**CMD: Annual Corporate Governance Report 2023**

On January 29, 2024, Construction Material & Interior Decoration Joint Stock Company announced Report No. 61/BC-HDQT on corporate governance in 2023 as follows:

* Name of company: Construction Material & Interior Decoration Joint Stock Company
* Head office address: 215-217 Tran Hung Dao Street, Co Giang Ward, District 1 - Ho Chi Minh City
* Tel: (028) 39 205 104 Fax: 848 38 369 434
* Email: cmid\_phongtochuc@yahoo.com.vn
* Charter capital: VND 150,000,000,000
* Securities code: CMD
* Exchange: UPCoM
* Corporate governance model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, the Board of Management and the Manager.
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 No. | Date | Content |
| 1 | Annual General Mandate 2023 No. 39 NQ - DHDCD  | April 26, 2023 | * Approve the Reports on summarizing business activities in 2022 and operating orientation in 2023; the Financial Statements 2022; Report on Activities of the Board of Directors and the Supervisory Board of the Company.
* Approve the plan on profit distribution and appropriation for funds for 2022.
* Approve the targets of business plan for 2023
* Approve the Proposal on remuneration and appropriation for bonuses of the Board of Directors and the Supervisory Board in 2022.
* Select Nam Viet Auditing And Accounting Financial Consulting Services Co., Ltd. as the independent audit company for 2023.
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1. Activities of the Board of Directors in 2023
2. Information about members of the Board of Directors in term VI: 2022-2026

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| --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment/dismissal as member of the Board of Directors |
| Date of appointment | Date of reappointment (term of 2022-2026) | Date of dismissal  |
| 1 | Mr. Truong Minh Tuyen | Chair of the Board of Directors - Non-executive member of the Board of Directors | March 30, 2022 |  |  |
| 2 | Mr. Le Van Phai | Vice Chair of the Board of Directors, General Manager | May 10, 2017 | March 30, 2022 |  |
| 3 | Mr. Thai Thanh Son | Member of the Board of Directors, Deputy General Manager | May 03, 2018 | March 30, 2022 |  |
| 4 | Mr. Huynh Ngoc Khanh | Member of the Board of Directors, Deputy General Manager | March 30, 2022 |  |  |
| 5 | Ms. Le Kim Trinh | Member of the Board of Directors | March 30, 2022 |  |  |

1. Board Decisions (Annual Report 2023):

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| --- | --- | --- | --- |
| No. | Board Resolution/Decision No. | Date | Content |
| 01 | Resolution No. 29/NQ-HDQT | February 24, 2023 | Organize the Annual General Meeting of Shareholders 2023 |
| 02 | Annual General Mandate 2023No. 39NQ-DHDCD  | April 26, 2023 | * Approve the Reports on summarizing business activities in 2022 and operating orientation in 2023; the Financial Statements 2022; Report on Activities of the Board of Directors and the Supervisory Board of the Company.
* Approve the plan on profit distribution and appropriation for funds for 2022.
* Approve the targets of business plan for 2023
* Approve the Proposal on remuneration and appropriation for bonuses of the Board of Directors and the Supervisory Board in 2022.
* Select Nam Viet Auditing And Accounting Financial Consulting Services Co., Ltd. as the independent audit company for 2023.
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| 03 | Resolution No. 41/NQ-HDQT | June 02, 2023 | Record the list of shareholders to prepay dividends of the first 6 months of 2023 in cash with the rate of 10% |
| 04 | Resolution No. 43A/NQ-HDQT | July 03, 2023 | Re-evaluate assets and make provisions as of June 30, 2023. |
| 05 | Resolution No. 48/NQ-HDQT | July 20, 2023 | Salary unit price in 2023 of the Company. |
| 06 | Resolution No. 49/NQ-HDQT | August 14, 2023 | Liquidate the fixed assets |
| 07 | Decision No. 52/QD-HDQT | September 18, 2023 | Appoint the Company’s Secretariat |
| 08 | Resolution No. 52/NQ-HDQT | December 11, 2023 | Record the list of shareholders to prepay dividends of the last 6 months of 2023 in cash with the rate of 20% |
| 09 | Resolution No. 54/NQ-HDQT | December 18, 2023 | Sign the purchase and sale contract with công ty TNHH XD-DV-TM Kiến Thành (tentatively translated as Kien Thanh Construction-Service-Trading Company Limited) |
| 10 | Resolution No. 55/NQ-HDQT | December 28, 2023 | Sign the cooperation contract with công ty TNHH XD-DV-TM Hưng Thành (tentatively translated as Hung Thanh Construction-Service-Trading Company Limited) |
| 11 | Resolution No. 56/NQ-HDQT | December 31, 2023 | Adjust the rate of appropriation for salary fund in 2023 |

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

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| --- | --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment as member of the Supervisory Board | Date of reappointment as a member of the Supervisory Board (term of 2022-2026) | Qualification |
| 1 | Ms. Vu Phi Bang | Chief of the Supervisory Board | May 10, 2017 | June 30, 2022 | Bachelor of Economics |
| 2 | Ms. Chau Thuy My | Member of the Supervisory Board | May 10, 2017 | June 30, 2022 | Bachelor of Economics |
| 3 | Ms. Vo Thi Anh Loan | Member of the Supervisory Board | June 30, 2022 |  | Bachelor of Business Administration |

1. The Executive Board:

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| --- | --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment | Date of re-appointment |
| 1 | Mr. Le Van Phai | September 05, 1957 | Bachelor of Economics | March 30, 2022 |  |
| 2 | Mr. Thai Thanh Son | June 29, 1970 | Bachelor of Economics | May 16, 2017 | March 30, 2022 |
| 3 | Mr. Huynh Ngoc Khanh | May 13, 1985 | Bachelor of Business Administration | July 01, 2020 | March 30, 2022 |

1. The Chief Accountant

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment | Date of re-appointment |
| Ms. Pham Thi Bac Giang | October 13, 1964 | Bachelor of Economics | January 11, 2002 | March 30, 2022 |

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 and affiliated persons of PDMR: None
4. Transactions between PDMR of the Company, affiliated persons of PDMR with subsidiaries and companies under the Company’s control: 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, the General Manager and other managers have been founding members or members of the Board of Directors, the Executive Board for the past three years (as at the time of reporting): None
	2. Transactions of the Company and companies where affiliated persons of members of the Board of Directors, members of the Supervisory Board, the General Manager, the Executive Manager and other managers: Yes
* Sign a cement purchase and sale contract with Kien Thanh Construction-Service-Trading Company Limited
	1. Other transactions of the Company (if any) can bring about material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, the General Manager, the Executive Manager and other managers: None
1. Share transactions of PDMR and affiliated persons of PDMR (Annual Report 2023):
2. Company’s share transactions of PDMR and affiliated persons: Yes

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| 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, reward,...) |
| Number of shares | Rate | Number of shares | Rate |  |
| 1 | Thai Thanh Son | Member of the Board of Directors, Deputy General Manager | 77,899 | 0.69% | 68,000 | 0.61% | Sell shares |
| 2 | Thai Son Anh | Younger sister of Mr. Thai Thanh Son | 4,784 | 0.43% | 0 | 0.0% | Sell shares |
| 3 | Thai Thi Tu Trinh | Younger sister of Mr. Thai Thanh Son | 3,508 | 0.031% | 8 | 0.001% | Sell shares |
| 4 | Vu Phi Bang | Chief of the Supervisory Board | 10,024 | 0.09% | 1,000 | 0.01% | Sell shares |

1. Other significant issues: None