**CII120018: Annual Corporate Governance Report 2023**

On January 30, 2024, Ho Chi Minh City Infrastructure Investment Joint Stock Company announced Report No. 94/2024/BC-HDQT-CII on the Annual Corporate Governance in 2023 as follows:

Name of listed company: Ho Chi Minh City Infrastructure Investment Joint Stock Company (Securities Code: CII)

Head office: 12th Floor, No. 152 Dien Bien Phu, Ward 25, Binh Thanh District, Ho Chi Minh City

Tel/Fax: (84.28) 36 221 025 / (84.28) 36 367 100

Charter capital: VND 3,183,648,130,000

Securities Code: CII

Corporate governance model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the General Manager/Manager

Implementation of internal audit function: Implemented

1. Activities of the General Meeting of Shareholders:

Information about the meetings and General Mandates (including General Mandates approved by collecting shareholders' opinions via a ballot) from January 01 2023 to December 31, 2023:

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| --- | --- | --- | --- |
| No. | General Mandate No. | Date | Content |
| 01 | 48/NQ-DHDCD | May 24, 2023 | 1. Approve the Regulations on organizing the Annual General Meeting of Shareholders 2022 of Ho Chi Minh City Infrastructure Investment Joint Stock Company (The Company/CII).
2. Approve the Company's Financial Statement 2022 audited by International Auditing Company Limited, signed on March 27, 2023.
3. Approve the summary report on the business activities in 2022 and the plan for 2023.
4. Approve the Board of Directors' Report on the management and operation in 2022 and operational orientation for 2023; Evaluation report of independent Board members in 2022; Report of the Supervisory Board on the results of monitoring the Company's activities in 2022 and Report on the management situation of listed companies in 2022.
5. Approve the Distribution of profit after tax in 2022 and the Distribution Plan of profit after tax for 2023.
6. Approve the selection of International Auditing Company Limited (ICPA), the only member in Vietnam of AGN INTERNATIONAL, as the audit unit for the Company’s Financial Statements 2023.
7. Approve the depository and listing of bonds that CII will issue to the public according to the issuance plan under the authority of the Board of Directors.
8. Approve the plan on share issuance to increase share capital from the source of owners’ equity.
9. Approve contents related to the temporary suspension of conversion of CII42013 Bonds into shares in Phase 5 on May 4, 2023 according to the CII42013 Bond issuance plan in General Mandate No. 44/NQ-DHDCD dated June 02, 2020.
10. Approve the plans on convertible bonds offering to the public for 02 bond packages:
* Package 1: Issue convertible bonds to the public with a total par value of VND 2,840,195,100,000.
* Package 2: Issue convertible bonds to the public with a total par value of VND 1,659,804,800,000.
1. Approve the conversion price adjustment for CII42013 convertible bonds from Phase 6 onwards to VND 10,000/common share.
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| 02 | 49/NQ-DHDCD | October 17, 2023 | 1. Approve the Regulations on organizing the Extraordinary General Meeting of Shareholders 2023 (2nd time) of Ho Chi Minh City Infrastructure Investment Joint Stock Company.
2. Approve the adjustment of the Company’s business lines (Details: Industry code 6810 after adjustment: Trading of real estate, land use rights belonging to owners, land users or renters. Details: Real estate business (excluding: Investment in constructing the infrastructure of cemeteries and graveyards to transfer land use rights associated with infrastructure) Assign CII's legal representative to sign and carry out necessary procedures to (i) update CII's Charter; and (ii) register the adjustment of occupations with the competent state agency.

3. Approve CII's strategic development directions for the 2024 - 2030 period. |

1. The Board of Directors (Report of 2023).
2. Information about members of the Board of Directors (BOD) for the 2022-2027 term and Board of Directors meetings from January 01, 2023 to December 31, 2023:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Members of the Board of Directors | Position | Date of appointment/dismissal as member of the Board of Directors |
| Appointment date | Dismissal date |
| 01 | Mr. Le Vu Hoang | Chair of the Board of Directors | May 20, 2022 |  |
| 02 | Ms. Truong Thi Ngoc Hai | Vice Chair of the Board of Directors | May 20, 2022 |  |
| 03 | Mr. Le Quoc Binh | Member of the Board of Directors | May 20, 2022 |  |
| 04 | Ms. Nguyen Mai Bao Tram | Member of the Board of Directors | May 20, 2022 |  |
| 05 | Mr. Le Toan | Member of the Board of Directors | May 20, 2022 |  |
| 06 | Mr. Duong Truong Hai | Member of the Board of Directors | May 20, 2022 |  |
| 07 | Mr. Luu Hai Ca | Member of the Board of Directors | May 20, 2022 |  |

1. Board Resolutions (From January 01, 2023 to December 31, 2023):

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| --- | --- | --- | --- |
| No. | Board Resolution No. | Date | Content |
| 01 | 17/NQ-HDQT (term 2022-2027)(Collect opinions via a ballot) | January 04, 2023 | * Approve providing guarantees for customers buying apartment at Project 152 Dien Bien Phu, Ward 25, Binh Thanh District, Ho Chi Minh City to borrow capital at Ho Chi Minh City Development Commercial Joint Stock Bank ("HDBank").
 |
| 02 | 18/NQ-HDQT (term 2022-2027)(Collect opinions via a ballot) | February 20, 2023 | * Convene the Annual General Meeting of Shareholders 2022 ("AGM") and record the list of shareholders (record date on March 14, 2023) to exercise the right to attend CII's Annual General Meeting of Shareholders.
 |
| 03 | 19/NQ-HDQT (term 2022-2027)(Collect opinions via a ballot) | March 03, 2023 | * Approve CII to establish a subsidiary (One Member) in Quang Ngai with Charter Capital of VND 20 billion, and appoint:
* Mr. Phan Thanh Tung to hold the position of Manager of Công Ty TNHH MTV Hạ Tầng Trung Bộ (tentatively translated as “Central Infrastructure One Member Limited Liability Company”);
* Ms. Tran Thi Bich Bien to hold the position of Accountant at Central Infrastructure One Member Limited Liability Company.
 |
| 04 | 20/NQ-HDQT (term 2022-2027)(Collect opinions via a ballot) | March 03, 2023 | * Approve for Khu Bac Thu Thiem Company Limited to mobilize capital at HDBank with the principal credit amount not exceeding: VND 1,900,000,000,000 and approve the guarantee of all financial obligations (including maximum principal amount and interest, fees, penalties and other payables) of Khu Bac Thu Thiem Company Limited at HDBank.
 |
| 05 | 21/NQ-HDQT (term 2022-2027)(Meeting Minutes of the Board of Directors) | March 10, 2023 | * Approve the time and venue to hold the Annual General Meeting of Shareholders 2022.
* Approve the contents of Reports and Proposals to submit to the Annual General Meeting of Shareholders 2022.
 |
| 06 | 22/NQ-HDQT (term 2022-2027)(Collect opinions via a ballot) | March 13, 2023 | * Approve the adjustment of the record date to record the list of shareholders (record date: April 03, 2023, Organization date of the General Meeting of Shareholders: April 26, 2023) attending the Annual General Meeting of Shareholders 2022 and the contents related to the meeting.
 |
| 07 | 23/NQ-HDQT (term 2022-2027)(Collect opinions via a ballot) | March 17, 2023 | * Approve the use of assets under CII; Cross-guarantee and co-payment of CII, CII Engineering and Construction JSC and 577 Investment Corporation to ensure all financial obligations of CII Engineering and Construction JSC (with credit amount under VND 600,000,000,000) at HDBank.
 |
| 08 | 24/NQ-HDQT (term 2022-2027)(Collect opinions via a ballot) | March 21, 2023 | Approve the Capital Loan and mortgage at HDBank of Dien Bien Phu Building Investment Company Limited (with the principal credit amount not exceeding: VND 510,000,000,000), cross-guarantee and co-payment of Dien Bien Phu Building Investment Company Limited, Khu Bac Thu Thiem Company Limited and CII for all financial obligations of these companies at HDBank. |
| 09 | 25/NQ-HDQT (term 2022-2027)(Collect opinions via a ballot) | March 23, 2023 | - Approve letting CII guarantee and use its assets to secure all financial obligations (credit limit of VND 100,000,000,000) of CII Engineering and Construction JSC at Tien Phong Commercial Joint Stock Bank ("TPBank")  |
|
| 10 | 26/NQ-HDQT (term 2022-2027)(Collect opinions via a ballot) | March 28, 2023 | - Approve letting CII sell and transfer 04 apartments of the apartment project at 328 Vo Van Kiet, Co Giang Ward, District 1, Ho Chi Minh City to customers. |
| 11 | 27/NQ-HDQT (term 2022-2027)(Collect opinions via a ballot) | March 04, 2022 | - Approve the plan to offer 2 convertible bond packages to the public ("Bonds") and related contents to submit to the Annual General Meeting of Shareholders ("AGM") in 2022.- Approve the conversion price adjustment plan of CII42013 convertible bonds issued in 2020 to submit to the Annual General Meeting of Shareholders 2022. |
| 12 | 28/NQ-HDQT (term 2022-2027)(Collect opinions via a ballot) | April 03, 2023 | - Approve adjusting the plan to increase the cash dividend rate in 2022 from 12% to 15% to submit to the AGM 2022. |
| 13 | 29/NQ-HDQT (term 2022-2027)(Collect opinions via a ballot) | April 27, 2023 | - Agree to convene the Annual General Meeting of Shareholders 2022 for the second time (Participants: All shareholders named in the list of shareholders at the record date on April 3, 2023, Time to hold the AGM: May 24, 2023). |
| 14 | 30/NQ-HDQT (term 2022-2027)(Meeting Minutes of the Board of Directors) | May 25, 2023 | - Approve selling treasury shares (Securities code: CII) with numbers of shares registered to sell: 31,797,370 shares. |
| 15 | 31/NQ-HDQT (term 2022-2027)(Collect opinions via a ballot) | May 30, 2023 | - Approve letting the Company invest in an Enterprise listed on the Hanoi Stock Exchange having complementary industries for the infrastructure investment of CII. |
| 16 | 32/NQ-HDQT (term 2022-2027)(Collect opinions via a ballot) | May 30, 2023 | Approve letting CII guarantee medium and long-term loans (maximum term of 84 Months, total value of VND 2,397,839,000,000) of BOT Project to expand Hanoi Highway and National Highway 1 section from the old junction of station 2 to the Tan Van intersection. |
| 17 | 33/NQ-HDQT (term 2022-2027)(Collect opinions via a ballot) | May 30, 2023 | - Approve collecting the CII42013 convertible bond owners’ opinions via a ballot to approve the conversion price adjustment for CII42013 convertible bonds applied from Phase 6 onwards to VND 10,000/common share) |
| 18 | 34/NQ-HDQT (term 2022-2027)(Collect opinions via a ballot) | June 13, 2023 | Approve the amendment of Clause 5.1 Article 5 of the Company's Charter: The Company's Charter Capital is VND 2,840,195,130,000, equivalent to 284,019,513 shares with par value of VND 10,000/share, foreign shareholders in the Company are allowed to own a maximum number of shares corresponding to 40% of charter capital. |
| 19 | 35/NQ-HDQT (term 2022-2027)(Collect opinions via a ballot) | June 13, 2023 | - Approve pledging and mortgaging assets under the use and ownership of CII and/or Dien Bien Phu Building Investment Company Limited to ensure all financial obligations of 577 Investment Corporation at Vietnam Joint Stock Commercial Bank for Industry and Trade - Branch 11 Ho Chi Minh City ("VietinBank") and approve guaranteeing all financial obligations of 577 Investment Corporation at VietinBank. |
| 20 | 36/NQ-HDQT (term 2022-2027)(Meeting Minutes of the Board of Directors) | June 16, 2023 | - Approve continuing transfer procedures and transfer the remaining 04 apartments of the Central Garden project at 328 Vo Van Kiet, Co Giang Ward, District 1, Ho Chi Minh City (“Central Garden”) to customers according to regulations. |
| 21 | 37/NQ-HDQT (term 2022-2027)(Collect opinions via a ballot) | June 23, 2022 | - Approve the Transfer Contract of Future Divided Funds from Hanoi Highway Project No. 10/2023/HD-CII signed on May 05, 2023 between CII and 577 Corporation; approve letting CII guarantee the financial obligations for 577 Corporation in making loans at Vietnam Prosperity Joint Stock Commercial Bank ("VPBank"). VPBank approved maximum funding of VND 700 billion. |
| 22 | 38/NQ-HDQT (term 2022-2027)(Meeting Minutes of the Board of Directors) | June 26, 2023 | - Approve details of the issuance plan and capital use plan of the public offering of convertible bonds (bond code CII42301, 10-year term with total issuance value of VND 2,840,195,100,000) in accordance with the approval of CII’s Annual General Mandate No. 48/NQ-DHDCD dated May 24, 2023 |
| 23 | 39/NQ-HDQT (term 2022-2027)(Meeting Minutes of the Board of Directors) | June 26, 2023 | - Approve documents related to the public offering registration of convertible bonds with a maximum total par value of VND 2,840,195,100,000 to be submitted to the State Securities Commission and/or other competent state agencies to register the offering of Bonds in accordance with the law (“Documents of the Offering Registration Dossier”). |
| 24 | 40/NQ-HDQT (term 2022-2027)(Meeting Minutes of the Board of Directors) | June 26, 2023 | * Approve the contents of the Agreement on that CII purchases corporate bonds issued by BOT Ninh Thuan Province Company Limited and Ha Noi Highway Construction And Investment Joint Stock Company
 |
| 25 | 41/NQ-HDQT (term 2022-2027)(Collect opinions via a ballot) | June 29, 2023 | * Approve the Transfer Contract of future distributed funds from the Hanoi Highway Project No. 09/2023/HD-CII signed on May 5, 2023 between Khu Bac Thu Thiem Company Limited and CII Bridges and Roads investment joint stock company
* Approve that Khu Bac Thu Thiem Company Limited borrows capital at VPBank with a credit limit not exceeding VND 750,000,000,000 and approve CII to guarantee financial obligations for VND in borrowing capital at VPBank
 |
| 26 | 42/NQ-HDQT (term 2022-2027)(Collect opinions via a ballot) | July 3, 2023 | * Approve on convening the Extraordinary General Meeting of Shareholders and record the list of shareholders to exercise the rights to attend the Extraordinary General Meeting of Shareholders (Record date: July 25, 2023)
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| 27 | 43/NQ-HDQT (term 2022-2027)(Collect opinions via a ballot) | August 3, 2023 | * Approve CII to support CII Bridges and Roads investment joint stock company on capital to supplement to serve fỏ the productions and business of the two companies, with the limit of VND 500,000,000,000
 |
| 28 | 44/NQ-HDQT (term 2022-2027)(Collect opinions via a ballot) | August 7, 2023 | * Approve on the issuance’s purposes, plan on capital use and registration dossier for the public offering of convertable bonds with the total value of VND 2,840,195,100,000 approved by the General Meeting of Shareholders
 |
| 29 | 45/NQ-HDQT (term 2022-2027)(Collect opinions via a ballot) | August 07, 2023 | - Approve the loan, mortgage, guarantee plan and commitments related to BOT Trung Luong - My Thuan Joint Stock Company at Joint Stock Commercial Bank for Foreign Trade of Vietnam - Ho Chi Minh City Branch (“VCB”) to implement the Project "Investment and construction of Trung Luong - My Thuan Expressway, phase 1 in the form of BOT contract” |
| 30 | 46/NQ-HDQT (term 2022-2027)(Collect opinions via a ballot) | August 07, 2023 | - Approve the adjustment/amendment of CII Financial Regulations |
| 31 | 47/NQ-HDQT (term 2022-2027)(Collect opinions via a ballot) | August 25, 2023 | - Approve the content of the proposals to be submitted to the Extraordinary General Meeting of Shareholders dated September 19, 2023 as follows:+ Approve the adjustment of business lines.+ Approved strategic development orientation for the 2024-2030 period. |
| 32 | 48/NQ-HDQT (term 2022-2027)(Collect opinions via a ballot) | September 06, 2023 | - Approve the content cancellation on the Anti-Dilution Clause at Point 31, Section 1, Article 1 of Board of Directors Resolution No. 38/NQ-HDQT (term 2022-2027) dated June 26, 2023. |
| 33 | 49/NQ-HDQT (term 2022-2027)(Collect opinions via a ballot) | September 20, 2023 | - Approve the convening of the Extraordinary General Meeting of Shareholders in 2023 for the 2nd time (Record date on July 25, 2023). |
| 34 | 50/NQ-HDQT (term 2022-2027)(Collect opinions via a ballot) | October 03, 2023 | - Approve the plan to distribute convertible bonds to the public in 2023 (Bond code: CII42301) |
| 35 | 51/NQ-HDQT (term 2022-2027)(Collect opinions via a ballot) | October 03, 2023 | - Approve the dividend payment plan for the first phase of 2022 and from 2024 to the Company's shareholders. |
| 36 | 52/NQ-HDQT (term 2022-2027)(Collect opinions via a ballot) | October 10, 2023 | - Approve plans to buy and sell assets (including shares) in the short term to improve capital use efficiency and ensure short-term liquidity. |
| 37 | 53/NQ-HDQT (term 2022-2027)(Collect opinions via a ballot) | October 10, 2023 | - Adjust the time limit for transferring the right to buy bonds, the time limit for receiving subscription registration/payment to buy bonds and adjusting the public offering date of CII42301 convertible bonds. |
| 38 | 54/NQ-HDQT (term 2022-2027)(Collect opinions via a ballot) | October 20, 2023 | - Approve the extension of the distribution time for CII42301 convertible bonds offered to the public by 30 days compared to the record date according to the Certificate of Registration for Public Offering of Bonds No. 304/GCN-UBCK dated September 29 /2023 (which means until January 26, 2024). |
| 39 | 55/NQ-HDQT (term 2022-2027)(Collect opinions via a ballot) | November 01, 2023 | - Approve the Company's guarantee for the loan of CII Engineering and Construction JSC at Vietnam Prosperity Joint Stock Commercial Bank ("VPBank"). |
| 40 | 56/NQ-HDQT (term 2022-2027)(Collect opinions via a ballot) | November 03, 2023 | - Approve adjusting the term of transfer of the right to buy CII42301 Convertible Bonds (“Convertible Bonds”): From October 26, 2023 to December 21, 2023 (instead of October 26, 2023 to November 14, 2023).* Approve adjusting the time limit for receiving subscription registration and paying to buy Convertible Bonds: From October 26, 2023 to December 28, 2023 (instead of October 26, 2023 to November 20, 2023).
* Approve the convertible bond issuance date: on January 25, 2024.
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| 41 | 57/NQ-HDQT (term 2022-2027)(Collect opinions via a ballot) | November 10, 2023 | - Approve the conversion of 343,453 convertible bonds issued on November 02, 2020 according to Article 6 of General Mandate No. 44/NQ-DHDCD dated June 02, 2020 (bond code CII42013 ) into 34,345,300 common shares at the request of the Bondholders. |
| 42 | 58/NQ-HDQT (term 2022-2027)(Collect opinions via a ballot) | November 17, 2023 | - Approve the implementation of amending the Company's Charter, increasing charter capital, implementing procedures for increasing charter capital and adjusting the Company's business registration certificate. |
| 43 | 59/NQ-HDQT (term 2022-2027)(Collect opinions via a ballot) | December 04, 2023 | - Approve the convening of the Extraordinary General Meeting of Shareholders and the record date to record the list of shareholders attending CII's General Meeting of Shareholders (December 25, 2023). |
| 44 | 60/NQ-HDQT (term 2022-2027)(Collect opinions via a ballot) | December 25, 2023 | - Approve the loan, mortgage and loan guarantee of Dien Bien Phu Building Investment Company Limited at Vietnam Prosperity Joint Stock Commercial Bank. |
| 45 | 61/NQ-HDQT (term 2022-2027)(Collect opinions via a ballot) | December 29, 2023 | - Approve the resignation letter from the position of Chief Accountant of Ms. Mai Thi Thu Phuong, effective from January 01, 2024 |
| 46 | 62/NQ-HDQT (term 2022-2027)(Collect opinions via a ballot) | December 29, 2023 | - Appoint Ms. Ly Huynh Truc Giang - Deputy Head of CII Accounting Department to hold the position of CII Chief Accountant from January 01, 2024. |

1. The Supervisory Board (Report of 2023):
2. Information about members of the Supervisory Board for the 2022-2027 term from January 01, 2023 to December 31, 2023:

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| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Mr. Doan Minh Thu | Chief | Appointment date in the 2022-2027 term: May 20, 2022 | Master of Economics, Master of Chemistry |
| 2 | Ms. Trinh Thi Ngoc Anh | Member | Appointment date in the 2022-2027 term: May 20, 2022 | Bachelor of Economics |
| 3 | Ms. Tran Thi Tuat | Member | Appointment date in the 2022-2027 term: May 20, 2022 | Bachelor of Economics majoring in Banking |

1. The Executive Board:

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| No. | Members of the Executive Board | Date of birth | Position | Qualification | Appointment date |
| 1 | Mr. Le Quoc Binh | 1972 | General Manager | Bachelor of Economics majoring in Accounting - Auditing | May 20, 2022 |
| 2 | Ms. Nguyen Mai Bao Tram | 1963 | Deputy General Manager | Master of Business Administration | April 28, 2012 |
| 3 | Ms. Nguyen Quynh Huong | 1980 | Deputy General Manager | Master of Finance | January 10, 2022 |
| 4 | Mr. Nguyen Van Thanh | 1965 | Deputy General Manager | Bachelor of Economics | December 15, 2018 |
| 5 | Mr. Duong Quang Chau | 1971 | Manager of CII Infrastructure Project Management Department | Bridge and tunnel engineer | December 30, 2019 |
| 6 | Ms. Nguyen Thi Thu Tra | 1978 | Finance Manager | Master of Economics | May 17, 2012 |
| 7 | Mr. Nguyen Truong Hoang | 1979 | Project Development Manager | Construction Engineer, Master of Business Administration | October 30, 2017 |
| 8 | Mr. Le Trung Hieu | 1987 | Capital Management Manager | Master of Finance and Business Administration | January 10, 2022 |
| 9 | Ms. Tran Yen Vy | 1976 | Manager of Administration - Management | Bachelor of Economics majoring in Business Administration | February 03, 2020 |

1. The Chief Accountant.

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| No. | Full name | Date of birth | Position | Qualification | Appointment date | Dismissal date |
| 1 | Ms. Mai Thi Thu Phuong | 1979 | Chief Accountant | Bachelor of Economics majoring in Financial Accounting | April 01, 2021 | January 01, 2024 |
| 2 | Ms. Ly Huynh Truc Giang | 1987 | Chief Accountant | Bachelor of University of Economics Ho Chi Minh City | January 01, 2024 |  |

1. Internal Audit Committee:

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| --- | --- | --- | --- | --- | --- |
| No. | Full name | Date of birth | Position | Qualification | Appointment date |
| 1 | Ms. Nguyen Thi Mai Huong | 1972 | Chief | Bachelor of Economics | April 01, 2021 |

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 organizations/individuals | Relations with the Corporation | NSH\* No., date of issue, place of issue | Head office address/Contact address | Time of transaction with the Company | Approved at | Content, quantity, total transaction value (VND) | Note |
| 1 | Nguyen Mai Bao Tram | Member of the Board of Directors-cum-Vice General Manager | ID Card No. 079163016359Date of issue: April 06, 2021 Place of issue: Police Department for Administrative Management of Social Order | No. 221E/1 Tran Huy Lieu Street, Ward 8, Phu Nhuan District, Ho Chi Minh City. | from January 01, 2023 to December 19, 2023 | Meeting minutes of the Board of Directors dated September 24, 2020 | Receive capital support: VND 23,797,000,000Transfer and return capital support: VND 70,927,536,143Cost of capital payable: VND 1,619,785,273 | Balance as of December 31, 2023: VND 0 |

1. Transactions between PDMR of listed company, related persons of PDMR and subsidiaries, companies under the authority of listed company: none
2. Transactions between the Company and other entities:
	1. Transactions between the Company and the companies in which members of the Board of Directors, members of the Supervisory Board, the Executive Manager (General Manager) have been founding members or members of the Board of Directors, the Executive Manager (General Manager) for the past three (03) years (calculated at the time of reporting).

Significant transactions during the period with related parties (From January 01, 2023 to December 31, 2023)

In 2023
Unit: VND

CII Bridges & Roads Investment JSC
Receiving capital support: VND 416,500,000,000

Transfer back of capital support: VND 56,757,382,408

Expenses for using capital payable to subsidiaries: VND 23,636,802,475

Transfer of capital support to subsidiaries: VND 106,000,000,000

Recovery of capital support for subsidiaries: VND 1,058,879,141,378

Interest receivable from capital support for subsidiaries: VND 30,914,019,455

Dividends received from subsidiaries: VND 380,658,631,200

Payment and receipt of shares transfer of Saigon Bridge Company Limited: VND 24,988,350,000

Receiving dividends from Subsidiaries: VND 169,146,947,200

CII Engineering and Construction JSC

Receiving capital support: VND 898,926,000,000

Transfer and return of capital support: VND 665,630,836,510

Expenses for using capital payable to subsidiaries: VND 35,688,003,254

Transfer of capital support to subsidiaries: VND 428,579,000,000

 Recovery of capital support for subsidiaries: VND 44,090,238,672

Interest receivable from capital support for subsidiaries: VND 50,023,124,867

Debt transfer: VND 457,253,008,203

Investment cooperation transfer: VND 73,000,000,000

Lu Gia Real Estate Trading Investment Company Limited

Receiving capital support: VND 151,377,037,671

Expenses for using capital payable to subsidiaries: VND 1,375,469,652

Transfer of capital support to subsidiaries: VND 1,500,000,000

Recovery of capital support for subsidiaries: VND 1,950,000,000

Interest receivable from capital support for subsidiaries: VND 73,530,822

Binh Trieu Road Bridge Construction And Investment Joint Stock Company

Return of capital costs to subsidiaries: VND 300,000,000

Expenses for using capital payable to subsidiaries: VND 2,553,308,869

Dien Bien Phu Building Investment Company Limited

Receiving handover of investment costs for apartment block at 152 Dien Bien Phu: VND 38,749,970,024

Receiving capital support: VND 20,431,000,000

Transfer and return of capital support: VND 412,591,785,953

Expenses for using capital payable to subsidiaries: VND 23,005,766,316

Transfer of capital support to subsidiaries: VND 53,436,903,971

Interest receivable from capital support for subsidiaries: VND 58,560,991

Profit distributed during the period: VND 6,000,000,000

Khu Bac Thu Thiem Company Limited

Receiving capital support: VND 2,066,858,068,089

Transfer and return of capital support: VND 2,147,844,505,457

Expenses for using capital payable to subsidiaries: VND 256,266,335,311

Receiving investment cooperation capital: VND 1,485,000,000,000

Return of investment cooperation capital: VND 1,456,000,000,000

Investment cooperation costs payable: VND 132,495,622,023

Recovery of capital support for subsidiaries: VND 543,265,247,548

Interest receivable from capital support for subsidiaries: VND 12,014,385,661

Profit distributed during the period: VND 25,000,000,000

Debt transfer: VND 459,379,565,004

CII Infrastructure Service Limited Company

Receiving capital support: VND 124,232,809,770

Transfer and return of capital support: VND 92,265,000,000

Expenses for using capital payable to subsidiaries: VND 3,699,851,551

Transfer of capital support to subsidiaries: VND 11,407,158,904

Recovery of capital support for subsidiaries: VND 11,407,158,904

Interest receivable from capital support for subsidiaries: VND 7,831,326

577 Corporation and its subsidiaries

Receiving business cooperation payment: VND 857,490,000,000

Business cooperation costs: VND 169,978,000,000

Transfer to contribute capital contribution to investment cooperation: VND 107,860,000,000

Investment cooperation interest receivable: VND 9,593,400,454

Transfer for capital support: VND 940,000,000,000

Recovery of capital support: VND 125,000,000,000

Interest receivable from capital support for subsidiaries: VND 12,260,837,019

Lease space to Công ty Hùng Thanh (Tentatively translated as “Hung Thanh Company”): VND 13,200,000,000

Investment real estate purchase: VND 36,489,256,576

Transfer to buy the right to participate in project development: VND 150,000,000,000

Hanoi Highway Construction And Investment Joint stock Company

Transfer of capital support to subsidiaries: VND 121,347,191,188

Recovery of capital support for subsidiaries: VND 442,220,000,000

Interest receivable from capital support for subsidiaries: VND 42,691,673,715

Profit distributed during the period: VND 154,540,587,723

Receiving distributed profits: VND 39,710,044,230

B.O.T RM Co., Ltd

Receiving capital support: VND 11,000,000,000

Expenses for using capital payable to subsidiaries: VND 3,392,315,068

BOT Trung Luong - My Thuan Joint Stock Company

Transfer for capital support: VND 55,200,000,000

Recovery of capital support 2,055,780,000,000

Interest receivable from capital support for subsidiaries: VND 283,696,575,587

Ms. Nguyen Mai Bao Tram

Receiving capital support: VND 23,797,000,000

Transfer and return of capital support: VND 70,927,536,143

Cost of capital payable: VND 1,619,785,273

CII Bridge And Road Management Operation Services Joint Stock Company

Receiving capital support: VND 18,000,000,000

Expenses for using capital payable to subsidiaries: VND 236,835,616

Công ty TNHH MTV Hạ Tầng Trung Bộ (tentatively translated as “Central Infrastructure Company Limited”)

Capital contribution to subsidiary: VND 2,400,000,000

Saigon Bridge Company Limited

Receiving capital repayment from subsidiaries: VND 24,993,910,000

* 1. Transactions between the Company and the companies that affiliated persons of members of the Board of Directors, members of the Supervisory Board and the Executive Manager (General Manager) are members of the Board of Directors, the Executive Manager (General Manager): none
	2. 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 Executive Manager (General Manager): none
1. Share transactions of PDMR and affiliated persons of PDMR in 2021 (from January 01, 2023 to December 31, 2023):
2. Transactions of PDMR and affiliated persons of PDMR for shares of listed companies from January 01, 2023 to December 31, 2023:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| 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, bonus, etc.) |
| Number of shares | Rate (%) | Number of shares | Rate (%) |
| 1 | Nguyen Thi Huyen Suong | Wife of Mr. Luu Hai Ca - Member of the Board of Directors | 0 | 0.00 | 30,000 | 0.01 | Buy |
| 2 | Doan Minh Thu  | Chief of the Supervisory Board | 1,573 | 0.00 | 200 | 0.00 | Sell |
| 3 | Tran Thi Tuat | Member of the Supervisory Board | 0 | 0.00 | 5,000 | 0.00 | Buy |
| 4 | Le Quoc Binh | General Manager | 6,040,747 |  | 0 | 0.00 | Sell |
| 5 | Pham Thi Thuy Hang | Wife of Mr. Le Quoc Binh - General Manager | 4,000,000 |  | 0 | 0.00 | Sell |
| 6 | Duong Quang Chau | Manager of CII Infrastructure Project Management Department | 0 |  | 90,000 | 0.00 | Convert CII42013 bonds into CII shares: |
| 90,000 |  | 0 | 0.00 | Sell |

Notes: Number of outstanding shares: 318,364,813 shares (according to the list of record date on December 25, 2023 prepared by the Vietnam Securities Depository Center).

1. Other significant issues: none