**C4G: Annual Corporate Governance Report 2023**

On January 30, 2024, CIENCO4 Group Joint Stock Company announced Report No. 1166/BC-TD on the corporate governance of 2023 as follows:

* Name of public company: rCIENCO4 Group Joint Stock Company
* Head office address: Floor 10-11, Icon4 Building, 243A De La Thanh Street, Lang Thuong Ward, Dong Da District, Hanoi
* Tel: 0243.6420371 Fax: 0243.6811275 Email: [info@cienco4.vn](mailto:info@cienco4.vn)
* Charter capital: VND 3,573,007,540,000.
* Securities code: C4G.
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager
* Internal audit execution: Unimplemented.

1. Activities of General Meeting of Shareholders

In 2023, CIENCO4 Group Joint Stock Company organized its Annual General Meeting of Shareholders on April 24, 2023. During the meeting, the following issues were approved:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandates/Decisions of the General Meeting of Shareholders No. | Date | Content |
| 1 | 01/2023/NQ-DHDCD | April 24, 2023 | 1. Approve the report on the activities of the Board of Directors in 2022 and the plan for 2023. 2. Approve the Financial Statements and Profit Distribution Plan for the year 2022. 3. Approve on the Production and Business Plan and Financial Targets for 2023. 4. Approve the Report on the activities of the Supervisory Board. 5. Approve on the remuneration levels for the Board of Directors and the Supervisory Board for the year 2022, and the plan for 2023. 6. Approve the amendments and supplements to the Corporation's Charter. 7. Approve the plan on share issuance for dividend payment for the year 2022. 8. Approve the plan for listing shares on the centralized securities trading exchange. 9. Approve on authorizing the Board of Directors to decide and execute certain rights and obligations within the competence of the General Meeting of Shareholders between the two annual meetings of 2023-2024. 10. Approve the authorization for the Board of Directors to select the audit company for the Financial Statements of the year 2023. |

1. TTHE BOARD OF DIRECTORS
2. Information about members of the Board of Directors

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment/dismissal as member of the Board of Directors | |
| Appointment date | Date of dismissal |
| 1 | Mr. Nguyen Van Tuan | Chair of the Board of Directors | April 22, 2017 |  |
| 2 | Mr. Nguyen Tuan Huynh | Vice Chair of the Board of Directors - General Manager | June 02, 2014 |  |
| 3 | Ms. Tran Thi Thu Ha | Member of Board of Directors- Deputy General Manager; | April 17, 2018 |  |
| 4 | Mr. Ho Xuan Son | Member of the Board of Directors - Deputy General Manager - Manager of the Board of Directors & Market Analysis | June 29, 2020 |  |
| 5 | Mr. Nguyen Anh Tan | Member of Board of Directors - Assistant of the General Manager | April 17, 2018 |  |
| 6 | Mr. Le Duc Tho | Member of the Board of Directors - Deputy General Manager, Authorized person to disclose information | April 26, 2019 |  |
| 7 | Mr. Dam Xuan Toan | Member of Board of Directors- Deputy General Manager | June 29, 2020 |  |
| 8 | Mr. Van Hong Tuan | Member of the Board of Directors - Deputy General Manager, Person in charge of Corporate Governance -cum Manager of the Board  Personnel | April 26, 2019 |  |
| 9 | Mr. Le Trung Chien | Independent member of the Board of Directors | October 17, 2022 |  |
| 10 | Ms. Nguyen Thi Xoan | Independent member of the Board of Directors | October 17, 2022 |  |
| 11 | Ms. Nguyen Thi Van | Independent member of the Board of Directors | October 17, 2022 |  |

1. Board Resolutions/Board Decisions in the first 6 months of 2023:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | 2183/QD-TD | February 07, 2023 | Dismiss Mr. Ngo Quoc Toan from his position as Manager of the Technology Department of CIENCO4 Group. |
| 2 | 2324/QD-TD | February 28, 2023 | Dismiss Mr. Le Duc Tho from his concurrent position as Manager of the Business Department of CIENCO4 Group. |
| 3 | 01/2023/NQ-HDQT | March 02, 2023 | Record the list of shareholders to exercise the rights to purchase existing shares. |
| 4 | 02/2023/NQ-HDQT | March 02, 2023 | Record the list of shareholders to exercise the rights to attend the Annual General Meeting of Shareholders for the year 2023. |
| 5 | 04/2023/NQ-HDQT | March 20, 2023 | Sign a contract for Management and Supply of Commercial Cement Concrete with New Link Joint Stock Company for use in Package XL01 of the Hau Giang - Ca Mau section within the project of building certain highway segments on the North-South Eastern route for the period 2021 - 2025. |
| 6 | 2553/QD-TD | March 24, 2023 | Define the functions, tasks, job positions of the Office and Departments within CIENCO4 Group. |
| 7 | 05/2023/NQ-HDQT | March 29, 2023 | Organize the Annual General Meeting of Shareholders 2023 |
| 8 | 07/2023/NQ-HDQT | April 11, 2023 | Approve the application for listing shares on the Hanoi Stock Exchange (HNX). |
| 9 | 2686/QD-TD | April 13, 2023 | Appoint Mr. Hoang Trung Kien as Manager of the Business Department of CIENCO4 Group. |
| 10 | 2782/QD-TD | April 26, 2023 | Transfer and appoint Mr. Thai Hong Lam as the authorized representative at BOT Highway 1A CIENCO4 - GENERAL CORPORATION 319 LLC. |
| 11 | 09/2023/NQ-HDQT | May 09, 2023 | Implement the offering of remaining shares not distributed due to existing shareholders/ transferees not exercising their purchase rights and the number of shares formed from fractional shares (if any). |
| 12 | 10/2023/NQ-HDQT | May 09, 2023 | Approve the summary of the results of the public offering of shares. |
| 13 | 11/2023/NQ-HDQT | May 11, 2023 | Implement the registration, additional depository, and trading registration of additional shares issued during the public offering. |
| 14 | 12/2023/NQ-HDQT | May 17, 2023 | Authorize borrowing, guaranteeing, and securing loans with the Joint Stock Commercial Bank for Investment and Development of Vietnam - Nghe An Branch. |
| 15 | 21097/QD-HDQT | June 20, 2023 | Invest in 03 categories of circulating materials. |
| 16 | 21109/QD-HDQT | June 21, 2023 | Approve the entity conducting the Financial Statements for the year 2023 of CIENCO4 Group Joint Stock Company. |
| 17 | 21168/QD-TD | June 27, 2023 | Appoint Mr. Nguyen Trung Luong as Manager of the Technology Department of CIENCO4 Group. |
| 18 | 14/2023/NQ-HDQT | June 29, 2023 | Approve the contract for the transfer of rights and obligations arising from the deposit contract. |
| 19 | 15/2023/NQ-HDQT | July 03, 2023 | Approve the contract for the transfer of rights and obligations arising from the deposit contract. |
| 20 | 21228/QD-HDQT | July 10, 2023 | Invest in categories of circulating materials and equipment. |
| 21 | 21310/QD-HDQT | July 31, 2023 | Approve the implementation of the plan on share issuance for dividend payment 2022. |
| 22 | 17/2023/NQ-HDQT | August 01, 2023 | Approve the termination of the land transfer contract at 08 locations in Tan Tao ward, Binh Tan district, Ho Chi Minh City. |
| 23 | 21514/QD-HDQT | September 11, 2023 | Liquidate Toyota Camry car with license plate 29S-7352. |
| 24 | 21513/QD-HDQT | September 11, 2023 | Liquidate a 950-ton barge, registration No. SG6776. |
| 25 | 21524/QD-HDQT | September 12, 2023 | CIENCO4 Group to advance funds for road repair and maintenance (2nd time) at the Vinh Bypass Project and the project to upgrade and expand National Highway 1A section South of Ben Thuy Bridge - Ha Tinh Bypass under the BOT form. |
| 26 | 21538/QD-HDQT | September 13, 2023 | Change business registration. |
| 27 | 21541/QD-HDQT | September 13, 2023 | Invest in 01 category of assets. |
| 28 | 18/2023/NQ-HDQT | September 15, 2023 | Participate in bidding to select investors for Component Project 2 - Construction of the airport within the Quang Tri Airport investment project, Quang Tri province, under the public-private partnership (PPP) method. |
| 29 | 21812/QD-HDQT | October 31, 2023 | Invest in equipment. |
| 30 | 21820/QD-HDQT | November 01, 2023 | Invest in 02 categories of equipment. |
| 31 | 19/2023/NQ-HDQT | November 02, 2023 | First trading day of additional shares to pay dividends of 2022 |
| 32 | 20/2023/NQ-HDQT | November 20, 2023 | 208 Joint Stock Company and 415 Construction and Investment Company are no longer affiliated companies of CIENCO4 Group. |
| 33 | 22942/QD-TD | November 23, 2023 | Approve the feasibility study report for: The second road repair and maintenance, Vinh Bypass Project in Nghe An province, and the investment project for the construction of the upgrade and expansion of National Highway 1A section South of Ben Thuy Bridge - Ha Tinh Bypass in Ha Tinh province under the BOT form. |
| 34 | 21972/QD-HDQT | December 04, 2023 | Liquidate one cement mixing station. |
| 35 | 21973/QD-HDQT | December 04, 2023 | Liquidate one Toyota car with license plate 30Y-3266. |
| 36 | 21974/QD-HDQT | December 04, 2023 | Liquidate one 29-seat passenger car, license plate 29B-211.22, and one Toyota Zace-GL, license plate 37H-6510. |
| 37 | 21/2023/NQ-HDQT | December 08, 2023 | Financing and guarantee plan at Bac A Commercial Joint Stock Bank. |
| 38 | 22/2023/NQ-HDQT | December 11, 2023 | Contribute capital to establish and appoint an authorized representative at Quang Tri Airport Company Limited. |
| 39 | 22168/QD-TD | December 29, 2023 | Appoint Mr. Vo Van Hoang as Deputy General Manager of the Group -cum- Manager of the Management Board for Package XL01, Bung - Van Ninh. |

1. THE SUPERVISORY BOARD
2. Information about members of the Supervisory Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Ms. Dao Thi Thanh Mai | Chief of the Supervisory Board | April 09, 2016 | Construction Economics Engineer |
| 2 | Mr. Thai Hong Lam | Member of the Supervisory Board: | April 26, 2019 | Construction Economics Engineer |
| 3 | Mr. Pham Van Hieu | Member of the Supervisory Board: | June 29, 2020 | Bachelor of Economics |

1. The Executive Board

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Date of birth | Qualification | Position | Date of appointment | Date of dismissal |
| 1 | Mr. Nguyen Tuan Huynh | November 13, 1976 | Construction Economics Master | General Manager | November 12, 2014 |  |
| 2 | Ms. Tran Thi Thu Ha | May 26, 1976 | Construction Economics Engineer | Deputy General Manager | October 23, 2020 |  |
| 3 | Mr. Nguyen Dinh Nhuan | October 19, 1978 | Master in Bridge and Road Construction | Deputy General Manager | July 02, 2020 |  |
| 4 | Mr. Ho Xuan Son | August 26, 1979 | Master of Engineering | Deputy General Manager -cum- Manager of International Cooperation & Market Development Department | August 29, 2018 |  |
| 5 | Mr. Le Duc Tho | November 20, 1978 | Construction Economics Master | Deputy General Manager | August 29, 2018 |  |
| 6 | Mr. Dam Xuan Toan | September 18, 1976 | Master of Engineering | Deputy General Manager | April 27, 2017 |  |
| 7 | Mr. Nguyen Phuong Vinh | October 07, 1984 | Master of Tunnel Bridge | Deputy General Manager -cum-  Manager of the Southern Representative Office | September 04, 2019 |  |
| 8 | Mr. Van Hong Tuan | November 15, 1980 | Master of Construction Management | Deputy General Manager -cum-  Manager  of Human Resources Department | December 12, 2022 |  |
| 9 | Mr. Vo Van Hoang | May 20, 1986 | Road and Bridge Construction Engineer | Deputy General Manager -cum-  Manager  Executive Board of the Bung-Van Ninh Project | December 29, 2023 |  |
| 10 | Mr. Le Duc Nhinh | July 20, 1961 | Automobile road engineer | Chief of Office | February 19, 2019 |  |
| 11 | Mr. Hoang Trung Kien | November 03, 1980 | Master of Business Administration | Manager of Business Sales | April 13, 2023 |  |
| 12 | Mr. Nguyen Trung Luong | June 19, 1991 | Engineer of materials and construction of traffic works | Manager of Technology Department | June 27, 2023 |  |
| 13 | Mr. Nguyen Quang Dung | January 19, 1979 | Construction Machinery and Loading Engineer | Manager of Equipment Department | July 04, 2022 |  |
| 14 | Mr. Nguyen Ngoc Trung | December 25, 1966 | Master of Economics in Technical Management | Manager of Safety - Environment Department | July 01, 2019 |  |

1. Chief Accountant:

|  |  |  |  |
| --- | --- | --- | --- |
| The Chief Accountant | Date of birth | Qualification | Date of appointment/dismissal |
| Mr. Phan Sy Hung | October 09, 1979 | Bachelor of Economics | October 23, 2020 |

1. Training on corporate governance:
2. List of affiliated persons of the Company (in 2023) and transactions of 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
4. Transactions between PDMR of the Company, affiliated persons of PDMR and subsidiaries, companies under the authority of the Company None
5. Transactions between the Company and other entities:
   1. Transactions between the Company and the companies where members of the Board of Directors, members of the Supervisory Board, the Executive General Manager have been founding members or members of the Board of Directors, the Executive General Manager for the past three (03) years (as at the time of reporting): Disclosed in financial statements.
   2. Transactions between the Company and the companies that affiliated persons of members of the Board of Directors, members of the Supervisory Board, General Manager and other managers are members of the Board of Directors, Executive General Manager: Disclosed in financial statements.
   3. Other transactions of the Company (if any) that can bring material or non-material benefits to the members of the Board of Directors, the members of the Supervisory Board, the General Manager and other managers: None.
6. Share transactions of PDMR and affiliated persons of PDMR (Annual Report 2023):
7. Transaction of PDMR and affiliated persons related to the Company’s shares:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relation with PDMR | Shares owned at the beginning of the period | | Shares owned at the end of the period | | Reasons for increase or decrease (buy, sell, convert, bonus...) |
| Quantity | Rate | Quantity | Rate |
| 1 | Mr. Ho Xuan Son | Member of the Board of Directors, Deputy General Manager, Manager of the International Cooperation and Information Development Department | 380,000 | 0.17% | 212,000 | 0.06% | Sell |
| 2 | Mr. Nguyen Anh Tan | Member of the Board of Directors, Assistant to the General Manager | 596,000 | 0.27% | 305,203 |  | Sell |
| 3 | Mr. Phan Sy Hung | Chief Accountant, Manager of Finance Department | 100,000 | 0.04% | 53,000 | 0.01% | Sell |
| 4 | Mr. Le Duc Tho | Member of the Board of Directors, Deputy General Manager, Person authorized to disclose information | 14,921 | 0.01% | - | 0.00% | Sell |

\* Note:

* Number of outstanding shares at the beginning of the period: 224,718,202 shares
* Number of outstanding shares at the end of the period: 357,300,754 shares.

Reason: During the year, the Company had 2 rounds of share issuance

* Round 1 was completed on May 9, 2023, issued to existing shareholders at a rate of 2:1, the number of outstanding shares after successful issuance is 337,077,303 shares.
* Round 2 was completed on September 7, 2023, issued shares to pay dividends in 2022 at a rate of 6%, the number of outstanding shares after completion was 357,300,754 shares.

1. Other significant issues None.