**C69: Annual Corporate Governance Report 2023**

On January 30, 2024, 1369 Construction Joint Stock Company announced Report No. 01/2024/C69-BCQT on the corporate governance 2023 as follows:

* Name of company: 1369 Construction Joint Stock Company.
* Head office address: No. 37, 38, Da Tuong Street, Le Thanh Nghi District, Hai Duong City, Hai Duong Province
* Tel: 0220.3891.898 - Email: cpxdl369@1369.vn
* Charter capital: VND 617,999,720,000
* Securities code: C69.
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager.
* Internal audit execution: Unimplemented.

1. Activities of the General Meeting of Shareholders:

1369 Construction Joint Stock Company organized the Annual General Meeting of Shareholders 2023 on June 24, 2023. Based on the reports, proposals and discussion process, the General Meeting of Shareholders approved the following main contents:

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| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | 01/2023/NQ-DHDCD.C69 | June 24, 2023 | Annual General Mandate 2023 with the following approved contents:  1 Report of the Board of Directors in 2022 and the plan and orientation for 2023;  2 Report of the Board of Managers on production and business results in 2022 and production and business plan for 2023;  3 Report of the Supervisory Board in 2022 and the operational plan for 2023;  4 Approve the consolidated financial statements and comprehensive financial statements for 2022 audited by the branch of Auditing And Consuting Co.,LTD in Hanoi.  5 Approve the profit distribution plan in 2022 and finalizing the salary and remuneration of the Board of Directors and the Supervisory Board in 2022.  6 Approve the Business Plan 2023 and the expected salary, remuneration and bonus of the Board of Directors and the Supervisory Board in 2023.  7 Approve the proposed list of selecting an audit company for 2023  8 Approve the dismissal and the election of additional members of the Board of Directors, Supervisory Board;  8.1 Approve the dismissal of the following members due to their resignation letters:  - Dismiss Ms. Dao Thi Dam from a member of the Board of Directors from June 24, 2023;  - Dismiss Ms. Vu Thi Tham from Head of Supervisory Board from June 24, 2023  8.2 Approve the results of electing members of the Board of Directors and the Supervisory Board of 1369 Construction Joint Stock Company  - Ms. Vu Thi Thu Hien is member of the Board of the Board of Directors of 1369 Construction Joint Stock Company for the term 2019-2024  - Ms Lai Thi Ly is member of the Supervisory Board of 1369 Construction Joint Stock Company for the term 2019-2024  9 Approve the Report on the results of the charter capital increase issuance 2022 and adjust the plan to use the capital obtained from the private issuance of shares in 2021. |

1. The Board of Directors.
2. Information about members of the Board of Directors:

The Annual General Meeting of Shareholders on June 24, 2023 approved the dismissal of Ms. Dao Thi Dam from a member of the Board of Directors and the additional election of Ms. Vu Thi Thu Hien as a member of the Board of Directors for the term 2019 -2024.

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| No. | Member of the Board of Directors | Position | Date of appointment/dismissal as member/independent member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Le Minh Tan | Chair of the Board of Directors | August 15, 2003 |  |
| 2 | Dao Thi Dam | Member of the Board of Directors | June 16, 2016 | June 24, 2023 |
| 3 | Le Tuan Nghia | Member of the Board of Directors | April 26, 2019 |  |
| 4 | Tieu Thi Bach Duong | Member of the Board of Directors | April 15, 2021 |  |
| 5 | Vu Le Hoa | Independent member of the Board of Directors | March 15, 2022 |  |
| 6 | Vo Thi Thu Hien | Member of the Board of Directors | June 24, 2023 |  |

2 Board Resolutions/Board Decisions in 2023:

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| No. | Resolution/Decision No. | Date | Content |
| 1 | 01/2023/NQ-HDQT | March 6, 2023 | Resolution on approving transactions between the Company and related parties arising in 2023. |
| 2 | 02/2023/NQ-HDQT | March 21, 2023 | Resolution on approving the extension of time for the organization of Annual General Meeting of Shareholders 2023 |
| 3 | 03/2023/NQ-HDQT | March 21, 2023 | Resolution on approving to withdrawal dossier for registration of share offering to the public |
| 4 | 04/2023/NQ-HDQT | April 3, 2023 | Resolution on the implementation of the plan to issue to increase charter capital approved by the Annual General Meeting of Shareholders. |
| 5 | 05/2023/NQ-HDQT | April 24, 2023 | Resolution on adjusting the plan to issue to increase charter capital approved by the Annual General Meeting of Shareholders. |
| 6 | 06/2023/NQ-HDQT | May 4, 2023 | Resolution on approving to convene for the Annual General Meeting of Shareholders 2023 of the Company |
| 7 | 07/2023/NQ-HDQT | June 19, 2023 | Resolution on approving the increase in charter capital, amendment to the Company's Charter, registration of listing shares and additional depository of shares |
| 8 | 08/2023/NQ-HDQT | June 29, 2023 | Resolution on approving a capital use plan detailing the amount from the private offering 2021 approved by Annual General Meeting of Shareholders 2023. |
| 9 | 09/2023/NQ-HDQT | September 20, 2023 | Resolution on approving investment capital contribution to establish enterprises to implement the project "Group 4 New Urban Area, Nghia Duc Ward, Gia Nghia City, Dak Nong Province". |
| 10 | 10/2023/NQ-HDQT | October 2, 2023 | Resolution on dismissing the position of the person in charge of corporate governance of 1369 Construction Joint Stock Company |
| 11 | 11/2023/NQ-HDQT | October 10, 2023 | Resolution on change of Representative of Management of Capital Contribution at Hai Duong Agricultural Electricty Mechanic Joint Stock Company. |

1. The Supervisory Board in 2023:
2. Information about members of the Supervisory Board:

The Annual General Meeting of Shareholders 2023 on June 24, 2023 approved the dismissal of the Chief of the Supervisory Board for Ms. Vu Thi Tham and the election of additional member of the Supervisory Board for the term 2019 - 2024. Accordingly, the Supervisory Board met and elected Ms. Lai Thi Ly to be the Chief of the Supervisory Board from June 28, 2023.

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| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | | Qualification |
| Date of appointment | Dismissal date |
| 1 | Vu Thi Tham | Chief of the Supervisory Board | April 15, 2021 | June 24, 2023 | Bachelor of Corporate Finance  Accountant |
| 2 | Lai Thi Ly | Chief of the Supervisory Board | June 28, 2023 |  | Bachelor of Corporate Finance  Accountant |
| 3 | Pham Thi Doan | Member of the Supervisory Board | January 2, 2015 |  | Bachelor of Finance and Accounting |
| 4 | Nguyen Thi Hong Nhung | Member of the Supervisory Board | March 15, 2022 |  | Bachelor of Finance - Accounting |

1. The Executive Board

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| No. | Member of Executive Board | Position | Date of birth | Qualification | Date of appointment |
| 1 | Le Tuan Nghia | General Manager | June 1, 1995 | Bachelor of Marketing -  University of Technology Sydney | March 15, 2019 |
| 2 | Pham Tien Quynh | Deputy General Manager | February 11, 1972 | Construction Engineer | April 1, 2020 |
| 3 | Nguyen Thi Thuy | Deputy General Manager | January 30, 1985 | Bachelor of Economics | September 15, 2018 |
| 4 | Pham Van Tung | Deputy General Manager | May 11, 1983 | Construction Engineer | October 1, 2021 |

1. The Chief Accountant:

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| --- | --- | --- | --- | --- | --- |
| No. | Full name | Position | Date of birth | Qualification | Date of appointment |
| 1 | Tran Thi Tuyet | The Chief Accountant | November 4, 1986 | Bachelor of Economics | June 15, 2019 |

1. Training on corporate governance
2. List of affiliated persons of the public company (annual report 2023) and transactions between the affiliated persons of the Company with the Company itself:
3. Transactions between the Company and affiliated persons of the Company, or between the Company and major shareholders, PDMR, or 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 the General Meeting of Shareholder or Board Resolution/Decision No. | Transactions | | Note |
| Content | Total transaction value (VND million) |  |
| 1 | Nam Phuong Investment and Trading Company Limited | Strategic major shareholder |  | Km 7, Mai Son Industrial Cluster, Mai Son Commune, Yen Mo District, Ninh Binh Province | In 2023 | Resolution No. 01/2023/NQ-HĐQT dated March 06, 2023 on approving transactions with affiliated parties | Revenue from the supply of building materials | 14,340 |  |
| 2 | Toan Thang Company Limited | Subsidiary |  | No. 245A, Nguyen Luong Bang Street, Thanh Binh Ward, Hai Duong City, Hai Duong Province | In 2023 | Resolution No. 01/2023/NQ-HĐQT dated March 06, 2023 on approving transactions with affiliated parties | The expense of buying cars, repairing cars, Revenue from providing space rental services | 3,038.9 |  |
| 3 | Dong A Consulting and Construction Company Limited | Subsidiary |  | No. 50 Hoang Ngan Street, Ninh Xa Ward, Bac Ninh City, Bac Ninh Province | In 2023 | Resolution No. 01/2023/NQ-HDQTdated March 06, 2023 on approving transactions with affiliated parties | Revenue from Machinery Rental Service | 134 |  |
| 4 | Hai Duong Agriculture Electricity Mechanic Joint Stock Company | Joint venture |  | No. 95, Nguyen Luong Bang Street, Pham Ngu Lao Ward, Hai Duong City, Hai Duong Province | In 2023 | Resolution No. 01/2023/NQ-HĐQT dated March 06, 2023 on approving transactions with affiliated parties | Revenue from supplying building materials, Loans, Warehouse rental costs | 46,604 |  |
| 5 | Công ty cổ phần Gạch Giếng Đáy Quảng Ninh (tentatively translated as Quang Ninh Gieng Day Brick Joint Stock Company) | Joint venture |  | Gieng Day Ward, Ha Long City, Quang Ninh Province | In 2023 | Resolution No. 01/2023/NQ-HDQT dated March 06, 2023 on approving transactions with affiliated parties | Expense of purchasing building materials, Loans, Construction revenue | 12,655 |  |
| 6 | Công ty cổ phần thực hiện dự án khu đô thị mới tổ 4 phường Nghĩa Đức (tentatively translated as Joint Stock Company implements the project of new urban area group 4 Nghia Duc ward) | Subsidiary |  | 4th Street, Nghia Duc Ward, Gia Nghia City, Dak Nong Province. |  |  | Capital contribution to subsidiaries to pay project costs | 69,362 |  |

1. Transactions between Company’s PDMR, affiliated persons of PDMR with subsidiaries and companies controlled by the Company. None
2. Transactions between the Company and other entities:
   1. Transactions between the Company and the companies that members of the Board of Directors, members of the Supervisory Board, the General Manager and other managers have been founding members or members of the Board of Directors, the Executive General Manager for the past three (03) years (as at the time of reporting):

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| No. | Company name: | NSH\* No., date of issue, place of issue | Affiliated person | Position of affiliated person at the Company | Head office address: | Time of transaction | Note |
| 1 | Công ty TNHH Hoá dầu T&T Hải Dương (tentatively translated as T&T Hai Duong Petrochemical Company Limited) |  | Mr. Le Minh Tan  Chair of the Board of Directors | Chair of the Board of Members | No. 174 Truong Chinh Street, Tan Binh Ward, Hai Duong City | 2021- 2023 | Purchase cars |
| 2 | Luong Dien - Ngoc Lien Industrial Park Joint Stock Company |  | Mr. Le Tuan Nghia - Member of the Board of Directors | Chair of the Board of Directors | No. 95, Nguyen Luong Bang Street, Pham Ngu Lao Ward, Hai Duong City, Hai Duong Province | In 2021  2022 | C69 provides clinker, industrial park project consulting services |
| 3 | Công ty Cổ phần Gốm Sứ Chu Đậu Hải Dương (tentatively translated as Chu Dau Hai Duong Ceramics Joint Stock Company) |  | Ms. Vu Le Hoa - Independent member of the Board of Directors | Member of the Board of Directors | Chu Dau Village, Thai Tan Commune, Nam Sach District, Hai Duong Province | In 2023 | C69 sells goods and building materials. |
| 4 | Tan Thanh Company Limited |  | Ms. Pham Thi The - Person in charge of governance (Dismissed on October 02, 2023) | Chair of the Board of Members | Ngo Quyen Street, Cam Thuong Ward, Hai Duong City, Hai Duong Province, Vietnam | In 2023 | C69 imports goods of Tan Thanh Company Limited |

VIII. Share transactions of PDMR and affiliated persons of PDMR (Annual Report 2023)

1 Company’s share transaction of PDMR and affiliated persons.

IX. Other significant issues