**VC1: Annual Corporate Governance Report 2023**

On January 27, 2024, Construction JSC No 1 announced the Report on corporate governance in 2023 as follows:

* Name of listed company: Construction JSC No 1
* Head office address: D9, Khuat Duy Tien Street, Thanh Xuan Bac Ward, Thanh Xuan, Hanoi
* Transaction office: C1 Building - Vinaconex 1 Apartment - No. 289A Khuat Duy Tien Street, Trung Hoa Ward, Cau Giay District, Hanoi.
* Tel: 024.38544057 Fax: 024.38541679 Email: vinaconex1.vc1@gmail.com
* Charter capital: VND 120,000,000,000
* Securities code: VC1
* Corporate governance model:

The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager.

* Internal audit execution: The Company is implementing an internal audit department and building operating procedures and regulations.
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):

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| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | General Mandate No. 01/2023/NQ-DHDCD | March 23, 2023 | * Approve the production and business results in 2022 and 2023 plan of Construction JSC No 1 according to Report No. 0195/2023/BC-TGD dated March 20, 2023 of the Company Board of Management.
* Approve the Report on performances in 2022 of the Board of Directors and each member of the Board of Directors, direction and tasks in 2023 according to Report No. 0196/2023/BC-HDQT dated March 20, 2023 of the Company Board of Directors.
* Approve the Audited Financial Statements 2022 of Construction JSC No 1 according to Proposal No. 0197/2023/TTr-HDQT dated March 20, 2023 of the Company Board of Directors.
* Approve the profit distribution plan 2022 and the profit distribution plan 2023 according to the Proposal No. 0198/2023/TTr-HDQT dated March 20, 2023 of the Company Board of Directors.
* Approve the remuneration plan for the Board of Directors and the Supervisory Board in 2022 and 2023 plan according to Proposal No. 0199/2023/TTr-HDQT dated March 20, 2023 of the Company Board of Directors.
* Approve the Report No. 0200/2023/BC-BKS dated March 20, 2023 of the Company Supervisory Board;
* Approve the selection of an independent audit company to audit the Financial Statements 2023 of the Company according to Proposal No. 0201/2023/TTr-BKS dated March 20, 2023 of the Company Supervisory Board.
* Approve the transaction policy between the Company and Vietnam Construction and Import-Export Joint Stock Corporation and/or member companies in the same VINACONEX corporation/group according to Proposal No. 0202/2023/TTr-HDQT dated March 20, 2023 of the Company Board of Directors.
* Dismiss Mr. Do Le Tan and Mr. Hoang Thieu Bao from the positions of members of the Board of Directors for the term 2019 - 2024 due to resignation letters.
* Approval of the results of additional election of members of the Company Board of Directors for the term 2019-2024, including the following names:
1. Mr. Lai Duc Toan
2. Mr. Nguyen Thanh Nhon

Mr. Nguyen Thanh Nhon is elected as an independent member of the Company Board of Directors for the term 2019-2024 |

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

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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 | Mr. Nguyen Khac Hai | Chair of the Board of Directors | March 23, 2021 |  |
| 2 | Mr. Hoang Van Trinh | Member of the Board of Directors, General Manager | February 25, 2019 |  |
| 3 | Mr. Nguyen Minh Thang | Member of the Board of Directors | March 23, 2021 |  |
| 4 | Mr. Lai Duc Toan | Member of the Board of Directors | March 23, 2023 |  |
| 5 | Mr. Nguyen Thanh Nhon | Independent member of the Board of Directors | March 23, 2023 |  |
| 6 | Mr. Hoang Thieu Bao | Member of the Board of Directors | March 23, 2021 | March 23, 2023 |
| 7 | Mr. Do Le Tan | Member of the Board of Directors | March 24, 2020 | March 23, 2023 |

1. Board Resolutions/Board Decisions (Annual Report 2023):

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| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | 0052/2023/QD-HDQT | January 15, 2023 | Allow the Company to invest in purchasing commercial service real estate assets at the Sunshine City Project |
| 2 | 0058/2023/QD-HDQT | January 17, 2023 | Organize the Annual General Meeting of Shareholders 2023 |
| 3 | 0159/2023/QD-HDQT | March 07, 2023 | Re-appoint Mr. Do Le Tan as Deputy General Manager of the Company |
| 4 | 0205/2023/QD-HDQT | March 20, 2023 | Establish the Shareholder Eligibility Verification Committee for the Annual General Meeting of Shareholders 2023 |
| 5 | 0238/2023/QD-HDQT | March 22, 2023 | Re-appoint Mr. Hoang Van Trinh as General Manager of the Company |
| 6 | 0393/2023/QD-HDQT | May 22, 2023 | Approve signing the Subcontract for the bidding package: Construction of the underground part, body structure, rough construction and finishing of the exterior of 74 A3 A4 villas - Cai Gia Urban Area Project - Cat Ba |
| 7 | 0488/2023/QD-HDQT | June 28, 2023 | Select an audit company for the Financial Statements 2023 |
| 8 | 00649/2023/QD-HDQT | September 28, 2023 | Approve signing the Subcontract for construction and installation of the project: Investment in construction and business of technical infrastructure of high-tech industrial park - Hoa Lac High-tech Park |
| 9 | 0735/2023/QD-HDQT | September 30, 2023 | Approve signing the Subcontract for the bidding package: Construction and installation of technical infrastructure for lines 6.31 - 6.35, line 4.4, line 4.6 - Cai Gia - Cat Ba Urban Area Project |

1. The Supervisory Board/ Audit Committee (Annual Report 2023)
2. Information about members of the Supervisory Board:

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| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board/the Audit Committee | Position | Date of appointment/dismissal as member of the Supervisory Board/Audit Committee | Qualification |
| 1 | Mr. Vu Van Manh | Chief of the Supervisory Board | Appointed on February 25, 2019 | Bachelor of Economics, Master of Business Administration |
| 2 | Mr. Chu Quang Minh | Member of the Supervisory Board | Appointed on February 25, 2019 | Bachelor of Economics, majoring in Banking and Finance |
| 3 | Ms. Tran Thi Kim Oanh | Member of the Supervisory Board | Appointed on March 23, 2021 | Bachelor of Economics and Accounting, Bachelor of Foreign Language in English |

1. The Executive Board:

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| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Supervisory Board |
| 1 | Mr. Hoang Van Trinh - General Manager of the Company: | May 05, 1981 | Construction Engineer, Master of Business Administration | Re-appointed on March 23, 2023 |
| 2 | Mr. Do Le Tan - Deputy General Manager of the Company | December 24, 1977 | Construction Engineer, Master of Engineering | Re-appointed on March 05, 2023 |
| 3 | Mr. Nguyen Xuan Tho - Deputy General Manager of the Company | August 23, 1975 | Construction Engineer, Master of Business Administration | Appointed on March 06, 2019 |

V. The Chief Accountant:

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Mr. Nguyen Van Ha | October 12, 1974 | Bachelor of Economics, majoring in Accounting | Re-appointed on October 25, 2022 |

1. Training on corporate governance:
2. List of affiliated persons of the listed company as prescribed in Clause 34, Article 6 of the Law on Securities (Annual Report 2023) 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, or affiliated persons of PDMR:
* Subcontract No. 225/HDTP/CM-VC1 dated May 22, 2023 on construction of the underground part, body structure, rough construction and finishing of the exterior of 74 A3 A4 villas - Cai Gia Urban Area Project - Cat Ba with Vinaconex Construction One Member Company Limited (Vinaconex CM);
* Subcontract No. 298/2023/HDTP/CM-VC1 dated August 29, 2023 on investment in construction and business of technical infrastructure of high-tech industrial park 2 - Cat Ba with Vinaconex Construction One Member Company Limited (Vinaconex CM);
* Subcontract No. 0110/2023/HDTP/CM-VC1 dated October 01, 2023 on construction of technical infrastructure of lines 6.31-6.35, line 4.3, line 4.4, line 4.6 of Cai Gia - Cat Ba Urban Area Project with Vinaconex Construction One Member Company Limited (Vinaconex CM);
1. Transactions between PDMR of the listed company, affiliated persons of PDMR and subsidiaries, companies controlled by the listed company: None
2. Transactions between the Company and other entities:
	1. Transactions between the Company and companies that members of the Board of Directors, members of the Supervisory Board, the Executive General Manager and other managers have been founding members or members of the Board of Directors or the Executive General Manager for the past three (03) years (at the time of making the Report): None
	2. Transactions between the Company and companies that affiliated persons of members of the Board of Directors, members of the Supervisory Board and the Executive General Manager are members of the Board of Directors or the Executive 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 Executive Manager (General Manager): None
3. Share transactions of PDMR and affiliated persons of PDMR (Annual Report 2023)
4. Company’s share transactions of PDMR and affiliated persons: None
5. Other significant issues: None.