**L45: Annual Corporate Governance Report 2023**

On January 18, 2024, Lilama 45.1 Joint Stock Company announced Report on the Corporate Governance in 2023 as follows:

* Name of company: Lilama 45.1 Joint Stock Company
* Business Registration Certificate No. 0301443037 issued for the first time on May 09, 2007 (registered for changing the 6th time on August 24, 2017, changing contents of Business Registration Certificate on June 21, 2021)
* Business registration address: No. 138-140 Dien Bien Phu Street, Da Kao Ward, District 1, HCM City.
* Transaction Office: Group 14, Xom Goc Hamlet, Long An Commune, Long Thanh District, Dong Nai Province
* Phone number: 0251 2860921
* Fax:
* Charter capital: VND 48,000,000,000
* Securities code: L45
* Website: www.lilama45-1.com
* E-mail: technicaldept@lilama45-1.com
* Corporate governance model: The General Meeting, Board of Directors, Supervisory Board and Managing Director.

1. Activities of the General Meeting

In 2023, the General Meeting held the Annual General Meeting 2023 with the following contents:

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| No. | General Mandate | Date of issue | Document name | Contents |
| 1 | 01/2023/NQ-DHDCD | January 06, 2023 | General Mandate on collecting shareholders' ballots | Extraordinary General Mandate 2023 |
| 2 | 02/2023/BBH-DHDCD | April 24, 2023 | Minutes of the Annual General Meeting 2023. | Minutes of the Annual General Meeting 2023. |
| 3 | 03/2023/NQ-DHDCD | April 24, 2023 | Annual General Mandate 2023 | Annual General Mandate 2023 |

1. Board of Directors
2. Member of the Board of Directors.

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| No. | Full name | Position | Note |
| 1 | Hoang Si Nhan | Chair | Executive in term IV (2022-2027) since May 19, 2022 |
| 2 | Nguyen Ba Sung | Member | Non-executive in term IV (2022-2027) since May 19, 2022 |
| 3 | Nguyen Tien Son | Member | Non-executive in term IV (2022-2027) since May 19, 2022 |
| 4 | Duong Thi Hai | Member | Dismissed on April 24, 2023 |
| 5 | Pham Dinh Lap | Member | Dismissed on April 24, 2023 |

1. Board Resolutions/Decisions

In 2023, the Board of Directors held meetings with the following contents:

* Total number of Board of Directors meetings: 5 meetings
* Total number of Board of Directors meetings collecting ballots of members of the Board of Directors: 3 times
* The Board of Directors announced 16 Board Resolutions and 3 Board Decisions.

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| No. | Resolution | Date of issuance | Document name | Contents |
| 1 | 01/2023/BBH-HDQT | January 10, 2023 | Minutes of the Board meeting | Approve the contents: Approve the production and business results in 2022,   1. production and business plan for 2023; Financial Statements 2022 for auditing; Asset verification in 2022; Preparation and care for employees to celebrate Lunar New Year 2023 |
| 2 | 02/2023/NQ-HDQT | January 10, 2023 | Board Resolution | The Managing Director was assigned to implement the following contents:   1. Report the production, business and investment results in 2022 and make production and business plan for 2023; 2. Approve asset verification plan dated December 31, 2022; |
| 3 | 03/2023/BBH-HDQT | February 28, 2023 | Meeting Minutes of the Board of Directors | Approve the contents:   1. Approve the report on the salary fund finalization in 2022. 2. Approve the result of asset verification dated December 31, 2022. 3. Liquidate the BBC joint venture with TDK and receive the transfer of TDK's equipment after liquidating the joint venture; 4. Prepare for the organization of the Annual General Meeting 2023. |
| 4 | 04/2023/NQ-HDQT | February 28, 2023 | Board Resolution | Approve the list of shareholders to hold the Annual General Meeting 2023 Record date: March 22, 2023; Expected time to hold the meeting is April 2023 |
| 5 | 05/2023/NQ-HDQT | February 28, 2023 | Board Resolution | Approve the realized salary fund settlement in 2022. |
| 6 | 06/2023/NQ-HDQT | February 28, 2023 | Board Resolution | Liquidate the Business Cooperation Contract (BBC) No. HDHT/ECC45-1/TDK/98001 dated May 21, 1998 and Appendixes between Machine Installation & Construction Company 45.1 (now Lilama 45.1 Joint Stock Company) and TAIHEI DENGYO KAISHA, Ltd (TDK); Approve the policy of receiving and transferring TDK's equipment after liquidating the Business Cooperation Contract (BBC), with the transfer price of USD 24,000. |
| 7 | 07/2023/QD-HDQT | February 28, 2023. | Board Decision | Establish the Steering and Organizer Committee of the Annual General Meeting 2023 |
| 8 | 08/2023/BBH-HDQT | March 30, 2023 | Meeting Minutes of the Board of Directors | Approve the contents:   1. Approve the Audited Financial Statements 2022; Adjust the production and business results of 2022 and production and business plan targets of 2023; 2. Organize the Annual General Meeting 2023.  * Organization time: April 24, 2023 * Venue: Thanh Da Trade Union Hotel, HCMC  1. Review the application for dismissal as members of the Board of Directors of Ms. Duong Thi Hai and Mr. Pham Dinh Lap. |
| 9 | 09/2023/NQ-HDQT | March 30, 2023 | Board Resolution | Approve the preparation for the Annual General Meeting 2023.  1 The expected time for holding the Annual General Meeting 2023: April 24, 2023 (Monday)   1. Venue: Thanh Da Trade Union Hotel, Lot V Thanh Da Apartment, Ward 27, Binh Thanh District, HCM City 2. Meeting contents:   Report on the activities of the Board of Directors in 2022 and the production, business and investment plan for 2023.  Report on the activities of the Supervisory Board in 2022 and the plan for 2023;  The Audited Financial Statements 2022 of the Company;  Proposal on the expected Profit Distribution Plan in 2022;  Proposal on the remuneration settlement for Board of Directors, the Supervisory Board in 2022, and the remuneration plan for 2023;  Proposal on the selection of an audit company to audit Financial Statements for 2023;  Proposal on the approval of amendments and supplements to the Charter, Internal Governance Regulations of the Company, and Operational Regulations of the Board of Directors; Proposal on the dismissal of members of the Board of Directors of term IV (2022-2027). |
| 10 | 10-2023/NQ-HDQT | March 30, 2023 | Board Resolution | The Board of Directors approves the Audited Financial Statements for the financial year ended December 31, 2022 of the Company in accordance with Audit Report No. 300323.013/BCTC.KT2 dated March 30, 2023 of AASC Auditing Firm Company Limited |
| 11 | 11/2023/NQ-HDQT | March 30, 2023 | Board Resolution | Adjust the production and business results in 2022 after auditing the Financial Statements 2022; Adjust production and business targets for 2023. |
| 12 | 12/2023/QD-HDQT | April 24, 2023. | Board Decision | Promulgate the Internal Regulations on Corporate Governance of Lilama 45.1 Joint Stock Company. |
| 13 | 13/2023/QD-HDQT | April 24, 2023 | Board Decision | Promulgate the Operational Regulation of the Company's Board of Directors. |
| 14 | 14/2023/NQ-HDQT | April 28, 2023 | Board Resolution | Approve the guarantee limit in 2023 at An Binh Commercial Joint Stock Bank - Ho Chi Minh Branch:  VND 5 billion; |
| 15 | 15/2023/BBH-HDQT | July 07, 2023 | Meeting Minutes of the Board of Directors | Approve the contents:   1. Approve the production and business results of the first 6 months of 2023 and production and business plan for the last 6 months of 2023. 2. Report on the Planned salary fund in 2023 3. Approve the policy of converting the operating model of Long Thanh 45.1 Mechanical Factory - Branch of Lilama 45.1 Joint Stock Company 4. Approve the implementation of plans to recover No. 12 Van Thanh apartment for the company’s use; 5. Other tasks |
| 16 | 16/2023/NQ-HDQT | July 10, 2023 | Board Resolution | Approve the production and business results of the first 6 months of 2023 and production and business plan for the last 6 months of 2023. |
| 17 | 17/2023/NQ-HDQT | July 10, 2023 | Board Resolution | Approve the total salary fund plan for 2023. |
| 18 | 18/2023/NQ-HDQT | July 10, 2023 | Board Resolution | Approve the plan on completing procedures and documents of 12 apartments in 30/4 Van Thanh Residence located in Ward 25, Binh Thanh District, Ho Chi Minh City. |
| 19 | 19/2023/NQ-HDQT | July 12, 2023 | Board Resolution | Approve the policy of converting the operating model of Long Thanh 45.1 Mechanical Factory - Branch of Lilama 45.1 Joint Stock Company |
| 20 | 20/2023/NQ-HDQT | July 12, 2023 | Board Resolution | Approve the work of Secretary of the Board of Directors. |
| 21 | 21/2023/QD-HDQT | July 31, 2023. | Board Decision | Establish the Wage Council of the Company |
| 22 | 22/2023/NQ-HDQT | August 07, 2023 | Board Resolution | Approve the salary scale increase for managerial officers of the Company: |
| 23 | 23/2023/QD-HDQT | August 07, 2023. | Board Decision | Pay rise for Mr. Hoang Si Nhan, the Chair of the Board of Directors of the Company at scale 2/2, coefficient 2.42, from August 01, 2023. |
| 24 | 24/2023/QD-HDQT | August 07, 2023. | Board Decision | Pay rise for Mr. Nguyen Tien Son, the Deputy Managing Director of the Company at scale 2/2 and coefficient 2.08, from August 04, 2023. |
| 25 | 25/2023/QD-HDQT | August 07, 2023. | Board Decision | Pay rise for Mr. Dinh Viet Son, the Deputy Managing Director of the Company at scale 2/2 and coefficient 2.08, from August 04, 2023. |
| 26 | 26/2023/BBH-HDQT | October 25, 2023 | Meeting Minutes of the Board of Directors | Approve the contents:   1. Approve the production and business results for the first 9 months of 2023 and estimates of production and business performance for 2023; 2. Select an audit company for the Financial Statements 2023 |
| 27 | 27/2023/NQ-HDQT | October 25, 2023 | Board Resolution | Approve the production and business results for the first 9 months of 2023, estimating production and business performance for 2023; Select AASC Auditing Firm Company Limited as the audit company to audit the Financial Statements 2023. |
| 28 | 28/2023/NQ-HDQT | December 21, 2023 | Board Resolution | Approve the guarantee limit for 2023-2024 at Saigon - Hanoi Commercial Joint Stock Bank - Ho Chi Minh City Branch |

1. Supervisory Board
2. Member of the Supervisory Board

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| No. | Full name | Position | Note |
| 1 | Tran Thi Thu Ha | Chief | Executive in term IV (2022-2027) since May 19, 2022 |
| 2 | Nguyen Truc Ly | Member | Non-executive in term IV of 2022-2027 since May 19, 2022 |
| 3 | Pham Xuan Truong | Member | Non-executive in term IV of 2022-2027 since May 19, 2022 |

1. Executive Board

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| No. | Full name | Date of birth | Position | Qualification | Date of appointment |
| 1 | Mr. Nguyen Ba Sung | August 18, 1967 | Managing Director | Engineer | August 18, 2022 |
| 2 | Mr. Nguyen Huu Can | August 22, 1972 | Deputy Managing Director | Bachelor in Economics | March 26, 2019 |
| 3 | Mr. Nguyen Tien Son | March 05, 1974 | Deputy Managing Director | Engineer | August 04, 2020 |
| 4 | Mr. Dinh Viet Son | March 12, 1972 | Deputy Managing Director | Engineer | August 04, 2020 |

1. CHIEF ACCOUNTANT

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| Full name | Date of birth | Professional Qualification | Appointment date: |
| Ms. Duong Thi Hai | October 29, 1975 | Bachelor in Economics | March 21, 2019 |

1. Training on corporate governance
2. List of related persons of the public company and transactions of the related persons of the Company and the Company itself.
3. Transactions between the Company and related persons of the Company; or between the Company and principal shareholders, PDMR, or related persons of PDMR:

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| No. | Name of organization/individual | Relations with the Company | NSH No. | Head office address | Time of transaction with the Company | General Mandate/Decision No. of the General Meeting or Board Resolution/Decision No. (if any) | Content, quantity, total value of transaction | Note |
| 1 | Vietnam Machinery Installation Corporation - JSC | Principal shareholder holding 36% of charter capital | 0100106313 | 124 Minh Khai Street, Hai Ba Trung District, Hanoi City | January - December 2023 |  | The revenue of Song Hau 1 project with the total contract value is VND 19,357 million |  |
| 2 | Vietnam Machinery Installation Corporation - JSC | Principal shareholder holding 36% of charter capital | 0100106313 | 124 Minh Khai Street, Hai Ba Trung District, Hanoi City | January - December 2023 |  | Receive money for constructing projects VND 10,453 million |  |
| 3 | Vietnam Machinery Installation Corporation - JSC | Principal shareholder holding 36% of charter capital | 0100106313 | 124 Minh Khai Street, Hai Ba Trung District, Hanoi City | January - December 2023 |  | Construction cost of projects VND 8,988 million |  |

1. Transactions between the Company and companies that members of the Board of Directors, members of the Supervisory Board, Managing Director and other managers who have been founding members or members of the Board of Directors or Executive Manager for the past three (03) years (as at the date of reporting)

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| No. | Name of organization/individual | Relations with the Company | NSH No. | Head office address | Time of transaction with Company | General Mandate/Decision No. of the General Meeting or Board Resolution/Decision No. of the Board of Directors(if any) | Content, quantity, total value of transaction | Note |
| 1 | Quang Thanh Company Limited | The person who contributes capital to Quang Thanh Company Limited is Member of the Board of Directors | 3602046180 | No. 15, Group 14, Xom Goc Hamlet, Long An Commune, Long Thanh District, Dong Nai Province | 2021 - 2023 |  | Provision of labors for construction projects with total contract value of VND 16,242 million. |  |

1. Share transactions of PDMR and related persons of PDMR:
2. Transaction of PDMR and related persons to the Company’s shares: None.
3. Other significant issues: