**BTD: Annual Corporate Governance Report 2023**

On January 26, 2024, Thuduc Centrifugal Concrete Joint Stock Company announced Report No. 33/2024/BC-TDC on the corporate governance of the Company in 2023 as follows:

* Name of company: Thuduc Centrifugal Concrete Joint Stock Company
* Head office address: 356A Vo Nguyen Giap, Phuoc Long A Ward, Phuoc Long A Ward, District 9, Ho Chi Minh city
* Tel: 37313272 Fax: 08 37313271 - Email: info@betongthuduc.com
* Charter capital: VND 64,141,000,000
* Securities code: BTD
* Corporate Governance Model:
* The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the Manager.
* Internal audit execution: Not executed.
* The company has conducted independent audits, and the Supervisory Board has examined the production and business activity status, quarterly and annual financial statements.
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 opinions via a ballot)

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| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 01 | 293/2023/NQ-DHDCD/TDC | May 16, 2023 | * Approve the Report on

the results of production and business activities and investments in 2022, the audited financial statements for 2022, and the Report of the Supervisory Board on the company's operational situation.* Approve the distribution of profits and dividends in

2022* Approve the production and business plan, profit distribution, and investment plan for 2023.
* Approve the selection of an audit company to audit the Financial Statements

2023* Approve the remuneration of the Board of Directors and the Supervisory Board for the years 2022 and 2023.
* Approve the dismissal results of member of the Board of Directors for the term 2022-2027 for Mr. Ho Dang Khoa.
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1. Information about members of the Board of Directors:

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|  | Member of the Board of Directors | Position (independent member of the Board of Directors, non-executive member of the Board of Directors) | Date of appointment/dismissal as member/independent member of the Board of Directors |
| Date of appointment | Dismissal date |
| 01 | Mr. Do Chi Nguyen | Chair - Non-executive member | May 24, 2022 |  |
| 02 | Mr. Chu Van Luong | Executive member  | May 24, 2022 |  |
| 03 | Mr. Nguyen The Phuong | Executive member  | May 24, 2022 |  |
| 04 | Mr. Ho Dang Khoa | Executive member |  | May 16, 2023 |
| 05 | Ms. Phan Thi Hong Phuc | Executive member | May 24, 2022 |  |

1. Board Resolutions/Board Decisions (2023):

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| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | Minutes | January 05, 2023 | Agree on appointing Mr. Chu Van Luong - Deputy Manager of the Company to hold the position of Acting Manager of the Company from January 5, 2023. |
| 2 | 007/2023/NQ/HDQT/TDC | January 05, 2023 | Appoint Mr. Chu Van Luong as Acting Manager of the Company. |
| 3 | 008/2023/QD/HDQT/TDC | January 05, 2023 | Appoint Mr. Chu Van Luong as Acting Manager of the Company. |
| 4 | Minutes | February 03, 2023 | Agree on appointing Mr. Chu Van Luong as the Manager of the Company, the legal representative of Thuduc Centrifugal Concrete Joint Stock Company. The appointment period is 5 years from the date the appointment decision is signed and announced. |
| 5 | 102/2023/NQ/HDQT/TDC | February 03, 2023 | Appointment of Manager of the Company - Mr. Chu Van Luong. |
| 6 | 103/2023/QD/HDQT/TDC | February 03, 2023 | Appointment of Manager of the Company - Mr. Chu Van Luong. |
| 7 | 209/2023/NQ/HDQT/TDC | April 10, 2023 | Extend the time to organize the General Meeting of Shareholders 2023 |
| 8 | Minutes | April 17, 2023 | * Agree on the contents of Report of Manager on: Production and business results in 2022; estimated profit distribution and funds for 2022; production and business plan & Investment plan for 2023, remuneration level for the Board of Directors, Supervisory Board in 2023.
* Agree on related contents of preparing the Annual General Meeting and the content of the agenda of General Meeting of Shareholders 2023:
* Venue for the General Meeting: at the Meeting Room - TAN CANG TOURIST AREA (No. A100 Ung Van Khiem, Ward 25, Binh Thanh District, Ho Chi Minh City).
* Time of the General Meeting: on May 16, 2023 (Tuesday morning)
* Approve on documents serving the General Meeting including:
* Agenda of the Annual General Meeting of Shareholders in 2023;
* Working regulations at the Annual General Meeting of Shareholders 2023;
* Report of the Board of Directors at the Annual General Meeting of Shareholders in 2023;
* Report of the Supervisory Board at the Annual General Meeting of Shareholders in 2023;
* The Audited Financial Statements 2022 of the Holding Company and subsidiaries;
* Draft Annual General Mandate 2023.
* Approve on voting content in the Proposal of the Annual General Meeting of Shareholders in 2023.
* Approve the Report of the Board of Directors at the Annual General Meeting of Shareholders in 2023;
* Approve the Report of the Supervisory Board at the Annual General Meeting of Shareholders 2023.
* Agree on authorizing the General Meeting to delegate to the Board of Directors the selection of an audit company to audit the Financial Statements 2023.
* Approve the resignation letter of Mr. Ho Dang Khoa - Member of the Board of Directors- Deputy Manager of the Company from June 1, 2023.
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| 9 | 224/2023/NQ/HDQT/TDC | April 18, 2023 | Approve the resignation letter of the Company's Deputy Manager for Mr. Ho Dang Khoa. |
| 10 | Minutes | May 16, 2023 | Minutes of the Annual General Meeting of Shareholders 2023 . |
| 11 | 293/2023/NQ/DHCD/TDC | May 16, 2023 | General Mandate 2023 |
| 12 | Minutes | May 24, 2023 | Approve the proposal to sign a contract between Thuduc Centrifugal Concrete Joint Stock Company and related parties - Viteccons Construction Investment Joint Stock Company. |
| 13 | 306 /2023/NQ/HDQT/TDC | May 24, 2023 | Approve the proposal to sign contracts, transactions with related parties - Viteccons Construction Investment Joint Stock Company. |
| 14 | Minutes | July 31, 2023 | Approve the selection of the audit company for the Financial Statements 2023. |
| 15 | 427/2023/QD/HDQT/TDC | August 04, 2023 | Decision on the selection of the audit company for the Financial Statements 2023. |
| 16 | Minutes | August 16, 2023 | Approve the proposal to sign contracts, transactions with related parties - Viteccons Construction Investment Joint Stock Company. |
| 17 | 482/2023/HDQT/TDC | August 17, 2023 | Resolution on approving the proposal to sign contracts, transactions with related parties - Viteccons Construction Investment Joint Stock Company. |
| 18 | Minutes | August 22, 2023 | * Report on the production and business results of the first 8 months of 2023
* Report on the Sheet Pile Investment Project
* Approve the financial management regulations 2023, Sales regulations 2023
* Approve the establishment of the Construction & Development Investment Department; Quality Management & Safety Department
* Approve the organizational chart, structure adjustment of the Company.
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| 19 | 512/QD/HDQT/TDC | August 30, 2023 | Decision on establishing the Construction & Development Investment Department. |
| 20 | 513/QD/HDQT/TDC | August 30, 2023 | Decision on establishing the Quality Management & Safety Department |
| 21 | Minutes | December 26, 2023 | * Report on the Production and Business Activities 2023.
* Production, business and investment plan in 2024
* Solution for implementing production, business, and investment plans in 2024
* Proposals, recommendations of the Manager of the Company
* Some other significant contents:
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| 22 | 738/2023/NQ/HDQT-TDC | December 26, 2023 | Resolution on adjusting the depreciation period of fixed assets, namely architectural structures, after the equitization of Thuduc Centrifugal Concrete Joint Stock Company |
| 23 | 739/2023/QD/HDQT-TDC | December 26, 2023 | Decision on adjusting the depreciation period of fixed assets of Thuduc Centrifugal Concrete Joint Stock Company |
| 24 | 742/2023/NQ/HDQT-TDC | December 26, 2023 | Resolution on the business performance results for Q4, the whole year 2023, and the implementation plan for 2024. |

1. The Supervisory Board (Annual Report):
2. Information on members of the Supervisory Board/the Audit Committee

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| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board/the Audit Committee | Qualification |
| 01 | Mr. Dang Quang Cuong | Chief | May 24, 2022 | Bachelor of Economics |
| 02 | Mr. Do Van Hung | Member | May 24, 2022 | Bachelor of Economics |
| 03 | Ms. Nguyen Viet Hoa | Member | May 24, 2022 | Bachelor of Laws |

1. The Executive Board.

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| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as the member of the Executive Board |
| 01 | Mr. Chu Van Luong | September 26, 1978 | Construction Engineer | Appointed as Manager of the Company from February 3, 2023 |
| 02 | Mr. Ho Dang Khoa | September 17, 1982 | MSc of Construction | Dismissed from position of the Deputy Manager from June 01, 2023 |
| 03 | Ms. Phan Thi Hong Phuc | January 08, 1975 | Bachelor of Economics |  |

1. Chief Accountant

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification: | Date of appointment /dismissal |
| Pham Anh Linh | November 11, 1983 | Bachelor of Economics | May 05, 2022 |

1. Training on corporate governance
2. List of affiliated persons of the public company (Annual Report) and transactions between the affiliated persons of the Company and the Company itself:
3. Transactions between the Company and related persons of the Company, or between the Company and major shareholders, PDMR, or related persons of PDMR

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| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | NSH\* No., date of issue, place of issue | Head office address/Contact address | Time of transaction with the Company | Approved General Mandate/Decision No. of the General Meeting of Shareholders and Board Resolutions/Decisions (including promulgation date if any) | Content, quantity, total value of transaction | Note |
|  | Viteccons Construction Investment Joint Stock Company |  | Business Registration Certificate No. 0309553779 issued by Ho Chi Minh City Department of Planning and Investment on July 27, 2022 (15th amendment)  | 109 Hoang Hoa Tham Street, Ward 6, Binh Thanh District, Ho Chi Minh City  | May 2023 | Resolution No. 306/2023/NQ/HDQT/TDC dated May 25, 2023 | Amount: VND 7,814,974,000 (before VAT) |  |

Notes: NSH Number\*: No. of ID Card/Passport (for individuals) or the Business Registration Certificate, License on Operation or equivalent legal documents (for organizations).

1. Transactions between Company’s PDMR, affiliated persons of PDMR and subsidiaries or companies controlled by the Company
2. Transactions between the Company and other entities:
	1. Transactions between the Company and the company in which members of the Board of Directors, members of the Supervisory Board, the Manager (the General Manager) and other managers have been founding members or members of the Board of Directors, the Executive Manager (the General Manager) for the past three (03) years (calculated at the time of reporting). None
	2. Transactions between the Company and companies where affiliated persons of members of the Board of Directors, members of the Supervisory Board and 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 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 (Report of 2023)
4. Company’s share transaction of PDMR and affiliated persons

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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 | Reasons for increase or decrease (buy, sell, convert, reward, ...) |
| Number of shares | Rate | Number of shares | Rate |
| 01 | Ms. Phan Thi Hong Phuc | Member of the Board of Directors | 98,013 | 1.52% | 94,013 | 1.46% | Sell |
| 02 | Do Van Hung | Member of the Supervisory Board | 700 | 0.01% | 0 | 0% | Sell |

1. Other significant issues:

None