**VC9: Annual Corporate Governance Report 2023**

On January 26, 2024, VC9 – No 9 Construction Join Stock Company announced Report No. 22/2024/BC/VC9-HDQT on the Corporate Governance situation in 2023 as follows:

* Name of company: VC9 – No 9 Construction Join Stock Company
* Head Office address: 5th Floor, Tasco Building, Lot HH2-2, Pham Hung Street, Me Tri Ward, Nam Tu Liem District, Hanoi.
* Tel: 0243 5 540606
* Email: vc9@vc9.vn
* Charter capital: VND 170,000,000,000
* Securities code: VC9
* Corporate governance model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager.
* Internal audit function: Implemented.
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. | Annual General Mandate 2023: 06/2023/NQ-VC9-DHDCD | May 17, 2023 | * + - 1. Approve the Report of the Board of Directors and the Board of Management on activities in 2022 and plan for 2023
			2. Approve the Report of the Supervisory Board on activities in 2022
			3. Approve the Audited Financial Statements 2022
			4. Approve the List of independent audit companies for the Financial Statements 2023 of the Company
			5. Approve the Plan on profit distribution in 2022
			6. Approve the remuneration for the Board of Directors and the Supervisory Board in 2022 and plan for 2023.
			7. Approve the dismissal from the Board of Directors of the Company for Mr. Nguyen Hai Ha and Mr. Nguyen Trong Hieu for the term 2020 – 2025
			8. Approve on electing the additional members of the Board of Directors of the Company for the term 2020 - 2025
 |
| 2. | Extraordinary General Mandate 2023 26/2023/NQ-VC9-DHDCD | August 1, 2023 | 1. Approve the dismissal of Mr. Nguyen Hong Quan fom the Supervisory Board.
2. Elect Ms. Nguyen Thi Duc Vinh as a member of the Supervisory Board
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1. The Board of Directors
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 | Date of dismissal |
| 1. | Mr. Nguyen Hai Ha | Chair of the Board of Directors |  | May 17, 2023 |
| 2. | Mr. Tran Thach Tan | Chair of the Board of Directors | May 17, 2023 |  |
| 3. | Mr. Nguyen Trong Hieu | Independent member of the Board of Directors |  | May 17, 2023 |
| 4. | Mr. Nguyen Hong Giang | Member of the Board of Directors | May 17, 2023 |  |
| 5. | Mr. Nguyen Dai Thu | Independent member of the Board of Directors | May 17, 2023 |  |

1. Board Resolutions/Board Decisions

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| No. | Board Resolution/Board Decision No. | Date | Contents |
| 2. |  |  | Contents approved in the General Meeting of Shareholders 2022 according to Resolution No. 197/2022/DHDCD dated May 10, 2022 in Proposal No. 187/2022/TTr-VC9 on May 6, 2022 |
| 25/2023/NQ/VC9-HDQT | January 12, 2023 | Approve the dossier for registration of Private Placement according to the content approved by the Company's 2022 Annual General Meeting of Shareholders according to Resolution No. 197/2022/DHDCD dated May 10, 2022 in Proposal No. 187/2022/ TTr-VC9 on May 6, 2022 |
| 3. | 01/2023/NQ/VC9-HDQT | January 30, 2023 | Appointed Mr. Pham Binh Dan as Deputy General Manager |
| 4. | 02/2023/NQ/VC9-HDQT | March 8, 2023 | Approve the convening of the Annual General Meeting of Shareholders 2023 of the Company |
| 5. | 03/2023/NQ/VC9-HDQT | March 10, 2023 | - Adjust and complement contents of Resolotions No. 24/2023/NQ/VC9-HDQT dated on January 12, 2023  |
| 6 | 04/2023/NQ/VC9-HDQT | March 10, 2023 | Approve the dossier for registration of Private Placement of the Company, including: |
| 7. | 05/2023/NQ/VC9-HDQT | April 5, 2023 | - Approve the extension of the time to organize the Annual General Meeting of Shareholders 2023 |
| 8. | 105/2023/NQ/VC9-HDQT | April 11, 2023 | Approve the mortgage of Land Use Rights Certificates at the New Urban Area - West of Xo Viet Nghe Tinh Avenue at Hamlet 2, Nghi Phu Commune, Vinh City, Nghe An (from land plot NV9-01 to NV9 -06; NV8-07 to NV8-09; BT5-19) |
| 9. | 107/2023/NQ/VC9-HDQT | April 11, 2023 | Approve the mortgage of Land Use Rights Certificates at the New Urban Area - West of Xo Viet Nghe Tinh Avenue at Hamlet 2, Nghi Phu Commune, Vinh City, Nghe An (from land plot NV5-01 to NV5-06 and BT5-12)  |
| 10. | 07/2023/NQ/VC9-HDQT | May 17, 2023 | Elect the Chair of the Board of Directors |
| 11. | 08/2023/NQ/VC9-HDQT | May 17, 2023 | Approve the dismissal of Mr. Tran Thach Tan as the General Manager from May 17, 2023 |
| 12. | 09/2023/NQ/VC9-HDQT | May 17, 2023 | Approve the appointment of Mr. Nguyen Hong Giang as the General Manager from May 17, 2023.  |
| 13. | 10/2023/NQ/VC9-HDQT | May 17, 2023 | Approve the change in the Legal Representative of the Company |
| 14. | 1 I/2023/NQ/VC9-HDQT | May 18, 2023 | Approve the assignment of Mr. Nguyen Hong Giang - General Manager to be the Account Holder at Banks from May 18, 2023. |
| 15. | 1 1 b/2023/NQ/VC9- HDQT | May 18, 2023 | Approve the policy of adjusting the Company's organizational structure, adding and building the functions and tasks of line departments |
| 16. | 12/2023/NQ/VC9-HDQT | June 20, 2023 | Approve the collection of Shareholders’ opinions via a ballot |
| 17. | I3/2023/NQ/VC9-HDQT | July 1, 2023 | Approve the dismissal of Mr. Pham Binh Dan from the position of Deputy General Manager |
| 18. | 14/2023/NQ/VC9-HDQT | July 12, 2023 | Approve the selection of an audit company to audit the Financial Statements 2023 |
| 19. | 15/2023/NQ/VC9-HDQT | July 12, 2023 | Promulgate the Regulation on organization and operation of the line departments |
| 20. | 16/2023/NQ/VC9-HDQT | July 13, 2023 | Approve line of credit in 2023 |
| 21. | 17/2023/NQ/VC9-HDQT | July 19, 2023 | Approve the Private Placement of the Company. |
| 22. | 18/2023/NQ/VC9-HDQT | July 25, 2023 | Approve the adjustment Resolution 03/2023/NQ/VC9-HDQT dated March 10, 2023. |
| 23. | 19/2023/NQ/VC9-HDQT | July 25, 2023 | Approve the Private Placement results |
| 24. | 20/2023/NQ/VC9-HDQT | July 28, 2023 | Approve the plan on using the capital from the Private Placement. |
| 25. | 2I/2023/NO/VC9-HDQT | July 31, 2023 | Appoint Mr. Nguyen Hoa Binh as Deputy General Manager of the Company |
| 26. | 22/2023/NQ/VC9-HDQT | July 31, 2023 | Appoint Mr. Nguyen Ngoc Anh as Deputy General Manager of the Company |
| 27. | 23/2023/NQ/VC9-HDQT | July 31, 2023 | Appoint Mr. Vu Duc Cuong as Deputy General Manager of the Company |
| 28. | 27/2023/NQ/VC9-HDQT | December 25, 2023 | Approve the assignment of responsibilities in the Executive Board |

1. The Supervisory Board:

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| --- | --- | --- | --- | --- |
| No. | Members of the Supervisory Board | Position | Date of appointment/dismissal as member/independent member of the Supervisory Board | Professional Qualification |
| 1. | Mr Bui Tien Luan | Chief of the Supervisory Board | 12/6/2021 | Bachelor of Finance - Accounting |
| 2. | Mr. Tran Manh Hieu | Members of the Supervisory Board | 12/6/2021 | Bachelor of Banking |
| 3. | Mr. Nguyen Hong Quan | Members of the Supervisory Board | 8/1/2023 | General Accountant |
| 4. | Ms. Nguyen Thi Duc Vinh | Members of the Supervisory Board | 8/1/2023 | Master of Finance and Banking |

1. The Executive Board.

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| --- | --- | --- | --- | --- |
| No. | Member of The Executive Board | Date of birth | Professional Qualification | Date of appointment/dismissal as member of the Supervisory Board |
| 1. | Mr. Tran Thach Tan | 8/8/1976 | Road and Bridge Construction Engineer | Dismissal date May 17, 2023 |
| 2. | Nguyen Hong Giang | 3/26/1980 | Master of Business and Management | Appointed on: May 17, 2023 |
| 3. | Mr. Tran Trung Ha | 7/12/1977 | Construction Engineer | Appointed on: 3/28/2021 |
| 4. | Mr. Phan Binh Dan | 10/9/1976 | Construction Engineer | Dismissal date 7/3/2023 |
| 5. | Mr. Nguyen Hoa Binh | 4/24/1974 | Construction Engineer | Appointed on: 8/1/2023 |
| 6. | Mr. Nguyen Ngoc Anh | 9/2/1985 | Construction Engineer | Appointed on: 8/1/2023 |
| 7. | Mr. Vu Duc Cuong | 6/26/1983 | Bachelor of Accounting | Appointed on: 8/1/2023 |

1. Chief Accountant

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| --- | --- | --- | --- | --- |
| No. | Full name | Date of birth | Professional Qualification | Date of appointment/dismissal |
| 1 | Ms. Lai Thi Lan | 9/20/1975 | Bachelor of Economics | Appointed on: 11/22/2021 |

1. Training on Corporate Governance In 2023, members of the Board of Directors, the Supervisory Board, Board of Directors, and managers attended seminars and training sessions on Corporate Governance.
2. List of affiliated persons of the public Company and transactions between the affiliated person 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

|  |  |
| --- | --- |
| Affiliated parties | Relation |
| TNG Investment and Construction Joint Stock Company | Capital Contribution Shareholder |
| Thang Long Joint Stock Corporation | Related company of PDMR |
| Members of the Board of Directors, the Board of Managers, the Supervisory Board and affiliated persons of the core managers | Remarkable impacts |

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| --- | --- | --- | --- |
| Transactions with stakeholders: Related parties | Relations with the Company | In 2023 (VND) | In 2022 (VND) |
| Goods sales and service provision: |  | 22,941,654,443 | 56,681,587,228 |
| TNG Investment and Construction Joint Stock Company  | Capital contribution shareholder | 2,073,918,549 | 56,681,587,228 |
| Thang Long Joint Stock Corporation | Related company of PDMR | 20,867,735,894 | - |
| Other incomes: |  | - | 36471906052 |
| TNG Investment and Construction Joint Stock Company | Capital contribution shareholder | - | 36471906052 |
| Buy goods |  | - | 788724000 |
| TNG Investment and Construction Joint Stock Company | Capital contribution shareholder | - | 788724000 |

Balance with related parties

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| --- | --- | --- | --- |
| Related parties | Relations with the Company | 12/31/2023 VND | 1/1/2023 VND |
| Receivables from customers |  | 39,576,665,351 | 37,560,333,713 |
| TNG Investment and Construction Joint Stock Company | Capital contribution shareholder | 38,936,929,266 | 37,560,333,713 |
| Thang Long Joint Stock Corporation | Related company of PDMR | 639,736,085 | - |
| Payment for the seller |  | 815,737,338 | 788,724,000 |
| TNG Investment and Construction Joint Stock Company | Capital contribution shareholder | 815,737,338 | 78 8,724,000 |
| Payment in advance  |  | 118,406,650,290 | 90,606,627,175 |
| TNG Investment and Construction Joint Stock Company | Capital contribution shareholder | 37,492,660,014 | 16,106,627,175 |
| Thang Long Joint Stock Corporation | Related company of PDMR | 80,913,990,276 | 74,500,000,000 |

1. Transactions between the Company’s PDMR, affiliated persons of PDMR and subsidiaries, companies under the authority of the Company: None.
2. Transactions between the Company and other entities:
	1. Transactions between the Company and the company in which members of the Board of Directors, members of the Supervisory Board, the Manager (the General Manager) and other managers have been founding members or members of the Board of Directors, the Executive Manager (the General Manager) for the past three (03) years (calculated at the time of reporting). None
	2. Transactions between the Company and companies executed by the affiliated people of members of the Board of Directors, members of the Supervisory Board, the Manager (the General Manager) and other managers who are members of the Board of Directors, the Executive Manager (the General Manager). None
	3. Other transactions of the Company (if any) which can bring material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers: None
3. Share transactions of PDMR and affiliated persons of PDMR
4. Share transaction of PDMR and affiliated persons on the Company's shares: None.
5. Other significant issues: None.