

No: 383 /BC-MIE-HĐQT

Ha Noi, June 5th, 2025

**REPORT ON CORPORATE GOVERNANCE
IN 2024 AND THE PLAN FOR 2025**

To: The 2025 Annual General Meeting of Shareholders
The Machines and Industrial Equipment Corporation - TJC

In 2024, Machines and Industrial Equipment Corporation - JSC implemented the Corporation's internal governance regulations and corporate governance in compliance with the provisions of the Law on Enterprises and relevant laws. The Corporation reports to the 2025 Annual General Meeting of Shareholders on the governance situation in 2024 and the plan for 2025 as follows:

I. Report on corporate governance in 2024.

1. Activities of the Board of Directors (BOD):

The Board of Directors directed, supervised and issued 71 Resolutions and 35 Decisions, and assigned the Executive Board of the Corporation to organize and implement the related tasks:

1.1. Organization and Human Resources Affairs:

- Performance evaluation in 2023 for State capital representatives holding manager and executive positions at the Corporation; enterprise managers and Supervisors.

- Approval, review, and supplementation of personnel planning under the authority of the Corporation's Board of Directors in 2024. Approval of the review and adjustment of personnel planning for the 2021–2026 and 2026–2031 terms at: Ha Noi Mechanical CO.,LTD; Mecanimex Products Export-Import CO.,LTD; Quang Trung Mechanical Engineering CO.,LTD.

- Issuance of the decision on the assignment of responsibilities to members of the Corporation's Board of Directors.

- Personnel affairs at the Corporation: Consensus to propose to the Ministry of Industry and Trade the continuation of Mr. Hoang Minh Viet, member of the Board of Directors, in his role as full-time member of the Board of Directors until the end of the 2021–2026 term; Decision on the dismissal of Mr. Pham Thanh Dong from the position of General Director of the Corporation; Decision on the appointment of Mr. Le Huy Hai as General Director and Legal Representative of the Corporation; Reassignment of Mr. Vu Trung Thuc, Deputy General Director, to a full-time position at the Corporation's Head Office and removal from his position as General Director of No. 1 Tools Joint Stock Company.



- Personnel affairs at No. 1 Tools JSC: Approval of the policy for Mr. Vu Trung Thuc to cease representing MIE's capital at the Company and for Mr. Pham Thanh Dong to be appointed as MIE's capital representative at No. 1 Tools JSC. Approval of the proposed personnel for the appointment to the position of General Director of the Company.

- Personnel affairs at Duyen Hai Mechanical JSC: Approval of the policy for Ms. Tran Thi Thu Trang to cease representing MIE's capital at the Company and to resign from the position of Chairwoman of the Board of Directors; reallocation of the shares she previously represented to Mr. Cu Ngoc Phuong, Acting Chairman of the Company's Board of Directors.

- Personnel affairs at Quang Trung Mechanical Engineering CO.,LTD: Approval of the policy for Mr. Dau Huy Ngoc Linh to step down from the position of Chairman; appointment of Ms. Tran Thi Thu Trang as Chairwoman of the Company. Adjustment of the authorized capital representation of MIE at the Company: the Chairwoman shall represent 51% of the charter capital, and the General Director shall represent 49%.

- Personnel affairs at The Vietnam National Complete Equipment and Technics Import-Export Corporation Limited (TECHNOIMPORT): Mr. Nguyen Anh Tuan to step down from the position of Chairman; Mr. Dang Phi Toan to be appointed as Chairman of the Company, effective from July 1, 2024. Adjustment of the authorized capital representation of the Corporation at the Company: the Chairman shall represent 51% of the charter capital, and the General Director shall represent 49%.

- Personnel affairs at the Investment Consultant and Technical Industrial Service Company (ISC): Dismissal of Mr. Le Huy Hai from the position of Director of ISC; appointment of Mr. Nguyen Van Giap as Director of ISC.

- Enterprise classification in 2023 for LLC.

- Consensus on the development of a special regulation for the appointment of senior management personnel.

- Decision to issue a pilot regulation on hiring Deputy General Directors of the Corporation; approval to hire Mr. Nguyen Van Giap to serve as Deputy General Director in charge of the Production & Business Management Center, effective from January 1, 2025.

1.2. Restructuring Activities:

- Decision on the consolidation of the Restructuring Steering Committee of The Vietnam National Complete Equipment and Technics Import - Export Corporation Limited.

- Implementation of several solutions related to the restructuring of Technoimport Company.

1.3. Remuneration Affairs:

- Payment of remuneration to the State Capital Representative Division and Deputy General Directors of the Corporation; distribution of bonuses to the

management of the Corporation's Head Office; disbursement of Tet 2024 bonus and holiday allowances to the management of the Corporation's Head Office.

- Approval of remuneration payment to Mr. Hoang Minh Viet, full-time member of the Board of Directors.

- Approval of the wage fund for 2023 and the planned wage fund for 2024 of the Corporation's Head Office. Approval of the wage fund for 2023 and the planned wage fund for 2024 for employees. Approval of the wage and remuneration fund for 2023 and the planned wage and remuneration fund for 2024 for management at Ha Noi Mechanical CO.,LTD; Mechanical CO.,LTD; Quang Trung Mechanical Engineering CO.,LTD.

- Approval of the wage and remuneration fund for 2023 and the planned wage and remuneration fund for 2024 of Duyen Hai Mechanical JSC and Tool No. 1 JSC.

- Decision on the salary reclassification for the management of the Corporation's Head Office.

- Approval of the salary grade promotion for the management of Ha Noi Mechanical CO.,LTD; approval of the salary grade promotion for Mr. Trinh Minh Thanh, General Director of the Mechanical CO.,LTD.

- Approval of the salary scale and payroll system of Duyen Hai Mechanical JSC.

1.4. Shareholders' Meeting Affairs for 2024

- Successfully organized the Extraordinary Shareholders' Meeting, the Annual Shareholders' Meeting, and the Second Extraordinary Shareholders' Meeting of 2024 in accordance with regulations.

1.5. Production and Business Affairs:

- Approval of the production and business plan for 2024 of the Corporation's Head Office, subsidiaries, and affiliated units.

- Approval of the 2024 production and business plan of the Parent Company and the consolidated plan of the entire Corporation.

1.6. Investment Affairs:

- Approval of the 2024 investment plan.

- Approval of the adjustment to the 2024 investment plan of the Mecanimex Company.

1.7. Financial Affairs:

- Adjustment of the Financial Management Regulation issued under Decision No. 1094/QĐ-MIE-HĐQT dated December 29, 2023.

- Implementation status of the contract related to the loan with Saigon Beer – Alcohol – Beverage Corporation (Sabeco).

- Deduction of the contract value under EPC contract No. 40/2019/EVNPMB2-EPC-SESAN4 signed on December 11, 2019.

- Approval of financial statements, profit distribution plans, fund provision and use in 2023 for Ha Noi Mechanical CO.,LTD; Quang Trung Mechanical

Engineering CO.,LTD; Duyen Hai Mechanical JSC; Investment Consultant and Technical Industrial Service Company (ISC). Approval 2023 of the financial statements and profit distribution plans for Mecanimex CO.,LTD. Approval of the 2023 financial statements for The Vietnam National Complete Equipment and Technics Import-Export Corporation Limited.

- Approval of the 2023 financial statements for No.1 Tool JSC.
- Approval of the results of financial inspection and supervision in 2023 for the subsidiaries and branches of the Corporation.
- Selection of the auditing firm to perform the review of the semi-annual financial statements and the audit of the 2024 annual financial statements for the Parent Company, the Corporation's Headquarters, subsidiaries, branches, and the Consolidated Financial Statements of the Corporation.
- Approval of the Financial Management Regulations of Quang Trung Mechanical Engineering CO.,LTD.

1.8. Other Affairs:

- Addition of Business Lines for Ha Noi Mechanical CO.,LTD.
- Approval and Issuance of the Regulation on Clerical Work and Archives of the Corporation.
- Approval of the 2024 Labor Plan for the Corporation's Head Office.
- Agree to discipline Mr. Nguyen Anh Tuan, Chairman and General Director of Technoimport Company.
- Approval of the capital contribution by the Corporation to Dong Binh Cement Joint Stock Company and approval of the plan to transfer the contributor's name.
- Decision on assignment of duties to members of the Corporation's Board of Directors; Decision on promulgation of the Regulation on assignment of duties to the Corporation's Executive Board.
- Decision on the establishment of the Corporation's Anti-Corruption Steering Committee; Promulgation of the Regulation on operations of the Corporation's Anti-Corruption Steering Committee.
- Decision on the promulgation of the Regulation on operations of the Corporation's Committee for the Advancement of Women.
- Decision on the termination of the implementation of the policy to study and develop the project for the Corporation's Headquarters at Lot 18 - E4, Cau Giay Urban Area, Hanoi.
- Other affairs.

2. Executive Board's Activities

The Executive Board has complied with the Resolutions and Decisions of the Board of Directors of the Corporation and submitted for approval the matters within the Board's authority. The General Director has directed and managed the Corporation's business operations and exercised delegated authority in accordance

with the Corporation's Charter, the Financial Management Regulations, and the Investment Project Management Regulations...

3. Activities of the Supervisory Board and the Role of Supervisors

The Supervisory Board monitored the Board of Directors and the General Director in the management and administration activities in accordance with the Supervisory Board's Operating Regulations. The Head of the Supervisory Board fully attended meetings of the Board of Directors, monitored the contents and implementation of resolutions and decisions issued by the Board of Directors, and supervised the procedures and organization of the Board of Directors' meetings to ensure compliance with legal regulations and the Company's Charter.

4. Public release of information and Transparency

The Corporation has carried out public disclosure in accordance with regulations applicable to large-scale public companies as prescribed in the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020; Decree No. 47/2021/ND-CP dated April 1, 2021 of the Government detailing several articles of the Law on Enterprises; the Law on Securities No. 54/2019/QH14 dated November 26, 2019; Circular No. 96/2020/TT-BTC dated November 16, 2020 of the Ministry of Finance guiding public disclosure on the securities market; and Decision No. 606/QĐ-SGDHN dated September 29, 2016 of the Hanoi Stock Exchange on the Regulation on Public Disclosure at the Hanoi Stock Exchange.

In 2024, the Corporation made public disclosure of the following information:

4.1. Periodic Public Disclosure:

- List of state shareholders and major shareholders in 2023 and the first half of 2024.
- Report on the evaluation of the Corporation's business performance in 2023.
- Notice on the selection of the auditing firm for the review of the semi-annual financial statements and the audit of the 2024 annual financial statements.
- The Corporation's Q4/2023 financial statements.
- The audited 2023 financial statements of the Parent Company and the Consolidated Financial Statements.
- Q1, Q2, semi-annual, and Q3 financial statements for 2024.
- 2023 Annual Report.
- 2023 Corporate Governance Report and the Corporate Governance Report for the first half of 2024.
- Report on the status of corporate governance and organizational structure in 2023 and for the first half of 2024.

4.2. Public Disclosure Related to the General Meeting of Shareholders:

- Public disclosure of information related to the 2024 Extraordinary General Meeting of Shareholders and accompanying documents.
- Public disclosure of information related to the 2024 Annual General Meeting of Shareholders and accompanying documents.

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- Public disclosure of information related to the Second Extraordinary General Meeting of Shareholders in 2024 and accompanying documents.

4.3. Irregular Public Disclosures:

- Notification of personnel changes: dismissal of Ms. Tran Thi Thu Trang from the Board of Directors and election of Mr. Le Huy Hai as a new Board member; dismissal of Mr. Pham Thanh Dong from the Board of Directors and election of Mr. Vu Trung Thuc as a new Board member; dismissal of Mr. Pham Thanh Dong from the position of General Director and assignment of Acting General Director responsibilities to Mr. Le Huy Hai; appointment of the General Director by the Board of Directors.

- Notification of changes in the Enterprise Registration Certificate: change of the legal representative.

- Notification of authorization to disclose information granted to Mr. Vu Trung Thuc, Deputy General Director of the Corporation.

- Notification regarding the status of MIE shares on the UPCOM trading system; explanation regarding the Hanoi Stock Exchange's decision to maintain the warning status for MIE shares.

- Notification on shareholder list-based information review.

- Decision on the temporary suspension of operations of the Corporation's Branch; confirmation document on the Branch's business suspension from December 1, 2024, to November 30, 2025.

5. Shareholder Rights and Equal Treatment of Shareholders:

The Corporation consistently facilitates conditions for employee-shareholders to exercise their rights and fulfill their obligations as stipulated in the Charter on Organization and Operation; promotes their role and responsibilities in participating in the management and supervision of the Corporation's operations.

II. Governance Disclosure Plan for the Corporation in 2025

In the spirit of strict compliance with legal regulations on corporate governance principles, the Board of Directors of The Machines and Industrial Equipment Corporation – JSC outlines the governance disclosure plan for 2025 as follows:

1. Strengthen and enhance relationships between the Corporation, shareholders, and investors.

2. Organize the Annual General Meeting of Shareholders or Extraordinary General Meeting in accordance with legal timelines and procedures as prescribed by law and the Charter.


3. Select and appoint personnel under the authority of the Board, ensuring compliance with qualification standards and alignment with the Corporation's overall development strategy.

4. Ensure full compliance with applicable laws, the Corporation's Charter,

and internal governance regulations in the coordination between the Board of Directors, the Executive Board, and the Supervisory Board.

5. Ensure equal treatment of all shareholders.

6. Conduct periodic and ad hoc disclosures in accordance with legal requirements.

This concludes the 2024 Corporate Governance Report and the Governance Plan for 2025. The Board of Directors hereby submits this report to the 2025 Annual General Meeting of Shareholders for approval. 

Recipients:

- As above;
- Archived: VT, BOD.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN**



Tran Quoc Toan

