 | Decision on appointing Mr. Nguyen Quang Nguyen to be Deputy General Manager in charge of Finance - Accounting. |
| 22 | 47/2023/NQ-HDQT | April 25, 2023 | Resolution on approving the Plan to organize the General Meeting of Shareholders 2023 |
| 23 | 49/2023/NQ-HDQT | May 04, 2023 | Resolution on approving the appointment of officers in departments |
| 24 | 54/2023/QD-HDQT | May 17, 2023 | Decision on appointing a representative to manage the Company's capital at VINA2.2 |
| 25 | 58/2023/NQ-HDQT | May 15, 2023 | Resolution on borrowing capital and mortgaging assets at Agribank Hong Ha branch |
| 26 | 58A/2023/NQ-HDQT | May 26, 2023 | Resolution on changing the representative to manage capital contribution in the project "Anti-subsidence and landslides combined with urban embellishment and new tea hill urban area (phase 1) in Cao Xanh and Cao Thang wards, Ha Long city, Quang Ninh province" |
| 27 | 73/2023/NQ-HDQT | May 26, 2023 | Approve the agenda, contents and documents of the Annual General Meeting of Shareholders 2023 |
| 28 | 76/2023/QD-HDQT | June 01, 2023 | Decision on establishing the Organization Committee for the Annual General Meeting of Shareholders 2023 and subcommittee to assist at the Meeting |
| 29 | 79/2023/NQ-HDQT | April 24, 2023 | Resolution on implementing the Court of Appeal's Decision to recover capital for the Company |
| 30 | 81/2023/NQ-HDQT | June 19, 2023 | Resolution on approving the capital investment policy to buy shares of Green Hill Village Joint Stock Company |
| 31 | 83/2023/NQ-HDQT | June 20, 2023 | Resolution on approving the detailed capital use plan and disbursement plan for the proceeds from the Private placement and approving the Private placement registration dossier. |
| 32 | 84/2023/NQ-HDQT | June 20, 2023 | Apply for approval to invest in buying shares of GreenHill Village Joint Stock Company |
| 33 | 88/2023/NQ-HDQT | July 10, 2023 | Approving the registration dossier for private placement after updating |
| 34 | 90/2023/NQ-HDQT | July 11, 2023 | Resolution on strengthening personnel in the Board of Management and Company's Functional Board |
| 35 | 91/2023/QD-HDQT | July 11, 2023 | Appoint Mr. Quach Ba Vuong to hold the position of Deputy General Manager of the Company |
| 36 | 93/2023/NQ-HDQT | July 27, 2023 | Approve on the loan plan and mortgage of assets at BIDV Bank - Transaction Office No. 1 for the year 2023-2024 |
| 37 | 95/2023/NQ-HDQT | July 31, 2023 | Approve on the economic plan "Fruit and Vegetable Supermarket and Golden Rose Service" and working capital loan at BIDV - District 3 Ho Chi Minh City Branch to construct the project of VINA2 Sai Gon Joint Stock Company |
| 38 | 97/2023/NQ/HDQT | July 28, 2023 | Approve the joint venture investment cooperation project "Kim Hung Agricultural and Food Wholesale Market" |
| 39 | 102/2023/NQ/HDQT | August 10, 2023 | Approve code registration at Vietnam Securities Depository and Clearing Corporation (VSDC) and trading registration for the private placement of corporate bonds at the Hanoi Stock Exchange (HNX) |
| 40 | 104/2023/NQ-HDQT | August 28, 2023 | Develop the Employee Stock Ownership Plan of the Company |
| 41 | 107-2023/NQ-HDQT | September 11, 2023 | Appoint personnel to hold the position of Manager of the Company's Internal Control Department |
| 42 | 110/2023/QD-HDQT | September 15, 2023 | Appoint Ms. Nguyen Thi Thanh Hang to hold the position of Manager of the Company's Internal Control Department |
| 43 | 114/2023/QD-HDQT | September 10, 2023 | Register for the change of charter capital and amendments to the Company's Charter |
| 44 | 120/2023/NQ-HDQT | September 12, 2023 | Approve the Report on results of premature bond redemption from October 27, 2022 to September 7, 2023 |
| 45 | 123/2023/NQ-HDQT | October 09, 2023 | Adjust period and other Terms and Conditions of Bond code VC2 H2122001 |
| 46 | 126/2023/NQ-NSHTP-VC2 H2122001 | October 26, 2023 | Accept and approve all contents in Proposal No. 124/2023/TT-HDQT dated October 26, 2023 on adjusting the period of the Bond and relevant terms and conditions of the VC2 H2122001 Bond at the Bondholders Conference on October 26, 2023 |
| 47 | 129/2023/NQ-HDQT | November 03, 2023 | Adjust terminology on transfer conditions in the Employee Stock Ownership Plan in the Company. |
| 48 | 131/2023/NQ-HDQT | November 01, 2023 | Strengthen the personnel representing the capital, members of the Board of Directors of the Company at VINA 2.2 Limited Company |
| 49 | 132/2023/QD-HDQT | November 01, 2023 | Consolidate the personnel of the Company's capital representative at VINA 2.2 Limited Company |
| 50 | 138/2023/NQ-HDQT | November 16, 2023 | Approve the liquidation of assets, tools, supplies and office equipment of the Company |
| 51 | 140/2023/NQ-HDQT | November 16, 2023 | Approve on the mortgage of Property Rights, Asset management and money transfer commitment of 30 apartments at the 1-Tower Quy Nhon project at BIDV Bank Exchange Office 1. |
| 52 | 142/2023/NQ-HDQT | November 16, 2023 | Borrow assets for collateral at BIDV Bank – Transaction Office No. 1 for the year 2023-2024 |
| 53 | 145/2023/NQ-HDQT | December 20, 2023 | Approve the plan to offset debts from the loan contract of LIZEN Joint Stock Company |
| 54 | 147/2023/NQ-HDQT | December 20, 2023 | Consolidate supervisors, change capital management representative; nominate personnel for additional members of the Board of Directors and Supervisory Board at member companies |
| 55 | 149/2023/NQ-HDQT | December 20, 2023 | Approve on changing an audit company for the Financial Statements 2023. |
| 56 | 150/2023/QD-HDQT | December 12, 2023 | Terminate the authorization to manage capital at VINA2 Mechanical and Equipment Joint Stock Company |
| 57 | 151/2023/QD-HDQT | December 22, 2023 | Appoint the Supervisor of VINA2 Investment And Urban Services Company Limited |
| 58 | 152/2023/QD-VINA2 | December 22, 2023 | Authorize a person to represent the Company's capital at VINA2 Mechanical and Equipment Joint Stock Company |
| 59 | 155/2023/NQ-HDQT | December 05, 2023 | Divest capital at Greenhill Village Joint Stock Company |
| 60 | 157/2023/NQ-HDQT | December 20, 2023 | Divest capital at Song Hong Capital Group Joint Stock Company |
| 61 | 159/2023/NQ-HDQT | December 20, 2023 | Provision for bad debts of construction teams in 2023 |

1. The Supervisory Board;
2. Information on 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 | Nguyen Thi Thanh Hang | Chief | Start date as Member of the Supervisory Board: March 22, 2019;  Date of appointment as the Chief of the Supervisory Board: June 20, 2023 | Bachelor of Economics |
| 2 | Nguyen Viet Binh | Supervisor | Date of appointment: June 19, 2023 | Construction engineer |
| 3 | Tran Thi Thu Huyen | Supervisor | Date of appointment: June 19, 2023 | Bachelor of Business Administration. |

1. The Executive Board

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| --- | --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Position | Date of birth | Professional Qualification | Date of appointment/resignation |
| 1 | Vu Trong Hung | General Manager | December 19, 1980 | Transport Engineer Road and City Economics | Appointed on: March 29, 2023 |
| 2 | Ngo Viet Hau | Former General Manager | July 15, 1969 | Economic engineer | Dismissed on March 29, 2023 |
| 3 | Nguyen Viet Cuong | Former Vice General Manager | November 16, 1977 | Master of Business Administration; Construction Engineer | Dismissed on May 01, 2023 |
| 4 | Nguyen Van Chinh | Former Vice General Manager | December 10, 1962 | Construction Engineer | Retired on February 01, 2023 |
| 5 | Nguyen Dang Go Ganh | Deputy General Manager | September 10, 1976 | Master in Economic Management | Appoint on February 02, 2019 |
| 6 | Trinh Van Hung | Deputy General Manager | October 20, 1973 | Geodetic Engineer; Corporate Management Economic Engineer | Appoint on September 15, 2021 |
| 7 | Ta Thi Dinh | Former Vice General Manager | November 26, 1987 | Master of Economics | Dismissed on May 01, 2023 |
| 8 | Phung Xuan Nam | Deputy General Manager | May 06, 1978 | Construction Engineer | Appointed on: January 19, 2023 |
| 9 | Nguyen Quang Nguyen | Deputy General Manager | April 07, 1983 | Bachelor of Economics | Appointed on: May 01, 2023 |
| 10 | Quach Ba Vuong | Deputy General Manager | August 26, 1976 | Master of Business Administration/ Bachelor of Economics | Appointed on: July 11, 2023 |

1. Chief Accountant

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| --- | --- | --- | --- |
| Full name | Date of birth | Professional Qualification | Date of appointment/dismissal |
| Hoang Viet Thanh | January 15, 1977 | Master of Business Administration, Bachelor of Accounting and Auditing | Appoint on March 01, 2023 |

1. Training on corporate governance:

Corporate governance training courses that members of the Board of Directors, the Supervisory Board, the executive Manager (General Manager), other managers and the Secretariat have participated according to the regulations on corporate governance: None.

1. List of affiliated persons of the Company and transactions between affiliated persons of the Company and the Company itself.
2. Transactions between the Company and affiliated persons of the Company; or between the Company and major shareholders, PDMR and affiliated persons of PDMR Transaction occurred
3. MST Investment Joint Stock Company - Major shareholder;

Revenue from sales of goods and services provision: VND 198,069,486,904

Purchase: VND 490,601,177

1. Mr. Nguyen Huy Quang- PDMR

loans for working capital supplement VND 475,000,000

Financial expenses: VND 14,269,521

1. Ms. Tran Thi Thu Huyen - PDMR

Financial expenses: VND 2,328,767

1. Transactions between PDMR of the listed company, affiliated persons of PDMR and subsidiaries, companies controlled by the listed company: None.
2. Transactions between the Company and other entities:
3. Transactions between the Company and the companies that members of the Board of Directors, members of the Supervisory Board, Manager (General Manager) have been and are founding members or members of the Board of Directors, Executive Manager (General Manager) for the past 03 years: Transaction occurred between the company and:
4. Do Thanh Real Estate Development Investment Joint Stock Company:

Revenue from sales of goods and services provision: VND 623,636,364

Revenue from financial activities: VND 3,264,416,376

1. Duc Trung Investment Joint Stock Company:

Revenue from sales of goods and services provision: VND 17,907,900,482

Revenue from financial activities: VND 2,083,032,852

Purchase: VND 7,754,265,642

1. Vinaconex 2 Fire Prevention and Water Electric Installation Construction Joint Stock Company:

Purchase: VND 1,017,233,332

1. VINA2 Investment And Urban Service Company Limited

Revenue from sales of goods and services provision: VND 2,168,423,889

Purchase: VND 850,083,946

Financial expenses: VND 511,939,725

loans for working capital supplement VND 3,500,000,000

1. VINA2 MECHANICAL AND EQUIPMENT JOINT STOCK COMPANY

Purchase: VND 30,489,527,323

Financial expenses: VND 503,053,699

loans for working capital supplement VND 4,300,000,000

1. VINA2 Investment and Construction Joint Stock Company Saigon

Purchase goods: VND 113,389,457,029

Financial expenses VND 841,438,356

1. Song Hong Capital Group Joint Stock Company

Revenue from financial activities: VND 767,444,824

Purchase: VND 3,937,353,928

1. Traffic and Urban Infrastructure Construction Joint Stock Company:

Purchase: VND 11,258,819,092

1. Phuc Thanh Hung Investment Joint Stock Company

Revenue from sales of goods and services provision VND 2,437,814,980

1. Transport Investment and Construction Consultant JSC

Revenue from sales of goods and services provision: VND 5,098,757,276

Purchase: VND 10,646,648,865

1. Transactions between the Company and the companies that 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): None.
2. Other transactions of the Corporation (if any) that can bring about material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, the Executive Manager (General Manager): None.
3. Share transactions of PDMR and affiliated persons of PDMR
4. Transaction of PDMR and affiliated persons related to the Company’s shares: None
5. Other significant issues: None.