**BII: Annual Corporate Governance Report 2023**

On January 30, 2024, Bao Thu Industrial Development and Investment Joint Stock Company announced Report No. 01/2024/BII/HDQT-BC as follows:

* Name of company: Bao Thu Industrial Development and Investment Joint Stock Company
* Head office address: Lot DH-DV, Street No. 1, Tan Binh Industrial Cluster 1, Tan Binh Commune, Lagi Town, Binh Thuan Province
* Tel: - Fax: Email: [bidico.info@gmail.com](mailto:bidico.info@gmail.com)
* Charter capital: VND 576,800,000,000
* Securities code: BII
* Corporate Governance Model:

The General Meeting of Shareholders, the Board of Directors, the General Manager, the Audit Committee

Implementation of internal audit: Executed.

1. Activities of the General Meeting of Shareholders:

Information about meetings and General Mandates/Decisions of the General Meeting of Shareholders (including General Mandates approved by collecting opinions via a ballot)

At the time of preparing the Company's Corporate Governance Report, the Company has not yet held its Annual General Meeting of Shareholders.

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

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| 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 | | Note |
| Appointment date | Dismissal date |
| 1 | Mr. Ngo Huu Nghia | Chair of the Board of Directors | September 12, 2022 |  |  |
| 2 | Mr. Ha Phuong Bac | Member of the Board of Directors | September 12, 2022 |  |  |
| 3 | Mr. Duong Hung Bien | Member of the Board of Directors | September 12, 2022 |  |  |
| 4 | Mr. Nguyen Phuoc Du Phong | Independent member of the Board of Directors | September 12, 2022 |  |  |

1. Board Resolutions/Board Decisions (Report of 2022):

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Resolution/Decision No. | Date | Content |
| 1 | 19/2023/BII/HDQT-NQ | April 24, 2023 | Approve the extension of the time for organizing the Company's Annual General Meeting of Shareholders in 2023 |
| 2 | 23/2023/BII/HDQT-NQ | May 04, 2023 | Approve the extension of the time for organizing the Company's Annual General Meeting of Shareholders in 2023, the 2nd time |
| 3 | 28/2023/BII/HDQT-NQ | May 29, 2023 | Approve the dismissal and appointment of the person in charge of Corporate Governance -cum- Secretariat of the Board of Directors of the Company |
| 4 | 31/2023/BII/HDQT-NQ | May 31, 2023 | Approve the dismissal of the Deputy General Manager in charge of business |
| 5 | 32/2023/BII/HDQT-NQ | October 17, 2023 | Approve the company's development direction in the coming period |
| 6 | 33/2023/BII/HDQT-NQ | December 21, 2023 | Approve the dismissal of Mr. Duong Hung Bien and the appointment of Mr. Tran Duy Hung to the position of General Manager of the Company |
| 7 | 34/2023/BII/HDQT-NQ | December 29, 2023 | Approve the election of Mr. Duong Hung Bien as Chair of the Board of Directors to replace Mr. Ngo Huu Nghia for the remaining term of 2022-2026 |

1. The Audit Committee (Annual report 2023)
2. Information about members of the Audit Committee:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| 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. Nguyen Phuoc Du Phong | Chair of the Audit Committee | Appointed on: September 14, 2022 | Bachelor of Economics |

1. The Executive Board (Annual Report 2023):

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as the member of the Executive Board |
| 1 | Mr. Duong Hung Bien | March 11, 1974 | Architect | Appointed as the General Manager on December 08, 2022; Dismissed on December 21, 2023 |
| 2 | Mr. Tran Duy Hung | December 27, 1976 |  | Appointed as General Manager on December 21, 2023 |
| 2 | Mr. Lu Trong Kien | March 11, 1975 | Construction Engineer | Appointed as the Deputy General Manager on December 14, 2022; Dismissed on May 31, 2023 |
| 3 | Mr. Ha Phuong Bac | May 18, 1976 | Bachelor of Mathematics - Information - Economics | Appointed as the Deputy General Manager on December 14, 2022; |

1. Chief Accountant.

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Full name | Date of birth | Qualification: | Date of appointment /dismissal |
| 1 | Ms. Mai Thi Kim Phuong | October 27, 1986 | Bachelor of Accounting | Appointed on  April 04, 2022 |

1. Training on corporate governance
2. List of affiliated persons of the public company (report of 2023) and transactions between the affiliated persons of the Company with the Corporation 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

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | NSH\* No., Date of issue and Place of issue of NSH | Headquarters address/Contact address | Time of transaction with the Company | General Mandate/Decision of the General Meeting of Shareholder No. or Board Resolution/Decision approved No. (including date of promulgation, if any) | Content, quantity, total value of transaction | Note |
| 1 | Louis Mega Tower Joint Stock Company | Subsidiary | 0316962331, January 12, 2023, Department of Planning and Investment of Ho Chi Minh City | No. 136A, Phan Van Hon, Hamlet 7, Xuan Thoi Thuong Commune, Hoc Mon District, Ho Chi Minh City | Date  January 18, 2023 |  | BII lends money: VND 3,000,000 |  |
| 2 | My Tan Investment Limited Liability Company | Subsidiary | 3501542880, January 31, 2023, Department of Planning and Investment of Ba Ria - Vung Tau Province | No. 11F Lac Long Quan, Ward 2, Vung Tau City, Ba Ria - Vung Tau Province | Date  January 18, 2023 |  | BII lends money: VND 3,000,000 |  |
| 3 | Toccoo Vietnam Limited Liability Company | Subsidiary | 1100481429, August 10, 2022, Department of Planning and Investment of Ho Chi Minh City | No. 14 Nguyen Van Vinh Street, Ward 4, Tan Binh District, Ho Chi Minh City. | Date  January 18, 2023 |  | BII lends money: VND 4,000,000 |  |

Notes: NSH Number\*: ID Card/Passport No. (for individuals) or Business Registration Certificate No., License on Operations No. or equivalent legal documents (for institutions)

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
   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). None
   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). 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 the Manager (General Manager) and other managers. None
3. Share transactions of PDMR and affiliated persons of PDMR (Report of 2023)
4. Transaction of PDMR and affiliated persons related to the Company’s shares: None
5. Other significant issues