**XMD: Annual Corporate Governance Report 2023**

On January 31, 2024, Xuan Mai - Dao Tu JSC announced Report No. 01/2024/BC/XMD-QTTH on the corporate governance in 2023 as follows:

* Name of company: Xuan Mai - Dao Tu JSC
* Head office address: Be Tong Street, Dao Tu, Tam Duong, Vinh Phuc, Vietnam
* Tel: 02113 615 457 Fax: 0211 3 895 574
* Charter capital: VND 40,000,000,000
* Securities code: XMD
* Corporate governance model:

The General Meeting, the Board of Directors, Supervisory Board and Executive Board

* Internal audit: Unimplemented.
1. Activities of the General Meeting:

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| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting  | Date | Contents for approval |
| 01 | 01/2023/NQ/XMD-DHDCD | April 12, 2023 | Annual General Meeting 2023 |

1. The Board of Directors
2. Information about members of the Board of Directors in the term 2023-2028:

|  |  |  |  |
| --- | --- | --- | --- |
| 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 | Mr. Nguyen Cao Thang | Chair of the Board of Directors | April 12, 2023 |  |
| 2 | Mr. Duong Anh Tuan | Member of the Board of Directors | April 12, 2023 |  |
| 3 | Mr. Tran Thanh Hai | Member of the Board of Directors | April 12, 2023 |  |

1. Board Resolutions/Board Decisions:

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| --- | --- | --- | --- |
| No. | Resolution/Decision | Date | Contents |
| 1 | 02/2023/NQ-HDQT | February 08, 2023 | Meeting of the Board of Directors in Q1/2023 |
| 2 | 05/2023/NQ-HDQT | May 15, 2023 | Implement the Annual General Mandate 2023 |
| 3 | 05092023/NQ-HDQT | November 30, 2023 | Meeting on approving borrowing from the Joint Stock Commercial Bank for Foreign Trade of Vietnam - Vinh Phuc Branch |
| 4 | 12/2023/NQ/XMD-HDQT | December 25, 2023 | Collect shareholders’ ballots on the change of the audit company for the Financial Statements 2023. |

1. Supervisory Board;
2. Information about members of the Supervisory Board (2023-2028 term)

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board/the Audit Committee | Position | Date of appointment as member of the Supervisory Board. | Qualification |
| 1 | Ms. Vu Thi Nga | Chief of the Supervisory Board | April 12, 2023 | Specialist in Financial Planning Department of XMC |
| 2 | Mr. Nguyen Duc Thao | Member of the Supervisory Board | April 12, 2023 | Deputy Head of the Internal Audit Committee of XMC |

1. Executive Board.

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Position | Date of birth | Qualificationtion | Date of re-appointment |
| 1 | Mr. Tran Thanh Hai | Company’s Managing DirectorVan Cat Construction Company Limited | September 23, 1978 | Bachelor in Economics | June 12, 2023 |
| 2 | Mr. Tran Duy Tinh | Deputy Managing Director of the Company | August 15, 1983 | Construction Engineer | May 07, 2023 |

1. Chief Accountant:

V.1: Dismiss the Chief Accountant

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Full name | Position | Date of birth | Qualification | Date of dismissal |
| 1 | Ms. Nguyen Ngoc Phuong | Chief Accountant | November 20, 1980 | Bachelor in Economics | June 17, 2023 |

Appointment of person in charge of Accountant

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Full name | Position | Date of birth | Qualification | Appointment date |
| 1 | Ms. Do Thi Van | Person in charge of the Company’s accounting | October 21, 1984 | Bachelor of Accounting | June 17, 2023 |

Termination of duties for person in charge of Accountant

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| --- | --- | --- | --- | --- | --- |
| No. | Full name | Position | Date of birth | Qualification | Date of dismissal |
| 1 | Ms. Do Thi Van | Person in charge of the Company’s accounting | October 21, 1984 | Bachelor of Accounting | August 15, 2023 |

V.4 Appointment of Chief Accountant

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| --- | --- | --- | --- | --- | --- |
| No. | Full name | Position | Date of birth | Qualification | Appointment date |
| 1 | Ms. Le Thi Linh | Chief Accountant | August 25, 1984 | Bachelor of Accounting | August 15, 2023 |

1. Training on corporate governance
2. List of related persons of the public company (report of 2023) and transactions between the related persons of the Company with the Corporation 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: None
4. Transactions between the Company’s PDMR, related persons of PDMR and subsidiaries or companies controlled by the Company: None
5. Transactions between the Company and other entities
	1. Transactions between the Company and companies where members of the Board of Directors, members of the Supervisory Board, Executive Manager (Managing Director) and other managers have been founding members or members of the Board of Directors and Executive Manager (Managing Director) for the past three (03) years (as at the date of reporting): None.
	2. Transactions between the Company and the companies where the related persons of members of the Board of Directors, members of the Supervisory Board, Executive Manager (Managing Director) and other managers 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, Executive Manager (Managing Director), and other managers: None.
6. Share transactions of PDMR and related persons of PDMR

2.. Company’s share transaction of the Company's PDMR and related persons: none

1. Other significant issues: None.