**TCK: Annual Corporate Governance Report 2023**

On January 18, 2024, Construction Machinery Corporation - JSC announced Report No. 13/BC-COMA on Corporate Governance 2023 as follows:

* Name of company: Construction Machinery Corporation - JSC
* Head office address: No. 125D Minh Khai Street, Minh Khai Ward, Hai Ba Trung District, Hanoi
* Tel: 0243 8631122 Fax: 0243 8631216
* Charter capital: VND 238,500,000,000
* Securities code: TCK
* Corporate governance model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager.
* Internal audit execution: Unimplemented.

1. Activities of the General Meeting of Shareholders:

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| No. | General Mandate/Decision No. | Date | Content |
| 1 | 31/NQ-DHDCD | June 29, 2023 | Annual General Mandate 2023 |

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 of the Audit Committee/Internal Audit Committee | |
| Appointment date | Dismissal date |
| 1 | Mr. Trinh Nam Hai | Chair of the Board of Directors | June 29, 2021 |  |
| 2 | Mr. Dao Duc Tho | Member of the Board of Directors | June 29, 2021 |  |
| 3 | Ms. Nguyen Thi Tuyet Nhung | Member of the Board of Directors | June 29, 2021 |  |
| 4 | Mr. Vu Xuan Thang | Member of the Board of Directors | June 29, 2021 |  |
| 5 | Mr. Le The Thuy | Member of the Board of Directors | June 29, 2023 |  |

1. Board Resolutions/Decisions

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| No. | Resolution/Decision No. | Date | Content |
| I | Board Resolution | | |
| 1 | 01/NQ-HDQT | January 04, 2023 | Approve the reserve price and method of selling and liquidating the Corporation's assets |
| 2 | 02/NQ-HDQT | January 10, 2023 | Approve the shortened contractor appointment result for the implementation of the bidding package named "consulting and verifying construction drawing designs and project estimates of construction of warehouses, workshops and technical infrastructure of the lifting equipment manufacturing factory project" |
| 3 | 04/NQ-HDQT | February 20, 2023 | Approve the investment capital settlement for the project named "Installing solar power system on the roof of COMA office building” |
| 4 | 05/NQ-HDQT | March 15, 2023 | Approve the renewal of capital loan contract with COMA26 |
| 5 | 06/NQ-HDQT | March 15, 2023 | Loan capital to implement the project named “Construction of warehouses, workshops and technical infrastructure of the lifting equipment manufacturing factory project” |
| 6 | 07/NQ-HDQT | April 04, 2023 | Extend the time of the Annual General Meeting of Shareholders 2023 |
| 7 | 08/NQLT/HDQT-DU | April 04, 2023 | Joint Resolution on Personnel Work |
| 8 | 09/NQ-HDQT | April 10, 2023 | Approve some contents to be voted at COMA2’s Annual General Meeting of Shareholders 2023 |
| 9 | 10/NQLT/HDQT-DU | April 04, 2023 | Joint Resolution on Personnel Work |
| 10 | 11/NQ-HDQT | April 10, 2023 | Approve the Financial Statements 2022 and the production and business plan for 2023; |
| 11 | 12/NQ-HDQT | April 11, 2023 | Approve the financial plan in 2023 of the Corporation’s holding company |
| 12 | 13/NQ-HDQT | April 11, 2023 | Approve some contents to be voted at COMAEL’s Annual General Meeting of Shareholders 2023 |
| 13 | 14/NQ-HDQT | April 13, 2023 | Liquidate assets to clear the construction site of the project named “construction of warehouses, workshops and technical infrastructure of the lifting equipment manufacturing factory project” |
| 14 | 15/NQ-HDQT | April 14, 2023 | Approve COMA17's branch establishment policy |
| 15 | 16/NQ-HDQT | April 14, 2023 | Hold the Corporation's Annual General Meeting of Shareholders 2023 |
| 16 | 17/NQ-HDQT | April 17, 2023 | Approve some contents to be voted at Minh Khai Lock Joint Stock Company’s Annual General Meeting of Shareholders 2023 |
| 17 | 18/NQ-HDQT | April 17, 2023 | Approve some contents to be voted at COMA16’s Annual General Meeting of Shareholders 2023 |
| 18 | 19/NQ-HDQT | April 24, 2023 | Approve some contents to be voted and commented on at COMA5’s Annual General Meeting of Shareholders 2023 |
| 19 | 20/NQ-HDQT | April 24, 2023 | Approve some contents to be voted and commented at COMA25’s Annual General Meeting of Shareholders 2023 |
| 20 | 21/NQ-HDQT | April 25, 2023 | Approve some contents to be voted at COMA9’s Annual General Meeting of Shareholders 2023 |
| 21 | 22/NQ-HDQT | May 19, 2023 | Convene Construction Machinery Corporation - JSC’s Annual General Meeting of Shareholders 2023 |
| 22 | 23/NQ-HDQT | May 22, 2023 | Approve the adjustment of the estimate for ground leveling items to prepare for investment implementation in phase II of the lifting equipment manufacturing factory project |
| 23 | 24/NQ-HDQT | May 24, 2023 | Approve salary and remuneration fund in 2022; 2023 plan of managers and employees of the Corporation's holding company |
| 24 | 25/NQLT- HDQT-DU | May 31, 2022 | Joint Resolution on Personnel Work |
| 25 | 27/NQ-HDQT | June 06, 2023 | Approve the asset liquidation policy of Quang Minh Mechanics Company Limited - Corporation Branch |
| 26 | 28/NQ-HDQT | June 21, 2023 | Approve some contents to be voted and commented at COMA6’s Annual General Meeting of Shareholders 2023 |
| 27 | 29/NQLT/TVDU-HDQT | June 21, 2023 | Joint Resolution of meeting between the Standing Party Committee and the Board of Directors |
| 28 | 30/NQ-HDQT | June 27, 2023 | Resolution on litigation against the entire settlement team of the Skylight luxury housing project |
| 29 | 32/NQ-HDQT | July 06, 2023 | Resolution on approving the reserve price to auction the liquidation of 32/5 ton gantry crane of Quang Minh Mechanics Company Limited - Corporation Branch |
| 30 | 33/NQ-HDQT | July 11, 2023 | Resolution on the establishment of a Committee for implementing the project to restructure and improve the corporate governance capacity of Construction Machinery Corporation - JSC in the 2021-2025 period |
| 31 | 34/NQ-HDQT | July 12, 2023 | Resolution on approving the audit company selection for the Corporation's Financial Statements 2023 |
| 32 | 35/NQ-HDQT | July 18, 2023 | Resolution on approving the winning bid results for asset liquidation of 32/5 ton gantry crane of Quang Minh Mechanics Company Limited - Construction Machinery Corporation - JSC Branch |
| 33 | 36/NQ-HDQT | August 07, 2023 | Resolution on approving the estimate and contractor selection plan to consult on the preparation of bidding invitation documents, evaluate bidding documents, and consult on appraising bidding documents and contractor selection result of the bidding package named “Consulting on the valuation of divestment units under the project to restructure and improve corporate governance capacity of Construction Machinery Corporation - JSC in the 2021-2025 period" |
| 34 | 37/NQ-HDQT | August 15, 2023 | Resolution on approving the result of shortened contractor appointment for the contractor to implement the bidding package named “consulting on the preparation of bidding package estimate, electronic bidding invitation documents and evaluating electronic bidding documents of the bidding package named “Consulting on the valuation of divestment units under the project to restruct and improve corporate governance capacity of Construction Machinery Corporation - JSC in the 2021-2025 period"” |
| 35 | 38/NQ-HDQT | August 17, 2023 | Resolution on approving the result of shortened contractor appointment for the contractor to implement the bidding package named “consulting on the preparation of bidding package estimate, electronic bidding invitation documents and evaluating contractor selection result named “Consulting on the valuation of divestment units under the project to restructure and improve corporate governance capacity of the Corporation in the 2021-2025 period” |
| 36 | 39/NQ-HDQT | August 18, 2023 | Resolution on approving the project named "Constructing Warehouses, Workshops and Technical Infrastructure of the lifting equipment manufacturing factory” at Quang Minh Industrial Zone |
| 37 | 40/NQ-HDQT | September 18, 2023 | Resolution on approving the scope of work and estimate of the bidding package named “Consulting on the valuation of divestment units under the project to restructure and improve corporate governance capacity of the Corporation in the 2021-2025 period” |
| 38 | 41/NQ-HDQT | September 21, 2023 | Resolution on approving the project contractor selection plan for the bidding package named "Consulting on the valuation of divestment units under the project to restructure and improve corporate governance capacity of Construction Machinery Corporation - JSC in the 2021-2025” |
| 39 | 42/NQ-HDQT | September 29, 2023 | Resolution on approving electronic bidding documents of the bidding package named “Consulting on the valuation of divestment units under the project to restructure and improve corporate governance capacity of Construction Machinery Corporation - JSC in the 2021-2025 period" |
| 40 | 43/NQ-HDQT-DU | October 16, 2023 | Joint Resolution on COMA2's personnel work |
| 41 | 44/NQ-HDQT | October 30, 2023 | Resolution on approving the construction design implemented after the basic design of the project named "Constructing Warehouses, Workshops and Technical Infrastructure for Lifting Equipment Manufacturing Factory” at Quang Minh Industrial Zone |
| 42 | 45/NQ-HDQT | October 31, 2023 | Resolution on approving the contractor selection plan to implement the following bidding package: Constructing and supplying, installing equipment; Consulting on construction supervision and equipment installation for the project named "Constructing Warehouse, Workshop and Technical Infrastructure for Lifting Equipment Manufacturing Factory" at Quang Minh Industrial Zone |
| 43 | 46/NQ-HDQT | November 01, 2023 | Resolution on approving the list of technically qualified contractors for the bidding package named “Consulting on the valuation of divestment units under the project to restructure and improve corporate governance capacity of Construction Machinery Corporation - JSC in the 2021-2025 period" |
| 44 | 47/NQ-HDQT | November 02, 2023 | Resolution on approving the shortened contractor appointment results to implement the bidding package named “consulting on construction supervision and equipment installation for the project named "Constructing Warehouse, Workshop and Technical Infrastructure for Lifting Equipment Manufacturing Factory" at Quang Minh Industrial Zone” |
| 45 | 48/NQ-HDQT | November 08, 2023 | Resolution on approving the plan to implement the bidding package named “Construction and equipment installation for the project named "Constructing Warehouse, Workshop and Technical Infrastructure for Lifting Equipment Manufacturing Factory" at Quang Minh Industrial Zone” |
| 46 | 49/NQ-HDQT | November 09, 2023 | Resolution on approving the contractor selection result of the bidding package named “Consulting on the valuation of divestment units under the project to restructure and improve corporate governance capacity of Construction Machinery Corporation - JSC in the 2021-2025 period" |
| 47 | 50/NQ-HDQT | December 28, 2023 | Resolution on approving the transfer of the Sales Contract of Apartment No. A5 (CH09) on the 6th floor and apartment No. B5 (CH05) on the 9th floor of the Westa Building, Mo Lao Urban Area, Ha Dong, Hanoi of the Corporation |
| II Board Decision | | | |
| 1 | 09/QD-HDQT | April 13, 2023 | Decision on the adjustment of the Corporation's capital assigned to the Representative at COMA17 |
| 2 | 10/QD-HDQT | April 13, 2023 | Decision on the appointment of the Corporation's Capital Representative at COMA17 |
| 3 | 12/QD-HDQT | April 17, 2023 | Decision on the reappointment of the Corporation's Capital Representative at COMAEL |
| 4 | 17/QD-HDQT | May 24, 2023 | Decision on the completion of Construction Machinery Corporation - JSC’s Committee for the Advancement of Women |
| 5 | 21/QD-HDQT | June 26, 2023 | Decision on approving the evaluation and ranking of leaders and managers in 2022 |
| 6 | 22/QD-HDQT | June 17, 2023 | Resolution on the completion of the Skylight luxury housing project’s settlement team |
| 7 | 24/QD-HDQT | June 30, 2023 | Decision on approving the adjustment policy of the project named "Constructing Warehouse, Workshop and Technical Infrastructure for Lifting Equipment Manufacturing Factory" at Quang Minh Industrial Zone |
| 8 | 27/QD-HDQT | July 11, 2023 | Decision on the establishment of a Committee for implementing the project to restructure and improve the corporate governance capacity of the Corporation in the 2021-2025 period |
| 9 | 28/QD-HDQT | July 12, 2023 | Decision on approving the audit company for the Financial Statements 2023 of Construction Machinery Corporation – JSC |
| 10 | 31/QD-HDQT | August 18, 2023 | Decision on approving the project named "Constructing Warehouses, Workshops and Technical Infrastructure of the Lifting Equipment Manufacturing Factory” at Quang Minh Industrial Zone |
| 11 | 34/QD-HDQT | September 14, 2023 | Decision on approving the scope of work and estimating the bidding package named “Consulting on the valuation of divestment units under the project to restructure and improve corporate governance capacity of Construction Machinery Corporation - JSC in the 2021-2025 period" |
| 12 | 36/QD-HDQT | September 21, 2023 | Decision on approving the contractor selection plan for the bidding package named “Consulting on the valuation of divestment units under the project to restructure and improve corporate governance capacity of the Corporation in the 2021-2025 period” |
| 13 | 39/QD-HDQT | September 29, 2023 | Decision on approving electronic bidding documents for bidding package named “consulting on the valuation of divestment units under the project to restructure and improve corporate governance capacity of the Corporation in the 2021-2025 period” |
| 14 | 42/QD-HDQT | October 30, 2023 | Resolution on approving the construction design implemented after the basic design of the project named "Constructing Warehouses, Workshops and Technical Infrastructure for Lifting Equipment Manufacturing Factory” at Quang Minh Industrial Zone |
| 15 | 43/QD-HDQT | November 01, 2023 | Decision on approving the list of technically qualified contractors of the bidding package named “Consulting on the valuation of divestment units under the project to restructure and improve corporate governance capacity of the Corporation in the 2021-2025 period” |
| 16 | 46/QD-HDQT | November 09, 2023 | Decision on approving the contractor selection results for the bidding package named “consulting on the valuation of divestment units under the project to restructure and improve corporate governance capacity of the Corporation in the 2021-2025 period” |

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 dismissal as member of the Supervisory Board | Qualification |
| 1 | Nguyen Van Son | Chief | June 29, 2021 |  | Bachelor of Economics, Master of Business Administration |
| 2 | Dinh Thi Huong | Member | June 29, 2021 |  | Bachelor of Economics |
| 3 | Vu Thi Thuy | Member | June 29, 2021 |  | Bachelor of Economics |

1. The Executive Board:

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| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Dao Duc Tho | April 01, 1968 | Mechanical Engineer | Appointed on November 01, 2019 |
| 2 | Nguyen Huong Duong | July 31, 1972 | Mechanical Engineer, Master of Business Administration | Appointed on July 01, 2021 |
| 3 | Vu Xuan Thang | July 28, 1970 | Mechanical Engineer | Appointed on November 14, 2016 |
| 4 | Le The Thuy | July 24, 1969 | Bachelor of Accounting, Master of Business Administration | Appointed on July 01, 2021 |

1. Chief Accountant:

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Nguyen Ngoc Hai | January 13, 1977 | Master of Economics | Appointed on July 18, 2022 |

1. Training 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: None.
4. Transactions between PDMR of the Corporation, affiliated persons of PDMR and subsidiaries, companies under the authority of the Corporation: None.
5. Transactions between the Company and other entities:
   1. Transactions between the Corporation and the companies where members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager), and other managers have been founding members, members of the Board of Directors, the Executive Manager (General Manager) for the past three (03) years (at the time of reporting): None.
   2. Transactions between the Corporation and the company where affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager), and other managers are members of the Board of Directors, the Executive Manager (General Manager): None.
   3. Other transactions of the Corporation (if any) that can bring about material or non-material benefits to the members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager), and other managers: None.
6. Share transactions of PDMR and affiliated people of PDMR:
7. Company’s share transactions of PDMR and affiliated persons: None.
8. Other significant issues: None.