**BVL: Annual Corporate Governance Report 2023**

On January 29, 2024, BV Land Joint Stock Company announced Report No. 01/2024/BC-BVL on the corporate governance in 2023 as follows:

* Name of company: BV Land Joint Stock Company
* Head office address: No. 92 Truc Khe Street, Lang Ha Ward, Dong Da District, Hanoi, Vietnam.
* Transaction office: 4th Floor, Rivera Park Building, 69 Vu Trong Phung Street, Thanh Xuan Trung Ward, Thanh Xuan District, Hanoi City, Vietnam.
* Tel: 024.35560999 Fax:
* Email: Website: <https://bvland.vn/>
* Charter capital: VND 573,128,000,000
* Securities code: BVL
* 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:

Information about the meetings and General Mandates (including General Mandates approved by collecting shareholders' opinions via a ballot):

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| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | 01 /2023/NQ/DHDCD-BVL | April 21, 2023 | Annual General Mandate 2023 of BV Land Joint Stock Company |

1. The Board of Directors 2023
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 members/independent member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Mr. Ta Hoai Hanh | Chair of the Board of Directors | January 01, 2018 | - |
| 2 | Mr. Nguyen Van Thanh | Vice Chair of the Board of Directors | June 15, 2020 | - |
| 3 | Mr. Nguyen Vu Thien | Member of the Board of Directors | January 01, 2018 | - |
| 4 | Mr. Ly Tuan Anh | Member of the Board of Directors | April 21, 2023 |  |
| 5 | Mr. Pham Tri Thanh | Independent member of the Board of Directors | April 27, 2021 | April 21, 2023 |
| 6 | Mr. Pham Trong Binh | Independent member of the Board of Directors | April 21, 2023 |  |

1. Board Resolutions/Board Decisions 2023:

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| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | 01/2023/NQ/HDQT-BVL | January 09, 2023 | Resolution on the approval of the termination of the audit contract with Auditing Company Limited & Vietnam Appraisal and the approval of the replacement audit company |
| 2 | 01A/2023/NQ/HDQT-BVL | January 13, 2023 | Quarterly Resolution in Q4/2022 on the approval of the General Manager's report on the production and business results in Q4, preliminary 2022, and the business operation plan in Q1/2023; appointment of the Company’s person in charge of Corporate Governance - Mrs. Pham Thi Quynh Nhu |
| 3 | 03/2023/NQ/HDQT-BVL | February 03, 2023 | Resolution on the approval of the organizational and operational regulations of the Investment Board and the Business Board |
| 4 | 3A/2023/NQ/HDQT-BVL | February 08, 2023 | Resolution on the approval of the General Manager's report on the results of the Thanh Ba urban housing project in 2022 and the proposal to adjust the investment plan for the project |
| 5 | 04/2023/NQ/HDQT-BVL | March 03, 2023 | Resolution on the approval of the record date to exercise shareholders' rights and the plan to organize the annual General Meeting of Shareholders for 2023 of BV Land Joint Stock Company |
| 6 | 05/2023/NQ/HDQT-BVL | March 20, 2023 | Resolution on the nomination of personnel to participate in the Board of Directors, Supervisory Board of Dong Nai Producing Trading Services Joint Stock Company for the term 2023-2028 |
| 7 | 06/2023/NQ/HDQT-BVL | March 30, 2023 | Resolution on the approval of Reports, Proposal of the Board of Directors and draft documents for the Annual General Meeting of Shareholders 2023 of BV Land Joint Stock Company; change of personnel for the position of Chief Accountant of the Company |
| 8 | 07/2023/NQ/HDQT-BVL | April 10, 2023 | Resolution on voting on the contents presented at the Annual General Meeting of Shareholders 2023 and proposing adjustments to some contents in the set of documents for the General Meeting of Shareholders of Lilama Investment Construction Joint Stock Company |
| 9 | 08/2023/NQ/HDQT-BVL | April 17, 2023 | Resolution on the approval of the contents at the regular Board of Directors meeting Q1/2023 |
| 10 | 08B/2023/NQ/HDQT-BVL | April 17, 2023 | Resolution on the approval of the continuation and adjustment of the plan for the issuance of shares in 2022, adding contents to the agenda of the Annual General Meeting of Shareholders 2023 |
| 11 | 09/2023/NQ/HDQT-BVL | April 24, 2023 | Resolution on the election of the Chair and Vice-Chair of the Board of Directors for the term 2023-2028 |
| 12 | 10/2023/NQ/HDQT-BVL | June 01, 2023 | Resolution on the promulgation of the Organizational and Operational Regulations of BV Land Joint Stock Company - Amendment No. 2 |
| 13 | 11/2023/NQ/HDQT-BVL | June 13, 2023 | Board Resolution on loan provision to Bach Viet Group |
| 14 | 12/2023/NQ/HDQT-BVL | July 20, 2023 | Board Resolution on the approval of the contents at the regular Board of Directors meeting Q2/2023 |
| 15 | 12 A/2023/NQ/HDQT-B VL | September 01, 2023 | Board Resolution on the approval of the signing of the Principle Contract for the execution of construction works for the new urban area project in the West of Dinh Tri, Bac Giang City |
| 16 | 13/2023/NQ/HDQT-BVL | September 05, 2023 | Resolution on the approval of the implementation of the plan on share issuance to existing shareholders to increase charter capital |
| 17 | 14/2023/NQ/HDQT-BVL | September 06, 2023 | Resolution on the approval of the issuance of shares to existing shareholders to increase charter capital |
| 18 | 15/2023/NQ/HDQT-BVL | September 06, 2023 | Resolution on providing a loan of VND 13 billion to BV Invest Joint Stock Company |
| 19 | 16/2023/NQ/HDQT-B VL | October 10, 2023 | Resolution on the withdrawal of collateral at Vietnam - Russia Joint Venture Bank - Transaction Office |
| 20 | 17/2023/NQ/HDQT-BVL | October 20, 2023 | Resolution on the approval of the contents at the regular Board of Directors meeting Q3/2023 |
| 21 | 3110/2023/NQ/HDQT-BVL | October 31, 2023 | Resolution on the approval of the signing of the Project Management Consultancy Contract for the investment and construction of a high-rise mixed-use residential, commercial, and service building at Hoang Van Thu Ward, Thai Nguyen City between BV Invest Joint Stock Company and BV Land Joint Stock Company |
| 22 | 19/2023/NQ/HDQT-BVL | November 09, 2023 | Resolution on the approval of the implementation of the plan on share issuance to existing shareholders to increase charter capital |
| 23 | 20/2023/NQ/HDQT-BVL | November 09, 2023 | Resolution on the approval of the issuance of shares to existing shareholders to increase charter capital |
| 24 | 21/2023/NQ/HDQT-BVL | November 20, 2023 | Resolution on the withdrawal of collateral at Vietnam - Russia Joint Venture Bank - Transaction Office |
| 25 | 22/2023/NQ/HDQT-BVL | December 14, 2023 | Resolution on the withdrawal of collateral of Mrs. Ta Thu Thanh at Vietnam - Russia Joint Venture Bank - Transaction Branch |

1. The 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/dismissal as member of the Supervisory Board | Qualification |
| 1 | Ms. Nguyen Thi Thuy Nga | Chief of the Supervisory Board: | Date of appointment/dismissal as a member of the Supervisory Board April 21, 2023 | Bachelor of Economics |
| 2 | Vu Thi Thu Huong | Member of the Supervisory Board | Date of appointment/dismissal as member of the Supervisory Board April 21, 2023 | Bachelor of Accounting and Finance |
| 3 | Ms. Nguyen Thi Thuy Linh | Member of the Supervisory Board | Time of appointment as member of the Supervisory Board: 2018 | Bachelor of Accounting |
| 4 | Vu Thi Ha | Chief of the Supervisory Board | Date of appointment as member of the Supervisory Board: April 24, 2023 | Bachelor of Economics |
| 5 | Le Thanh Hai | Member of the Supervisory Board | Date of appointment as member of the Supervisory Board: April 21, 2023 | Civil Engineer, Bachelor of Accounting, Master of Business Administration |

1. The Executive Board.

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| --- | --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Position | Date of appointment/dismissal as member of the Executive Board |
| 1 | Mr. Ly Tuan Anh | February 02, 1977 | Construction Engineer | General Manager | Appointment date: July 21, 2022 |
| 2 | Mr. Nguyen Vu Thien | November 06, 1983 | Construction Engineer | Deputy General Manager | Appointment date: January 01, 2020 |
| 3 | Mr. Luu Vu Truong Dam | January 20, 1987 | Master of Economics | Deputy General Manager | Appointment date: July 21, 2022 |

1. The Chief Accountant

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification: | Date of appointment /dismissal |
| Nguyen Thi Hoa | October 10, 1981 | Bachelor of Economics | Dismissal date: April 01, 2023 |
| Nguyen Duc Luu | May 02, 1984 | Bachelor of Economics | Appointment date: April 01, 2023 |

1. Training on corporate governance
2. List of affiliated persons of the public company (2023) and transactions between affiliated persons of the Company and 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:

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| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of institution/ individual | Relations with the Company | NSH\* No., date of issue, place of issue | Head office address/Contact address | Time of transaction with the Company | General Mandate/Decision of the General Meeting of Shareholder No. or Board Resolution/Decision No. approved | Content, quantity, total value of transaction |
| 1 | Bach Viet Group JSC | Holding Company | Business Registration No. 0105019015, issued by the Hanoi Department of Planning and Investment for the first time on December 7, 2010 | 3rd Floor, Rivera Park Building, No. 69 Vu Trong Phung Street, Thanh Xuan Trung Ward, Thanh Xuan District, Hanoi, Vietnam. | June 07, 2023 | 11/2023/NQ/HDQT- BVL | Loan Agreement (VND 31 billion) |
| 2 | BV Invest Joint Stock Company | Subsidiary | Business Registration No.: 0101367050, issued by the Hanoi Department of Planning and Investment for the first time on April 23, 2003 | 3rd Floor, Rivera Park Building, No. 69 Vu Trong Phung Street, Thanh Xuan Trung Ward, Thanh Xuan District, Hanoi | September 07, 2023 | 15/2023/NQ/HDQT- BVL | Loan Agreement for VND 13 billion |
| 3 | October 31, 2023 | 3110/2023/NQ/HDQT-BVL | Consultancy contract for project management of the investment and construction of a high-rise mixed-use residential, commercial, and service building at Hoang Van Thu Ward, Thai Nguyen City |
| 4 | Areca Vietnam Investment & Services Joint Stock Company | Subsidiary | Business Registration No.: 2400819333, issued by the Bac Giang Department of Planning and Investment for the first time on July 28, 2017 | Bach Viet Lake Garden New Urban Area, Dinh Ke Ward, Bac Giang City, Bac Giang Province | September 12, 2023 | 12A/2023/NQ/HDQT- BVL | Principle construction contract for the rough and exterior finishing of typical townhouses in the new urban area project to the West of Dinh Tri |
| 5 | September 06, 2023 | Principle construction contract for the technical infrastructure items of the new urban area project to the West of Dinh Tri |

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 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). According to Appendix 02 attached to this Report.
   2. Transactions between the Company and companies executed by the affiliated people of members of the Board of Directors, members of the Supervisory Board, the Manager (the General Manager) and other managers who are members of the Board of Directors, the Executive Manager (the 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 in 2023.
4. Transaction of PDMR and affiliated persons related to the Company’s shares: None.
5. Other significant issues: None