**HD6: Annual Corporate Governance Report 2023**

On January 30, 2024, Hanoi Housing Development and Investment Joint Stock Company No 6 announced Report No. 243/2024/BC-CT6 on corporate governance in 2023 as follows:

* Name of company: Hanoi Housing Development and Investment Joint Stock Company No 6
* Head office address: 6Ath Floor, Diamond Flower Building, No. 48, Le Van Luong Street, Nhan Chinh Ward, Thanh Xuan District, Hanoi
* Tel: 024.62591706 Email: handico6@gmail.com
* Charter capital: VND 151,200,000,000
* Securities code: HD6
* Corporate governance model: The General Meeting, the Board of Directors, the Supervisory Board and the Board of Management
* Internal audit execution: Implemented
1. Activities of the General Meeting:

Information about the meetings and General Mandates/Decisions of the General Meeting (including General Mandates approved by collecting shareholders' ballots):

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting  | Date | Contents |
| 1 | 14/2023/NQ-DHDCD | May 19, 2023 | * Approve the report of the Executive Board on the production and business results in 2022 and the production and business plan for 2023;
* Approve the Report of the Board of Directors in 2022.
* Approve the Report of the Supervisory Board in 2022 and the operational orientation for 2023.
* Approve the Separate and Audited Consolidated Financial Statements;
* Approve the plan on profit distribution and dividend payment in 2022, the expected plan for 2023.
* Approve the selection of an independent audit company to audit the Financial Statements 2023;
* Approve the remuneration for the Board of Directors and the Supervisory Board in 2022 and the plan for 2023.
* Approve the plan to issue shares to the public to existing shareholders in 2023;
* Assign the Board of Directors to selectively admit the opinions of shareholders in the General Meeting and relevant documents, based on the actual status to organize the full implementation of the contents of this General Mandate and at the same time direct the operation of the Company, handle and resolve financial problems under applicable laws and the Charter of the Company.
 |

1. Board of Directors (Report of 2023)
2. Information about members of the Board of Directors

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment/dismissal as member/independent member of the Board of Directors |
| Appointment date | Date of dismissal |
| 1 | Le Quoc Binh | Chair of the Board of Directors | July 2005 - present |  |
| 2 | Be Ngoc Long | Member of the Board of Directors | July 2020 - present |  |
| 3 | Hoang Tuan Anh | Independent member of the Board of Directors | July 2020 - present |  |
| 4 | Vu Tuan Anh | Independent member of the Board of Directors | April 29, 2008 - present |  |
| 5 | Pham Ngoc Chien | Independent member of the Board of Directors | July 2015 - present |  |

1. Board Resolutions/Decisions (Report of 2023):

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Resolution/Decision | Date | Contents |
| 1 | 02/2023/NQ-HDQT | February 24, 2023 | * Agree to fully authorize the Joint Venture Representative, Global Finance Investment Consultancy Joint Stock Company, to implement the project: Bank Hill Social Housing Area - Ha Long City
* Agree to coordinate with Agribank - Thanh Tri Branch to handle project-related issues during the loan process, handling of collateral and other issues that arise (if any).
 |
| 2 | 03/2023/NQ-HDQT | March 09, 2023 | Approve the preparations for the Annual General Meeting 2022: Prepareing documents, finalizing the list of shareholders, expected meeting time and online meeting format. |
| 3 | 05/2023/NQ-HDQT | April 07, 2023 | Approve to extend the time to hold the Annual General Meeting FY 2022 by June 30, 2023 at the latest. |
| 4 | 11/2023/NQ-HDQT | April 28, 2023 | Approve documents for the Annual General Meeting for the fiscal year of 2022 to be convened on May 19, 2023 |
| 5 | 12/2023-QD-HDQT | April 28, 2023 | Mr. Le Quoc Binh - Chair of the Board of Directors of Handico6 stopped holding 50% of the Company's contributed capital, equivalent to VND 40 billion - reaching 20% of the charter capital of Vietpol No.6 Housing Development And Investment Join Stock Company from May 5, 2023. |
| 6 | 13/2023-QD-HDQT | April 28, 2023 | Mr. Dinh Ngoc Linh - Deputy Managing Director of Handico6 will represent 50% of the Company's capital contribution, equivalent to 40 billion VND - reaching 20% of the charter capital of Vietpol No.6 Housing Development And Investment Join Stock Company from May 5, 2023. |
| 7 | 15/2023-QD-HDQT | June 12, 2023 | Approve on carrying out the share issuance plan under the ESOP |
| 8 | 16/2023-QD-HDQT | June 12, 2023 | Approve the standard and list of employees eligible for participating the plan, the principles of determining the number of shares to be distributed to each subject. |
| 9 | 17/2022-QD-HDQT | June 29, 2023 | Approve the adjustment of the list of employees eligible to buy shares issued under the ESOP attached to Board Resolution No. 16/2023/NQ-HDQT dated June 12, 2023 |
| 10 | 18/2023/NQ-HDQT | July 17, 2023 | Pay dividend of 2022 according to the General Mandate No. 14/2023/NQ-DHDCD dated May 19, 2023 |
| 11 | 19/2023/QD-HDQT | July 17, 2023 | Dismiss Mr. Truong Anh Tuan from the position of Head of Project Development Department from June 13, 2023. |
| 12 | 20/2023/QD-HDQT | July 17, 2023 | Appoint Mr. Dang Ba Toan to hold the position of Head of Project Management and Development Department from August 1, 2023 |
| 13 | 21/2023/NQ-HDQT | August 17, 2023 | Approve the results of paying money to buy shares of employees participating in the share issuance under the ESOP and the plan on redistributing shares due to employees not paying to buy shares. |
| 14 | 22/2023/NQ-HDQT | August 28, 2023 | Approve the amendment of the Company's Charter according to the new charter capital, change the Securities Registration Certificate and register additional trading of shares issued under the ESOP |
| 15 | 23/2023/NQ-HDQT | November 23, 2023 | Approve receiving real estate transfer from Land 6 Real Estate Joint Stock Company |
| 16 | 24/2023/NQ-HDQT | November 23, 2023 | Approve increasing the car parking property in the basement of Diamond Flower Tower |

1. Supervisory Board (Report of 2023):

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Nguyen Thi Thu Hien | Chief of the Supervisory Board | July 2015 - present: | Master of Business Administration |
| 2 | Phan Thi Kim Dung | Member of the Supervisory Board | June 2020 - present: | Bachelor in Economics |
| 3 | Pham Anh Tu | Member of the Supervisory Board | July 2010 - present: | Engineer |

1. Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Supervisory Board |
| 1 | Be Ngoc Long - Managing Director | August 24, 1958 | Engineer | October 2016 - present: |
| 2 | Hoang Que Son - Deputy Managing Director | July 31, 1957 | Engineer | January 2008 - present: |
| 3 | Ngo Van Dong - Deputy Managing Director | June 26, 1976 | Bachelor | July 2015 - present: |
| 4 | Dinh Ngoc Linh - Deputy Managing Director | December 04, 1972 | Bachelor | November 2022 - present: |

1. Chief Accountant.

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Duong Thi Thai Huong | November 14, 1963 | Bachelor in Economics | April 2016 - present: |

1. Training on corporate governance
2. List of related person of the public Company and transactions between the related person of the Company with the Company itself
3. Transactions between the Company and related persons of the Company; or between the Company and principal shareholders, PDMR and related persons of PDMR:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | Time of transaction with the Company | General Mandate/Decision of the General Meeting of Shareholder No. or Board Resolution/Board Decision No. (including date of promulgation, if any) | Content, quantity, total value of transaction |
| 1 | Le Quoc Binh | Chair of the Board of Directors, major shareholder | December 2023 (Received monthly) | According to General Mandate No. 14/NQ -DHDCD dated May 19, 2023 on approving the remuneration of the Board of Directors and the Supervisory Board in 2023;Under the labor contract | Receive Salary, bonus, remuneration for 12 months of 2023: VND 600,900,000 |
| 2 | Be Ngoc Long | Managing Director and Member of the Board of Directors | December 2023 (Received monthly) | According to General Mandate No. 14/NQ -DHDCD dated May 19, 2023 on approving the remuneration of the Board of Directors and the Supervisory Board in 2023;Under the labor contract | Receive Salary, bonus, remuneration for 12 months of 2023: VND 494,148,000 |
| In 2023 |  | Receive loan interest from HD6: VND 20,000,000 |
| 3 | Ngo Van Phong | Deputy Managing Director | December 2023 (Received monthly) | Under the labor contract | Receive Salary and bonus for 12 months of 2023: VND 309,665,273  |
| 4 | Hoang Que Son | Deputy Managing Director | December 2023 (Received monthly) | Under the labor contract | Receive Salary and bonus for 12 months of 2023: VND 364,058,000  |
| 5 | Dinh Ngoc Linh | Deputy Managing Director | December 2023 (Received monthly) | Under the labor contract | Receive Salary and bonus for 12 months of 2023: VND 403,500,000 |
| 6 | Vu Tuan Anh | Member of the Board of Directors  | December 2023 (Received monthly) | According to General Mandate No. 14/NQ -DHDCD dated May 19, 2023 on approving the remuneration of the Board of Directors and the Supervisory Board in 2023 | Receive remuneration for 12 months of 2023: VND 31,680,000  |
| 7 | Hoang Tuan Anh | Member of the Board of Directors  | December 2023 (Received monthly) | According to General Mandate No. 14/NQ -DHDCD dated May 19, 2023 on approving the remuneration of the Board of Directors and the Supervisory Board in 2023 | Receive remuneration for 12 months of 2023: VND 31,680,000 |
| 8 | Pham Ngoc Chien | Member of the Board of Directors  | December 2023 (Received monthly) | According to General Mandate No. 14/NQ -DHDCD dated May 19, 2023 on approving the remuneration of the Board of Directors and the Supervisory Board in 2023 | Receive remuneration for 12 months of 2023: VND 31,680,000  |
| 9 | Duong Thi Thai Huong | The Chief Accountant | December 2023 (Received monthly) | Under the labor contract | Receive Salary and bonus for 12 months of 2023: VND 371,576,191  |
| 10 | Nguyen Thi Thu Hien | Chief of the Supervisory Board: | December 2023 (Received monthly) | According to General Mandate No. 14/NQ -DHDCD dated May 19, 2023 on approving the remuneration of the Board of Directors and the Supervisory Board in 2023 | Receive remuneration for 12 months of 2023: VND 25,344,000 |
| 11 | Pham Anh Tu | Member of the Supervisory Board | December 2023 (Received monthly) | According to General Mandate No. 14/NQ -DHDCD dated May 19, 2023 on approving the remuneration of the Board of Directors and the Supervisory Board in 2023Under the labor contract | Receive Salary, bonus, remuneration for 12 months of 2023: VND 274,748,000 |
| 12 | Phan Thi Kim Dung | Member of the Supervisory Board | December 2023 (Received monthly) | According to General Mandate No. 14/NQ -DHDCD dated May 19, 2023 on approving the remuneration of the Board of Directors and the Supervisory Board in 2023Under the labor contract | Receive Salary, bonus, remuneration for 12 months of 2023: VND 180,575,510 |
| 13 | Pham Ngoc Quynh | Shareholder manager | December 2023 (Received monthly) | According to General Mandate No. 14/NQ -DHDCD dated May 19, 2023 on approving the remuneration of the Board of Directors and the Supervisory Board in 2023Under the labor contract | Receive Salary, bonus, remuneration for 12 months of 2023: VND 217,680,000 |
| 14 | Handico 6 Real Estate Transaction Center And Trading Service Joint Stock Company | Subsidiary | In 2023 |  | Service revenue and other items: VND 965,411,090 |
| In 2023 |  | Receivables from customers until December 31, 2023: VND 49,500,000 |
| In 2023 |  | HD6’s collected dividends VND 13,667,777,449 |
| 15 | Ha Long No 6 Housing Development And Investment Joint Stock Company | Subsidiary | In 2023 |  | HD6's collection under the E1 Ha Long construction contract: VND 59,698,851,368  |
| In 2023 |  | HD6’s remaining collection under the construction contract until December 31, 2023: VND 51,924,860  |
| In 2023 |  | HD6’s loan interest payment to Ha Long No 6 Housing Development And Investment Joint Stock Company: VND 731,312,178Loan payment: VND 58,100,000,000 |
| In 2023 |  | Ha Long No 6 Housing Development And Investment Joint Stock Company’s dividend payment to HD6: VND 51,536,118,735 |

1. Transactions between Company’s PDMR, related persons of PDMR and subsidiaries or companies controlled by the Company None
2. Transactions between the Company and other entities:
3. Transactions between the Company and companies that related persons of members of the Board of Directors, members of the Supervisory Board, Managing Director and other managers who are members of the Board of Directors or Managing Director for the past three (03) years (as at the date of reporting):

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Related organization’s name | Relations between PDMR and related organizations | Transactions between HD6 and related organizations in the last 3 years (as of December 31, 2023) |
| 1 |  | Mr. Nguyen Minh Duc - Chair of the Board of Directors | * In 2021: HD6 borrowed VND 10,000,000,000 from Ha Long No 6 Housing Development And Investment Joint Stock Company to supplement loan capital for the construction of Project E1 Ha Long while the two companies have not yet determined the implementation value according to the project's phases.

Interest expense: VND 65,211,233* In 2022: HD6 borrowed VND 51,000,000,000 from Ha Long No 6 Housing Development And Investment Joint Stock Company to supplement loan capital to carry out the construction of Project E1 Ha Long while the two companies have not yet determined the implementation value according to the project's phases.

Interest expense: VND 910,728,767* In 2023: HD6 borrowed VND 17,500,000,000 from Ha Long No 6 Housing Development And Investment Joint Stock Company to supplement loan capital for the construction of Project E1 Ha Long while the two companies have not yet determined the value of implementation according to the phases of the Project: loan repayment, loan interest,...Paid loan by clearing loan amount to debt for DAEl-Ha Long construction: VND 58,100,000,000

Interest expense: VND 113,359,999 |
| 2 | Vietpol No.6 Housing Development And Investment Join Stock Company | Mr. Le Quoc Binh is the Chair of the Board of Directors | In 2022: Contributing capital for business  |

Transactions between Hanoi Housing Development and Investment Joint Stock Company No 6 and Ha Long No 6 Housing Development And Investment Joint Stock Company have been listed in section 2. of this part

1. Transactions between the Company and companies where related persons of members of the Board of Directors, members of the Supervisory Board, Managing Director and other managers who are members of the Board of Directors and Managing Director:

None

1. Other transactions of the Company which can bring material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, Executive Manager and other managers:

None

1. Share transactions of PDMR and related persons of PDMR (Report of 2023):
2. Transaction of PDMR and related persons related to the Company’s shares:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relations with PDMR | Number of shares owned at the beginning of the period | Number of shares owned at the end of the period | Reason for increase, reduce |
| Number of shares | Rate (%) | Number of shares | Rate (%) |
| 1. | Le Quoc Binh | Chair of the Board of Directors  | 3,412,392 | 22.57 | 3,062,392 | 20.25 | Sell shares |
| 2. | Pham Ngoc Chien | Member of the Board of Directors  | 273,368 | 1.81 | 266,468 | 1.76 | Sell shares |
| 3. | Kieu Thi Huong | Mr. Vu Tuan Anh’s wife - Member of the Board of Directors | 27,500 | 0.18 | 17,900 | 0.12 | Sell shares |
| 4. | Be Ngoc Long | Member of the Board of Directors - Managing Director | 131,000 | 0.87 | 180,312 | 1.19 | Buy ESOP shares |
| 5. | Ngo Van Dong | Deputy Managing Director | 0 | 0 | 47,422 | 0.31 | Buy ESOP shares |
| 6. | Hoang Que Son | Deputy Managing Director | 1,355 | 0.01 | 41,476 | 0.27 | Buy ESOP shares |
| 7. | Đinh Ngoc Linh | Deputy Managing Director | 0 | 0 | 47,421 | 0.31 | Buy ESOP shares |
| 8. | Nguyen Thi Thu Hien | Chief of the Supervisory Board  | 25,409 | 0.17 | 53,914 | 0.36 | Buy ESOP shares |
| 9. | Phan Thi Kim Dung | Member of the Supervisory Board  | 10,259 | 0.07 | 18,837 | 0.12 | Buy ESOP shares |
| 10. | Pham Anh Tu | Member of the Supervisory Board  | 4,256 | 0.03 | 17,036 | 0.11 | Buy ESOP shares |
| 11. | Duong Thi Thai Duong | Chief Accountant | 14,200 | 0.09 | 19,725 | 0.13 | Buy ESOP shares |

1. Other significant issues: None