**TEL: Annual Corporate Governance Report 2023**

On January 29, 2024, Telecommunication Project Construction Development Joint Stock Company announced Report on No. 01 /BCQT.TELCOM.2024 on the Corporate Governance situation in 2023, as follows:

* Name of company: Telecommunication Project Construction Development Joint Stock Company
* Head office address: Lot 18 Dinh Cong Urban Area - Hoang Mai - Hanoi City
* Tel: 0243.6405420 Fax: Email:vpth.telcomjsc@gmail.com
* Charter capital: VND 50,000,000,000
* Securities code TEL
* Corporate Governance Model:
* The General Meeting of Shareholders, the Board of Directors, the General Manager
* Internal audit function: Unimplemented
1. Activities of the General Meeting of Shareholders:

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

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| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Contents |
| 1 | 01/NQ-DHCD | June 23, 2023 | Annual General Mandate 2023 |
| 2 | 02/NQ-DHCD | June 30, 2023 | Annual General Mandate 2023 |

1. The Board of Directors in 2023:
2. Information about members of the Board of Directors as of December 31, 2023:

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| --- | --- | --- | --- |
| No. | Members of the Board of Directors | Position (independent member, non-executive member of the Board of Directors) | Date of appointment/dismissal as member/independent member of the Board of Directors |
| Appointment date | Date of dismissal |
| 1 | Mr. Nguyen Hoa Hiep | Chair of the Board of Directors | July 03, 2023 | June 23, 2023 |
| 2 | Mr. Le Hai Doan | Member of Board of Directors | June 30, 2023 | June 23, 2023 |
| 3 | Nguyen Binh Bac | Independent member of the Board of Directors | June 30, 2023 | June 23, 2023 |

1. Board Resolutions/ Board Decisions 2022 (As of June 30, 2022)

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| --- | --- | --- | --- |
| No. | Board Resolution/ Board Decision No. | Date | Contents |
| Board Resolutions |
| 1 | 01 /NQ-HDQT | February 06, 2023 | Assign the Chair of the Board of Directors and the Board of Manages the rights to sign transactions with related parties |
| 2 | 02 /NQ-HDQT | March 17, 2023 | * Decide the time to organize the General Meeting of Shareholders 2023
* Assign the General Manager to implement procedures related to the General Meeting of Shareholders 2023
* Implement the private placement according to the General Mandate 2022
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| 3 | 03 /NQ-HDQT | May 09, 2023 | * Implement the private placement according to the General Mandate 2022
* Change the time to organize the General Meeting of Shareholders 2023
* Discuss on changing the Board of Directors structure
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| 4 | 04 /NQ-HDQT | July 03, 2023 | * The Board of Directors approves on electing Mr. Nguyen Hoa Hiep to hold the position of Chair of the Board of Directors for the term of 2023-2028
* Rearrange the organizational structure of the Audit committee
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| Board Decisions |
| 1 | 12/2023/QD-HDQT | March 17, 2023 | Decision on appointing Company’s Secretariat |
| 2 | 13/2023/QD-HDQT | March 17, 2023 | Decision on the time of organizing the General Meeting of Shareholders 2023: |
| 3 | 14/2023/QD-HDQT | March 17, 2023 | Decision on Establishing the Organizing Committee of the Annual General Meeting of Shareholders 2023 |
| 4 | 16/2023/QD-HDQT | March 23, 2023 | Decision on changing the time of organizing the General Meeting of Shareholders 2023 |
| 5 | 17/2023/QD-HDQT | May 09, 2023 | Decision on changing the time of organizing the General Meeting of Shareholders 2023 |
| 6 | 18/2023/QD-HDQT | May 30, 2023 | Decision on changing the time of organizing the 2023 Shareholders' Meeting for the third time and extending the registration time to buy shares |
| Collect opinions |
| 1 | 01/LYK-HĐQT-2023 | February 02, 2023 | The Board of Directors assigns the Chair of the Board of Directors and the Board of Managers of the company the rights to sign transactions with related parties without having to consult the Board of Directors if the person directly signing is not a related party of the signing entity. |
| 2 | 02/LYK-HĐQT-2023 | March 22, 2023 | Approve changing the date of organizing the General Meeting of Shareholders 2023 |
| 3 | 03/LYK-HĐQT-2023 | May 29, 2023 | Postpone the registration time to buy shares Change the date of the Shareholders' Meeting 2023 |

1. The Audit Committee under the Board of Directors
2. Information about members of The Audit Committee as of June 28, 2021:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Audit Committee | Position | Date of appointment as member of the Audit Committee | Qualification |
| 1 | Mr. Nguyen Dinh Bac | Head | Appointed on July 03, 2023 | Master of Economics |
| 3 | Mr. Le Hai Doan | Member | Appointed on July 03, 2023 | Master of Information Technology |

1. The Executive Board as of December 31, 2023

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Date of birth | Qualification | Appointment date |
| 1 | Mr. Do Quoc Toan | April 12, 1965 | Engineer | June 30, 2021 |

1. Chief Accountant as of June 30, 2023

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Appointment date |
| Ms. Nguyen Thi Kieu Ngoc | July 31, 1979 | Bachelor of Accountancy, major in accounting | June 30, 2021 |

1. Training on corporate governance
2. List of affiliated persons of the public company and transactions between affiliated persons of the Company and the Company 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 None
4. Transactions between Company’s PDMR, affiliated persons of PDMR and subsidiaries, companies controlled by the Company: None
5. Transactions between the Company and other entities:
	1. Transactions between the Company and company where members of the Board of Directors, the General Manager and other managers have been founding members or members of the Board of Directors, the General Executive Manager for the past three (03) years (at the time of making the report):
	2. Transactions between the Company and the company that affiliated persons of members of the Board of Directors, members of the Supervisory Board, General Manager and other managers are members of the Board of Directors, General Executive Manager.
	3. Other transactions of the Company (if any) that can bring material or non-material benefits to the members of the Board of Directors, the members of the Supervisory Board, the Manager and other managers.
6. Share transactions between PDMR and affiliated persons of PDMR
7. Company’s share transaction of PDMR and affiliated persons
8. Other significant issues: None.