**C12: Annual Corporate Governance Report 2023**

On January 30, 2024, Bridge Joint Stock Company No.12 announced Report No. 01/2024/BCQT-HDQT on corporate governance 2023 of the Company as follows:

* Name of company: Bridge Joint Stock Company No.12
* Head office address: No. 463, Nguyen Van Linh Street, Phuc Dong ward, Long Bien District, Ha Noi
* Tel: 0243.8759.413 Email:[thuky.congtycpcau12@gmail.com](mailto:thuky.congtycpcau12@gmail.com)
* Charter capital: VND 48,500,000,000
* Securities code: C12
* Corporate governance model:
* The General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the Manager
* Internal audit execution: Not executed.

1. Activities of the General Meeting of Shareholders
2. The Board of Directors (annual report):
3. Information about members of the Board of Directors

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| No. | 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 members/independent members of the Board of Directors | |
| Date of appointment | Dismissal date |
| 1 | Mr. Le Xuan Loc | Chair of the Board of Directors | Re-elected as Member of the Board of Directors on June 4, 2019, Elected as Chair of the Board on June 13, 2019 |  |
| 2 | Mr. Cao Van Manh | Member of the Board of Directors | June 04, 2019 |  |
| 3 | Mr. Dinh Ngoc Dan | Member of the Board of Directors | June 04, 2019 |  |
| 4 | Mr. Dao Trong Nam | Member of the Board of Directors | June 04, 2019 | September 28, 2019 (dismissal as the member of the Board of the Directors) |
| 5 | Mr. Nguyen Huy Khoi | Member of the Board of Directors -cum- Manager of the Company | June 04, 2019 (re-election) | Appointed as Manager of the Company on December 1, 2023 |

1. Board Resolutions/Board Decisions in 2023

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| No. | Resolution/Decision No. | Date | Content |
| 1 | 02/NQ-HDQT | January 05, 2023 | Resolution on liquidation of old assets not in use |
| 2 | 04/NQ-HDQT | March 16, 2023 | Resolution on liquidation of 01 crawler crane to offset debt |
| 3 | 06/NQ-HDQT | April 19, 2023 | Resolution on authorizing the Manager to sign final settlement documents and delegate the Investor to directly pay subcontractors for package XL13 - Trung Luong - My Thuan Expressway project |
| 4 | 09/NQ-HDQT | May 19, 2023 | Resolution on approval to hand over the equipment as assets mortgaged at the Bank for the Bank to handle the assets to repay the bank loan |
| 5 | 12/NQ-HDQT | June 05, 2023 | Resolution on all members of the Board of Directors agreeing to continue as members of the Board of Directors until new members of the Board of Directors are elected at the nearest General Meeting of Shareholders |
| 6 | 13/NQ-HDQT | June 05, 2023 | Resolution on extending the time to organize the Annual General Meeting of Shareholders for 2023 |
| 7 | 14/NQ-HDQT | June 05, 2023 | Resolution on approving the plan to organize the Annual General Meeting of Shareholders for 2023 |
| 8 | 15/NQ-HDQT | June 05, 2023 | Resolution on approving the sale and liquidation of old, damaged assets not in use or not needed and approval for exploitation, leasing of all assets, materials, machinery, equipment, premises, office factories to prioritize salary payment, regime policy for employees working at the company, taxes, and company maintenance expenses |
| 9 | 16/NQ-HDQT | June 05, 2023 | Resolution on approval to liquidate construction materials newly invested for the construction of Cai Cam Bridge to pay debts to customers and laborers for Cai Cam Bridge construction to reduce customer debt pressure |
| 10 | 17/NQ-HDQT | June 05, 2023 | Board Decision on establishing the Organizing Committee for the Annual General Meeting of Shareholders for 2023 |
| 11 | 23/NQ-HDQT | June 28, 2023 | Resolution on approving the exploitation plan for premises at Co Bi workshop |
| 12 | 27/NQ-HDQT | August 04, 2023 | Resolution on approving the postponement of the organization of the annual General Meeting of Shareholders for 2023 |
| 13 | 30/NQ-HDQT | August 09, 2023 | Resolution on liquidation of 01 old, broken tower crane not in use |
| 14 | 33/NQ-HDQT | August 23, 2023 | Resolution on approving BIDV Thanh Do to handle 02 term contracts mortgaged at the Bank for asset settlement |
| 15 | 34/NQ-HDQT | August 23, 2023 | Resolution on approving capital contribution to a joint-stock company |
| 16 | 35/NQ-HDQT | August 23, 2023 | Resolution on approval to hand over assets as machinery, equipment, and transport vehicles financed by BIDV for debt recovery |
| 17 | 36/NQ-HDQT | August 23, 2023 | Resolution on approval to hand over real estate assets for debt recovery from the Bank |
| 18 | 38/NQ-HDQT | September 26, 2023 | Resolution on abolishing Resolution No. 34/NQ- HDQT dated August 23, 2023 |
| 19 | 41/NQ-HDQT | October 05, 2023 | Resolution on approval to sell and liquidate 02 assets Hitachi KH 125-3 crane and Kobelco 7055 crane |
| 20 | 42/NQ-HDQT | October 05, 2023 | Resolution on review and liquidation of assets as machinery, equipment, and transport vehicles old, broken, long unused to solve salary, regime for workers |
| 21 | 45A/NQ-HDQT | October 17, 2023 | Resolution on approval of liquidation price for 02 Assets according to Proposal No. 89/2023/TTR-GD dated October 16, 2023 |
| 22 | 45/NQ-HDQT | October 23, 2023 | Resolution on approval to appoint Mrs. Tran Thi Giang as Deputy Head of Finance and Accounting Department |
| 23 | 46/NQ-HDQT | October 23, 2023 | Resolution on exemption from the position of Chief Accountant for Mr. Vu Dinh Vien |
| 24 | 47/QD-HDQT | October 23, 2023 | Decision on exemption from the position of Chief Accountant for Mr. Vu Dinh Vien effective from October 23, 2023 |
| 25 | 49/NQ-HDQT | October 24, 2023 | Resolution on approval to sell and liquidate 08 assets to pay social insurance |
| 26 | 53/NQ-HDQT | November 06, 2023 | Resolution pb approving the exemption from the position of Deputy Head of Finance and Accounting Department for Mrs. Tran Thi Giang |
| 27 | 54/NQ-HDQT | November 06, 2023 | Resolution on approving the appointment of Mr. Nguyen Anh Dung as Chief Accountant of the company |
| 28 | 55/QD-HDQT | November 06, 2023 | Decision on temporary appointment of Mr. Nguyen Anh Dung as Chief Accountant of the company effective from November 6, 2023 |
| 29 | 59/NQ-HDQT | November 14, 2023 | Resolution on approving the exemption from the position of Deputy Manager -cum- Head of Planning - Economics and termination of the employment contract of Mr. Nguyen Trong Huong according to personal wishes effective from November 14, 2023 |
| 30 | 60/QD-HDQT | November 14, 2023 | Decision on exemption from the position of Deputy Manager for Mr. Nguyen Trong Huong according to personal wishes effective from November 14, 2023 |
| 31 | 63/NQ-HDQT | November 23, 2023 | Resolution on exemption from the position of Manager of the company for Mr. Cao Van Manh according to personal wishes |
| 32 | 64/QD-HDQT | November 24, 2023 | Resolution on exemption from the position of Manager of the company for Mr. Cao Van Manh according to personal wishes effective from November 30, 2023 |
| 33 | 65/NQ -HDQT | November 30, 2023 | Resolution on temporary appointment of Mr. Nguyen Huy Khoi as Manager of the company |
| 34 | 66/NQ -HDQT | December 01, 2023 | Decision on temporary appointment of Mr. Nguyen Huy Khoi as Manager of the company effective from December 1, 2023 |
| 35 | 68/NQ -HDQT | December 26, 2023 | Resolution on approving the postponement of the organization of the annual General Meeting of Shareholders for 2023 to the earliest possible time |

1. Supervisory Board/Audit Committee (Report 6 months/year):
2. Information about the members of the Supervisory Board/Audit Committee:

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| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board/the Audit Committee | Position | Date of appointment/dismissal as member of the Supervisory/the Audit Committee | Qualification |
| 1 | Mr. Truong Dinh Lap | Chief of the Supervisory Board | June 04, 2019 | Bachelor |
| 2 | Mr. Tran Duc Cuong | Member of the Supervisory Board | Re-election on June 04, 2021, resignation from the position as a member of the Supervisory Board on May 12, 2021 | Construction Engineer |
| 3 | Mr. Dang Manh Thuyen | Member of the Supervisory Board | June 04, 2021 | Bachelor |

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 | Cao Van Manh | September 02, 1983 | Master of Business Administration; Bridge and tunnel construction engineer (University of Transport and Communications (from 2000 to 2005) | Appointed on July 31, 2019, dismissed on November 30, 2023 |
| 2 | Nguyen Huy Khoi | March 04, 1966 | Hydraulic engineer | Appointed as Manager of the Company from December 1, 2023 |
| 3 | Nguyen Trong Huong | February 03, 1974 | Master of business administration, bachelor of economics | Appointed on June 21, 2019, dismissed on November 14, 2023 |

1. Chief Accountant.

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification: | Date of appointment /dismissal |
| Mr. Vu Dinh Vien | October 18, 1970 | Bachelor of Economics | Appointed as the Chief Accountant from June 20, 2019 Dismissal date October 23, 2023 |
| Mr. Nguyen Anh Dung | February 18, 1991 | Bachelor of Economics | Appointed as the Chief Accountant from November 06, 2023 |

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 affiliated persons of the Company; or between the Company and major shareholders, PDMR and affiliated persons of PDMR
4. Transactions between Company’s PDMR, affiliated persons of PDMR and subsidiaries or companies controlled by the Company
5. 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).
   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).
   3. Other transactions of the Company (if any) that can bring about material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, and the Manager (General Manager) and other managers.
6. Share transactions of PDMR and affiliated persons of PDMR
7. Other significant issues: