**RCC: Annual Corporate Governance Report 2023**

On January 30, 2024, Railway Construction Corporation Joint Stock Company announced Report No. 01/BC-CTDS-TCKT on corporate governance 2023 as follows:

* Name of company: Railway Construction Corporation Joint Stock Company
* Head office address: No. 33 Lang Ha Street, Thanh Cong Ward, Ba Dinh District, Hanoi.
* Tel: 043.514.5715 Email:
* Charter capital: VND 320,647,490,000.
* Securities code: RCC
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the General Manager and the Audit Committee under the Board of Directors.
1. Activities of the General Meeting of Shareholders:

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| No. | General Mandate/Decision No. | Date | Content |
| 1 | 01/2023/NQ-CTDS-DHDCD | March 31, 2023 | * Approve the Report of the Board of Directors in 2022 and the plan for 2023
* Approve the Report on the activities of the Board of Directors
* Approve the Report on activities of the Audit Committee
* Approve the Audited Financial Statements 2022
* Approve the plan for making appropriation for funds and profit distribution according to Proposal No. 02/2023/TTr-CTDS-HDQT
* Approve the Plan to pay remuneration and allowances of the Board of Directors in 2022, and the remuneration plan of the Board of Directors in 2023 according to Proposal No. 03/2023/TTr-CTDS-HDQT
* Approve the selection of audit company for the Financial Statements 2023 according to Proposal No. 04/2023/TTr-CTDS-HDQT
* Approve Transactions with related parties according to Proposal No. 05/2023/TTr-CTDS-HDQT
* Approve the plan for listing shares at the Stock Exchange according to Proposal No. 06/2023/TTr-HDQT
* Terms of enforcement.
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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 |
| Appointment date | Dismissal date |
| 1 | Mr. Ta Huu Dien | Chair of the Board of Directors | June 19, 2020 |  |
| 2 | Mr. Mai Thanh Phuong | Vice Chair of the Board of Directors |  |
| 3 | Mr. Vo Van Phuc | Member of the Board of Directors |  |
| 4 | Mr. Pham Ngoc Quoc Cuong | Member of the Board of Directors |  |
| 5 | Mr. Pham Hong Thang | Independent member of the Board of Directors | April 28, 2021 |  |

1. Board Resolutions/Board Decisions:

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| --- | --- | --- | --- |
| No. | Board Resolution/Decision No. | Date | Content |
| 1 | 01/2023/NQ-HDQT | January 03, 2023 | Resolution on the promulgation of the Internal Audit Regulation |
| 2 | 02/2023/QD-HDQT | January 03, 2023 | Decision on the promulgation of the Internal Audit Regulation |
| 3 | 03/2023/NQ-HDQT | January 30, 2023 | * Approve handling the remaining shares from the public offering to existing shareholders
 |
| 4 | 04/2023/NQ-HDQT | January 31, 2023 | * Dismiss Mr. Le Phuoc Quy Chau - Deputy General Manager of Railway Construction Corporation Joint Stock Company
 |
| 5 | 05/2023/NQ-HDQT | February 02, 2023 | * Approve the results of the public offering to existing shareholders
 |
| 6 | 06/2023/NQ-HDQT | February 07, 2023 | * On convening the Extraordinary General Meeting of Shareholders 2023
 |
| 7 | 07/2023/QD-HDQT | February 10, 2023 | Decision on investment and supplier selection for Package of construction equipment for bidding package XL02, Van Ninh - Cam Lo Section |
| 8 | 08/2023/NQ-HDQT | February 13, 2023 | Resolution on registering to change the charter capital |
| 9 | 09/QD-CTDS-HDQT | March 07, 2023 | * On the documents and date of the Annual General Meeting of Shareholders 2023
 |
| 10 | 11/QD-CTDS-HDQT | March 11, 2023 | Decision on investment and supplier selection for Package of equipment: Investment in railway tunnel anchor drilling machine |
| 11 | 13/QD-CTDS-HDQT | March 29, 2023 | * Approve adjusting information of documents of the Annual General Meeting of Shareholders.
 |
| 12 | 14/QD-CTDS-HDQT | April 18, 2023 | Decision on investment and supplier selection for Equipment package: Crawler excavator |
| 13 | 15/QD-CTDS-HDQT | April 25, 2023 | Decision on investment and supplier selection for Equipment package: Invest in an ultrasonic machine for weld defects to serve the production of steel beams |
| 14 | 16/QD-CTDS-HDQT | April 25, 2023 | Decision on investment and supplier selection for Equipment package: Invest in an excavator with a rail mounting system |
| 15 | 17/QD-CTDS-HDQT | April 29, 2023 | Decision on investment and supplier selection for Equipment package: Invest in a 12m3 mixer truck to transport concrete |
| 16 | 18/QD-CTDS-HDQT | April 29, 2023 | Decision on investment and supplier selection for Equipment package: Invest in an ultrasonic machine for weld defects |
| 17 | 20/QD-CTDS-HDQT | May 26, 2023 | Decision on investment and supplier selection for Equipment package: Investment in power stations to serve the construction of Ben Quang Bridge - XL02 - Van Ninh - Cam Lo  |
| 18 | 21/NQ-CTDS-HDQT | June 09, 2023 | Resolution on selecting an independent audit company and signing a contract to audit the Financial Statements 2023. |
| 19 | 25/QD-CTDS-HDQT | July 25, 2023 | Decision on investment and supplier selection for Equipment package: investment in electronic total station to serve the XL11 Quy Nhon - Chi Thanh bidding package |
| 20 | 26/QD-CTDS-HDQT | August 05, 2023 | Decision on investment and supplier selection for Equipment package: renovating 160KVA power station into 250KVA - Package XL02, component project of Van Ninh - Cam Lo Section |
| 21 | 27/QD-CTDS-HDQT | September 21, 2023 | Decision on investment and supplier selection for Equipment package: investment in crawler excavators for construction |
| 22 | 28/QD-CTDS-HDQT | November 27, 2023 | Decision on liquidation of materials and equipment |
| 23 | 30/QD-CTDS-HDQT | December 29, 2023 | Decision on dismissing Mr. Phung Tien Hai Cuong from the position of Head of the Internal Audit Committee |
| 24 | 31/QD-CTDS-HDQT | December 29, 2023 | Decision on the appointment of Ms. Do Thu Huong to the position of Head of the Internal Audit Committee |

1. The Supervisory Board/Audit Committee:
2. Information about members of the Audit Committee:

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| --- | --- | --- | --- | --- |
| No. | Member of the Audit Committee | Position | Date of appointment/dismissal as member of the Audit Committee | Qualification |
| 1 | Mr. Pham Hong Thang | Chair of the Audit Committee | April 28, 2021 | Bachelor of Finance - Banking |
| 2 | Mr. Pham Ngoc Quoc Cuong | Member | April 28, 2021 | Bachelor of Finance - Accounting & Bachelor of Business Administration |

1. The Executive Board:

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| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Position | Qualification | Date of appointment/dismissal |
| 1 | Vo Van Phuc | General Manager | Bridge and tunnel engineer | December 01, 2016 |
| 2 | Kieu Nghi | Deputy General Manager | Bachelor of Business Administration | April 15, 2013 |
| 3 | Vo Thi Hai Yen | Deputy General Manager | Bachelor of Economics | April 28, 2021 |
| 4 | Le Phuoc Quy Chau | Deputy General Manager |  | January 31, 2023 |

1. The Chief Accountant:

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Nguyen Thi Thanh Huyen | June 03, 1980 | Bachelor of Economics | October 09, 2020 |

1. Training on corporate governance:
2. List of affiliated persons of the Company 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 and affiliated 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/Contact address | Time of transaction with the Company | General Mandate/Decision of General Meeting of Shareholders No. or Board Resolution/Board Decision No. (if any) | Content, quantity, total value of transaction | Note |
| 1 | Saigon - Hanoi Securities JSC (SHS) | Major shareholder |  | 1st-5th floor, Unimex Hanoi Building, No. 41 Ngo Quyen Street, Hang Bai Ward, Hoan Kiem District, Ha Noi |  | Board Resolution No. 45/NQ-CTDS-HDQT dated May 23, 2022 | Consulting contract for issuing shares to increase charter capital from owners’ equity and offering additional shares to the public for existing shareholders |  |
| 2 | Construction JSC No. 791 | Have the same Chair of the Board of Directors | Tax code: 2901560610; date of issue: June 29, 2012 | 144 Nguyen Truong To, Dong Vinh Ward, Vinh City, Nghe An Province |  |  | Principal contract on supplying materials; construction materials and machinery for leaseContract on installation for each project |  |
| 3 | 792 Construction Joint Stock Company | Have the same Chair of the Board of Directors | Tax code: 3100927611; Date of issue: June 27, 2012 | No. 122. Huu Nghi street, Nam Ly Ward, Dong Hoi City, Quang Binh Province |  |  | Principal contract on supplying materials; construction materials and machinery for leaseContract on installation for each project |  |
| 4 | 793 Construction Joint Stock Company | Have the same Chair of the Board of Directors | Tax code: 3200545415, Date of issue: July 02, 2012 | No. 292 Le Duan, Dong Le Ward, Dong Ha District, Quang Tri Province.  |  |  | Principal contract on supplying materials; construction materials and machinery for leaseContract on installation for each project |  |
| 5 | 796 Railway Construction Joint Stock Company | Have the same Chair of the Board of Directors | Tax code: 0310998500Date of issue: July 19, 2011 | 249/1 Highway 1A, Group 4, Quarter 2, Tan Thoi Hiep Ward, District 12, HCMC  |  |  | Principal contract on supplying materials; construction materials and machinery for leaseContract on installation for each project |  |
| 6 | Hoang Mai Stone Joint Stock Company | Have the same Chair of the Board of Directors | Tax code: 2901437166; Date of issue: October 20, 2011 | Tan Thanh Block, Quynh Thien Ward, Hoang Mai Town, Nghe An Province |  |  | Principal contract on supplying materials; construction materials and machinery for leaseContract on installation for each project |  |
| 7 | 798 Machanical Excution Construction Joint Stock Company | Chair of the Board of Directors is the Deputy General Manager of the company | Tax code: 0105361194Date of issue: June 14, 2011 | Thang Long Bridge Hamlet, Kim No Commune, Dong Anh District, Hanoi. |  |  | Principal contract on supplying materials; construction materials and machinery for leaseContract on installation for each project |  |
| 8 | 879 Construction Joint Stock Company | Chair of the Board of Directors is the Deputy General Manager of the company | Tax code: 3301357640Date of issue: October 24, 2011 | No. 20 Bao Quoc Street, Phuong Duc Ward, Hue City, Thua Thien-Hue Province |  |  | Principal contract on supplying materials; construction materials and machinery for leaseContract on installation for each project |  |
| 9 | Thanh Nam Investment and Development Joint Stock Company | Have the same member of Board of Directors | Tax code: 0102769588Date of issue: June 06, 2008 | Room 508, Floor 5, Building No. 33 Lang Ha, Thanh Cong Ward, Ba Dinh District, Hanoi |  |  | Office lease contract |  |

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: None.
3. Share transactions of PDMR and affiliated persons of PDMR:
4. Company’s share transaction of PDMR and affiliated persons: None
5. Other significant issues: None