**VE2: Corporate Governance Report of the first 06 months of 2020**

**CORPORATE GOVERNANCE REPORT**

**(First 06 months of 2020)**

Company: VNECO2 Electricity Construction Joint-Stock Company

Address: No. 13, Mai Hac De Street, Vinh City, Nghe An Province

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Charter capital: VND 21,588,800,000

Stock code: VE2

1. **General Meeting of Shareholders’ Activities**

|  |  |  |  |
| --- | --- | --- | --- |
| **No.** | **Resolution/ Decision No.** | **Date** | **Content** |
| 1 | 01/2020/NQ/DHDCD | 20/06/2020 | **Approve**:  - Report the operating report of 2019 and plan for 2020  - The FS and Auditing result of 2019  - Reports of Board of Supervisors in 2019  - Amend the Charter  - Approve submissions on:  + Remuneration for Board of Directors, Board of Supervisors, the person in charge of corporate governance and information punlisher  + Authorize Board of Directors and Board of Supervisors to select auditor for the FS 2020  + Authorize Board of Directors to exploit lands of the Company efficiently  + Approve the resignation of Ms. Le Thi Thu Phuong as Member of Board of Directors  + Approve the electing result for Member of Board of Directors term 2018 - 2023 |

**II. Board of Director (BOD)**

1. General Information of Board of Director (BOD)

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **No.** | **Members of BOD** | **Title** | **The beginning date of being (not being) BOD** | **Attendance** | **Rate** | **Reasons for not attending** |
| 1 | Mr. Manh Xuan Ky | Chairman | 24/04/2013 | 3 | 100% |  |
| 2 | Ms. Le Thi Thu Phuong | Member | 24/04/2013 | 3 | 100% |  |
| 3 | Mr. Hoang Dinh Khanh | Member | 23/04/2016 | 3 | 100% |  |
| 4 | Ms. Tran Thi Thien | Member | 18/04/2018 | 3 | 100% |  |
| 5 | Mr. Phan Anh Quang | Chairman | 20/06/2020 | 1 | 33% | newly appointed |
| 6 | Mr. Le Ngoc Toan | Vice Chairman | 20/06/2020 | 1 | 33% | newly appointed |

2. The supervision by Board of Directors over Board of Managers of the Company

3. Activities of sub-committees of Board of Directors of the Company: Board of Directors hasn’t established sub-committees yet

4. Resolutions and decisions of Board of Directors of the Company

|  |  |  |  |
| --- | --- | --- | --- |
| **No.** | **Resolution/ Decision No.** | **Date** | **Content** |
| 1 | 01/2020/NQ/HDQT | 05/02/2020 | - Review activities in 2019  - Perform the operating plan for 2020  - Invest and exploit the land of 7,128m2 (Old Block brick factory)  - Command Executive Board to settle constructors |
| 2 | 02/2020/NQ/HDQT | 03/04/2020 | - Approve reports, submissions and targets, etc… to present at the Annual General Meeting of Shareholders 2019  - The Annual General Meeting of Shareholders 2020 shall be held on 20/06/2020 |
| 3 | 03/2020/NQ/HDQT | 20/06/2020 | - Elect Chairman and Vice Chairman. Assign missions to members  - Set out particular works to achieve approved targets as follows:  + Rebuild the governance regulations system  + Approve using the land cover as collateral to raise the capital limit at the bank  + Look for jobs from sources other than electricity  + Remodel offices  + Accelerate project implementation |

**III. Board of Supervisors (BOS)**

1. General Information of Supervisory Board (BOS)

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **No** | **Members of BOS** | **Tittle** | **The beginning of date of being BOS** | **Attendance** | **Rate** | **Reasons for not attending** |
| 1 | Mr. Nguyen Huy Hoai | Head of Board of Supervisors | 24/04/2013 | 03 | 100% |  |
| 2 | Mr. Hoang Thanh Son | Member | 18/04/2018 | 03 | 100% |
| 3 | Ms. Le Thi Hai Yen | Member | 23/04/2016 | 03 | 100% |

2. Surveillance activities of the Supervisory Board toward the Board of Directors, Board of General Managers and shareholders of the Company

3. The coordination among the Supervisory Board with the Board of Directors, Board of Managers and other managers of the Company

4. Other activities of Supervisory Board of the Company (if any): none

**IV. Training on corporate governance: none**

**V. List of connected persons/ institutions:** Listed under the provisions of Clause 34, Article 6 of the Law on Securities and transactions of connect persons of the Company to Company

1. List of connected persons/ institutions of the Company: **attached appendix**

2. Transactions between the Company and its PDMRs, transactions between the Company and its major shareholders, PDMRs and connected persons of the PDMRs: none

3. Transactions between the Company and its PDMRs, transactions between connected persons of the PDMRs and subsidiaries of the Company, the companies that the Company controls: none

4. Other transactions between the Company and other entities: none

**VI. Transactions of PDMRs and connected persons/ institutions of PDMRs**

1. **List of PDMRs and their connected persons/ institutions: attached appendix**
2. **Transactions of PDMRs and Connected persons/ institutions for toward share of Listing Company: none**

**VII. Other issues: none**

**List of PDMRs and Connected persons/ institutions of PDMRs:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Name of Shareholders** | **Title** | **The Date of appointment** | **Shareholdings** | **Nationality** |
| **I** | Phan Anh Quang | Chairman | 20/06/2020 | 679,075 | Vietnamese |
| **II** | Le Ngoc Toan | Vice Chairman | 20/06/2020 |  | ‘ |
| 7 | Le Thi Thuy Xoan |  |  | 33,821 | ‘ |
| **III** | Manh Xuan Ky |  | 24/04/2013 | 11,600 | ‘ |
| **IV** | Hoang Dinh Khanh |  | 23/09/2015 |  | ‘ |
| **V** | Tran Thi Thien |  | 18/04/2018 | 107,700 | ‘ |
| 2 | Vo Thi Thu Hien |  |  | 107,500 | ‘ |
| **Vi** | Nguyen Huy Hoai |  | 24./04/2013 | 10,208 | ‘ |
| **VII** | Le Thi Hai Yen |  | 23/04/2016 | 11,678 | ‘ |
| **VIII** | Hoang Thanh Son |  | 24/04/2013 |  | ‘ |