**VCR: Annual Corporate Governance Report 2023**

On January 29, 2024, Vinaconex Investment and Tourism Development Joint Stock Company announced Report No. 21/2024/CV-VITC on corporate governance in 2023 as follows:

* Name of the Company (registered for transaction): Vinaconex Investment and Tourism Development Joint Stock Company.
* Head office address: Floor 12, Vinaconex Building, No. 34 Lang Ha Street, Lang Ha Ward, Dong Da District, Hanoi
* Tel: (84 24) 62511666
* Fax: (84 24) 62816845
* Email: vitc@vinaconexitc com.vn
* Charter capital: VND 2,100 billion
* Securities code: VCR:
* Corporate governance model: The General Meeting, Board of Directors, Supervisory Board and Managing Director.
* Internal audit: Unimplemented.

1. Activities of the General Meeting:

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

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| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting | Date | Contents |
| 1 | 01/2023/NQ-DHDCD | March 27, 2023 | Annual General Mandate 2023 by the Company:   1. Approve Report No. 36/2023/BC-DTKD dated March 02, 2023 by the Executive Board on the production and business results of 2022 and the production and business plan for 2023. 2. Approve Report No. 37/2021/BC-HDQT dated March 02, 2023 by the Board of Directors on evaluating the management of production and business activities in 2022 and a number of key tasks in 2023. 3. Approve Report No. 38/2023/BC-BKS dated March 02, 2023 by the Supervisory Board submitted to the Annual General Meeting 2023. 4. Approve Proposal No. 39/2023/TTr-HDQT dated March 02, 2023 by the Board of Directors on approving the Audited Financial Statements 2022 of the Company. 5. Approve Proposal No. 40/2023/TTr-BKS dated March 02, 2023 by the Supervisory Board on the selection of an independent audit company to audit the Financial Statements 2023 by the Company. 6. Approve Proposal No. 41/2023/TTr-HDQT dated March 02, 2023 by the Board of Directors on the plan for distributing profit after tax in 2023 by the Company. 7. Approve on the Proposal No. 149/2022/TTr-HDQT dated March 7, 2022 by the Board of Directors on the Settlement of remuneration for the Board of Directors and Supervisory Board in 2021 and payment plan for the remuneration of the Board of Directors an Supervisory Board 2022.   8. Approve Proposal No. 43/2023/TTr-HDQT dated March 02, 2023 by the Board of Directors on approving the transaction policy with Vinaconex Corporation and/or member companies of Vietnam Construction and Import-Export Joint Stock Corporation. |

1. Board of Directors (Semi-Annual Report 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 member of the Board of Directors | Qualification |
| 1 | Mr. Dao Ngoc Thanh | Chair | Appointed as a member of the Board of Directors as of March 01, 2019 | Construction Engineer |
| 2 | Mr. Duong Van Mau | Vice Chair | Appointed as a member of the Board of Directors as of June 20, 2017 | Construction Engineer, Master of Business Administration |
| 3 | Mr. Tran Quang Phung | Member | Appointed as a member of the Board of Directors as of November 04, 2019 | Bachelor in Business Administration. |
| 4 | Mr. Nguyen Tuan Hai | Member | Appointed as a member of the Board of Directors as of March 22, 2021 | Bachelor in Economics |
| 5 | Mr. Nguyen Duc Truong | Member | Appointed as a member of the Board of Directors as of March 28, 2022 | Bachelor in Economics |

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

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| No. | Board Resolution | Date | Contents |
| 1 | 01/2023/NQ-HDQT | January 05, 2023 | Approve on changing the audit service provider for the financial statements ending on December 31, 2022 of the Company. |
| 2 | 02/2023/NQ-HDQT | January 16, 2023 | Approve the record date and the organization date of the Annual General Meeting in 2023. |
| 3 | 04/2023/NQ-HDQT | March 02, 2023 | Approve the contents to submit at the Annual General Meeting 2023 |
| 4 | 05/2023/NQ-HDQT | March 10, 2023 | Approve the sale of assets, namely the ground-floor office space, Tower 17T5, Trung Hoa - Nhan Chinh Urban Area, Thanh Xuan District, Hanoi. |
| 5 | 06/2023/NQ-HDQT | June 23, 2023 | Approve an independent audit company to perform review and audit of the Company's financial statements for the year 2023. |
| 6 | 08/2023/NQ-HDQT | September 30, 2023 | Approve the termination and liquidation of the Investment Cooperation Agreement between Vinaconex-ITC Company and Vinaconex Corporation (regarding: Investment cooperation in CT02 subdivision and CT02 subdivision connection infrastructure, Cai Gia Urban Area Project, Cat Ba). |
| 7 | 09/2023/NQ-HDQT | September 30, 2023 | Approve the termination of the contract with Vinaconex Company regarding the general contractorship for design and construction of Building CT02, Cai Gia Tourism Investment Area Project, Cat Ba. |
| 8 | 01A/2023/QD-HDQT | January 03, 2023 | Approve the bidding plan for the package "Construction of fence for Zone A1(BT4)", Cai Gia Urban Area Project, Cat Ba. |
| 9 | 01B/2023/QD-HDQT | January 03, 2023 | Approve the appointment of Contractor to implement the package "Construction of fence for Zone A1(BT4)", Cai Gia Urban Area Project, Cat Ba. |
| 10 | 1/2023/QD-HDQT | January 05, 2023 | Approve Appendix No. 06 to Contract No. 2710/2020/HDXD/VIC-VCG and Appendix No. 05 to Construction Contract No. 1910/2020/HDXD/VITC-VCG. |
| 11 | 01C/2023/QD-HDQT | February 03, 2023 | Approve the bidding plan for the package "Consulting supervision of construction of wastewater treatment station and Incident Lake", Cai Gia Urban Area Project, Cat Ba. |
| 12 | 01D/2023/QD-HDQT | February 09, 2023 | Approve the appointment of Contractor to implement the package "Consulting supervision of construction of wastewater treatment station and Incident Lake", Cai Gia Urban Area Project, Cat Ba. |
| 13 | 04/2023/QD-HDQT | February 23, 2023 | Approve on signing Appendix No. 02 to Construction Contract No. 111 1/2020/HDXD/VITC-CM dated November 11, 2020 and Construction Contract No. 1410/2020/HDXD/VITC-CM dated October 14, 2020. |
| 14 | 3A/2023/QD-HDQT | March 02, 2023 | Approve the bidding plan for the package "Review of Feasibility Study Report, Design Review, and Estimation of Model Villas and Attached Houses for Subzones B1, B2, B3", Cai Gia Urban Area Project, Cat Ba. |
| 15 | 03/2023/Q D-HDQT | March 03, 2023 | Approve the Contractor to implement the package "Review of Feasibility Study Report, Design Review, and Estimation of Model Villas and Attached Houses for Subzones B1, B2, B3", Cai Gia Urban Area Project, Cat Ba. |
| 16 | 3B/2023/QD-HDQT | March 18, 2023 | Approve the Settlement Dossier for the package "Land Survey by GPS Technology" at the project. |
| 17 | 05/2023/QD-HDQT | March 22, 2023 | Establishment of the Shareholder's Eligibility Verification Committee to attend the Annual General Meeting in 2023 by the Company. |
| 18 | 06/2023/QD-HDQT | March 30, 2023 | Approve on signing Supplemental Contract to expand the scope of work of Contract No. 046/2021/HDTV/VITC-DV signed on December 1, 2021. |
| 19 | 07/2023/QD-HDQT | April 25, 2023 | Approve post-basic design, Construction Project, Cai Gia Urban Area Project, Cat Ba. |
| 20 | 7A/2023/QD-HDQT | May 31, 2023 | Approve the bidding plan for the package "Concept design, Design drawing for landscape construction of sidewalks in Subzones A3-A4", Cai Gia Urban Area Project, Cat Ba. |
| 21 | 08/2023/QD-HDQT | June 05, 2023 | Approve the Settlement Dossier for Contract No. 26/2022/HDKT/VITC-VNSTD dated September 8, 2023. |
| 22 | 09/2023/QD-HDQT | June 06, 2023 | Approve the appointment of Contractor to implement the package "Concept design and design drawing for landscape construction of common areas, sidewalks in Subzones A3-A4 and commercial land, design of BT4 fence close to fire protection land, design of connection between low-rise subzone A3-A4 with common system of the Project, concept design of landscape in areas with different elevations of Subzones B1-B3 with existing Road 356". |
| 23 | 10/2023/QD-HDQT | June 09, 2023 | Approve additional bidding plan for the package 'Preparation of detailed adjustment dossier 1/500', Cai Gia Tourism Urban Area Project, Cat Ba. |
| 24 | 11/2023/QD-HDQT | June 13, 2023 | Approve the appointment of Contractor to implement the package 'Preparation of detailed adjustment dossier 1/500', Cai Gia Tourism Urban Area Project, Cat Ba. |
| 25 | 12/2023/QD-HDQT | July 04, 2023 | Approve the settlement for the package 'Quality evaluation and assessment of current status phase 1', Cai Gia Tourism Investment Area Project, Cat Ba. |
| 26 | 14/2023/QD-HDQT | July 31, 2023 | Approve settlement for the package 'Preparation of feasibility study report and design drawing for construction of model villas in Zone A1(BT4)', Cai Gia Tourism Investment Area Project, Cat Ba. |
| 27 | 15/2023/QD-HDQT | August 08, 2023 | Approve selection of Contractor 'Preparation of project proposal for closing mines and seeking approval for closing mineral mining operations for reclamation at the sand mine east of Lach Huyen Gate, Phu Long Commune, Cat Hai District, Hai Phong City'. |
| 28 | 16/2023/QD-HDQT | August 08, 2023 | Approve asset liquidation, damaged and unused equipment and tools. |
| 29 | 17/2023/QD-HDQT | September 30, 2023 | Approve the termination of the contract with Vinaconex Company regarding the general contractorship for design and construction of Building CT02, Cai Gia Tourism Investment Area Project, Cat Ba. |
| 30 | 18/2023/QD-HDQT | October 06, 2023 | Approve the Contractor 'Preparation of current status map, cross-sectional drawing of lot 37 and 1C area', Cai Gia Tourism Investment Area Project, Cat Ba. |
| 31 | 19/2023/QD-HDQT | October 12, 2023 | Approve on signing appendix to supplemental contract scope of work of Contract No. 43/2021/HDTV/VITC-DV dated November 11, 2021. |
| 32 | 20/2023/QD-HDQT | December 01, 2023 | Approve the settlement dossier for Contract No. 2611/2022/HDTV/VITC-UCS dated November 26, 2022. |
| 33 | 21/2023/QD-HDQT | December 05, 2023 | Approve on the bidding plan for the package 'Concept design, design drawing for internal embankment landscape', Cai Gia Tourism Investment Area Project, Cat Ba. |
| 34 | 22/2023/QD-HDQT | December 06, 2023 | Approve the appointment of Contractor 'Concept design, design drawing for internal embankment landscape', Cai Gia Tourism Investment Area Project, Cat Ba. |
| 35 | 23/2023/QD-HDQT | December 14, 2023 | Approve on the bidding plan for the package 'Survey of roads T4.5, T6.15, T6.16 (additional) and geological survey of coastal embankment (additional)', Cai Gia Tourism Investment Area Project, Cat Ba. |
| 36 | 24/2023/QD-HDQT | December 18, 2023 | Approve on the selection of Contractor to implement the package 'Survey of roads T4.5, T6.15, T6.16 (additional) and geological survey of coastal embankment (additional)', Cai Gia Tourism Investment Area Project, Cat Ba. |
| 37 | 25/2023/QD-HDQT | December 18, 2023 | Approve on the appendix to Contract No. 07: Supplementing the scope of work of Contract No. 43/2021/HDTV/VITC-DV dated November 11, 2021. |

1. Supervisory Board (Corporate Governance Report 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 | Vu Van Manh | Chief | Date of appointment as Supervisor: March 01, 2019 | Economic Engineer, Bachelor in Accounting, Master of Business Administration |
| 2 | Vu Manh Hung | Supervisor | Date of appointment as Supervisor: March 22, 2021 | Master of Economics in Banking - Finance, International Master of Regional Integration, Bachelor in Law |
| 3 | Vu Thai Duong | Supervisor | Date of appointment as Supervisor: March 22, 2021 | Bachelor in Economics |

1. Executive Board of the Company

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| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment as members of the Executive Board |
| 1 | Le Van Huy - Managing Director | March 24, 1971 | Bachelor in Economics, Master of Economics, Doctor of Philosophy in Political Economy | March 22, 2018 |
| 2 | Nguyen Dac Truong | February 14, 1983 | Master of Economics, Bachelor in Finance and Accounting | November 01, 2021 |
| 3 | Nguyen Trung Vu | December 29, 1965 | Civil and Industrial Construction Engineer, Bachelor in Economics, Mechanical Engineer | November 01, 2021 |

1. The Chief Accountant:

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| --- | --- | --- | --- | --- |
| No. | The Chief Accountant | Date of birth | Qualification | Date of appointment as the Chief Accountant: |
| 1 | Nguyen Doan Dung | January 20, 1977 | Bachelor in Accounting, Master of Accounting | May 07, 2018 |

1. Training on corporate governance
2. List of related persons of the listed company as prescribed in Clause 34, Article 6 of the Law on Securities (Semi-annual report 2023) and transactions between related persons of the Company and the Company itself
3. Transactions between the Company and related persons of the Company, or between the Company and principal shareholders, PDMR, or related persons of PDMR:

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| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Related relations with the Company | NSH No. , Date of issue, Place of issue | Head office address/Contact address | Time of transaction with the Company | Approved General Mandate or Resolution/ Decision No. approved by the General Meeting/ Board of Directors (if any, specifying date of issue) | Contents quantity, total value of transaction | Note |
| 1 | Vietnam Construction and Import-Export Joint Stock Corporation | As the holding company since March 31, 2022. | 0100105616 | Vinaconex Building, No. 34 Lang Ha Street, Lang Ha Ward, Dong Da District, Hanoi City | From January 1, 2023, to December 31, 2023 | Annual General Mandate No. 01/2023/NQ-DHDCD dated March 27, 2023 by the Company. | 1. Volume of completed construction works under the Cai Gia Cat Ba Tourism Urban Area Project: VND 508,570,435,546 2. Service usage expenses: VND 2,324,211,045   Total: VND 510,894,646,591 |  |
| 2 | Vinaconex Construction One Member Company Limited | A subsidiary of Vietnam Construction and Import-Export Joint Stock Corporation | 0107926315 | Vinaconex Building, No. 34 Lang Ha Street, Lang Ha Ward, Dong Da District, Hanoi City | From January 1, 2023, to December 31, 2023 | Annual General Mandate No. 01/2023/NQ-DHDCD dated March 27, 2023 by the Company. | Volume of completed construction works under Cai Gia Cat Ba Tourism Urban Area Project: VND 88,056,615,582 |  |
| 3 | Vinaconex Construction Consulting Joint Stock Company (Vinaconsult) | A joint venture of VCG major shareholder, related party of PDMR | 0101445446 | Floor 4+5, House D9, Khuat Duy Tien Street, Thanh Xuan Bac Ward, Thanh Xuan District, Hanoi City | From January 1, 2023, to December 31, 2023 | Annual General Mandate No. 01/2023/NQ-DHDCD dated March 27, 2023 by the Company. | Volume of completed construction works under the Cai Gia Cat Ba Tourism Urban Area Project: VND 1,441,667,448 |  |

1. Transactions between PDMR of the listed company, related persons of PDMR and subsidiaries or companies controlled by the listed company: None.
2. Transactions between the Company and other entities: None.
   1. Transactions between the Company and the companies in which members of the Board of Directors, members of the Supervisory Board or Executive Manager (Managing Director) have been founding members or members of the Board of Directors and Executive Manager (Managing Director) for the past three (03) years (calculated at the time of reporting): None.
   2. Transactions between the Company and the companies that related persons of members of the Board of Directors, members of the Supervisory Board and Executive Manager (Managing Director) who are members of the Board of Directors and Executive Manager (Managing Director): None.
   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 Executive Manager (Managing Director). None.
3. Share transactions of PDMR and related persons of PDMR (Annual Report 2023):
4. Transactions of PDMR and related persons of PDMR for shares of listed companies

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| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relations with PMDR | Number of shares owned at the beginning of the period | | Number of shares owned at the end of the period | | Reasons for increase or decrease (buy, sell, convert, reward, ...) |
|  |  |  | Number of shares | Rate | Number of shares | Rate |
| 1 | None |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |