**LMI: Annual Corporate Governance Report 2023**

On January 22, 2024, IDICO Machinery Erection Construction Investment Joint Stock Company announced Report No. 47/BC-CT on the corporate governance in 2023 as follows:

* Name of listed company: IDICO Machinery Erection Construction Investment Joint Stock Company
* Head office address: KM23, Highway 51, Hamlet 1, Long An Commune, Long Thanh District, Dong Nai Province.
* Tel: 0251 3569 439; Fax: 0251 3569 437
* Email: lama@lamaidico.com.vn; Web: lamaidico.com.vn
* Charter capital: VND 55 billion
* Securities code: LMI
* Corporate governance model:
* The General Meeting, the Board of Directors, the Supervisory Board and the Manager.
* Internal audit execution: Unimplemented.

1. Activities of the General Meeting:

Information about the meetings and General Mandates/Decisions of the General Meeting (including General Mandates approved by collecting shareholders' ballots):

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandates/Decisions No. | Date | Contents |
| 1 | 65/NQ-DHDCD | April 26, 2023 | Annual General Mandate 2023 |

1. The Board of Directors (in 2023):
2. Information about members of the Board of Directors:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position (independent member, non-executive member of the Board of Directors) | Date of appointment/ dismissal as member/independent member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Ms. Nguyen Thi Thuy | Non-executive Chair of the Board of Directors | April 26, 2023 |  |
| 2 | Mr. Nguyen Cao Ha | Member of the Board of Directors, Company’s Manager | April 26, 2023 |  |
| 3 | Mr. Nguyen Van Vinh | Member of the Board of Directors, Deputy Managing Director of the Company  (Not re-appointed as the Deputy Managing Director of the Company on September 27, 2023) | April 26, 2023 |  |
| 4 | Ms. Vu Thi Hien | Non-executive member of the Board of Directors | April 26, 2023 |  |
| 5 | Mr. Mai Quoc Chinh | Non-executive member of the Board of Directors | April 26, 2023 |  |

1. Board Resolutions/Decisions (in 2023):

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Resolutions/Decision | | Date | Contents |
| 1 | 06/NQ-HDQT | | February 03, 2023 | Resolution on signing the Purchase and Sale Contracts for materials, goods, iron and steel of all kinds worth VND 902,032,745 with related parties |
| 2 | 08 /NQ-HDQT | | February 07, 2023 | Resolution on approving the policy of signing a contract with ASSC Audit unit |
| 3 | 10/NQ-HDQT | | March 01, 2023 | Resolution on signing the Purchase and Sale Contracts for materials, goods, iron and steel of all kinds worth VND 181,823,976 with related parties |
| 4 | 12/NQ-HDQT | | March 09, 2023 | Resolution on organizing the Annual General Meeting 2023 |
| 5 | 16/NQ-HDQT | | March 21, 2023 | Resolution on signing the Purchase and Sale Contracts for materials, goods, iron and steel of all kinds worth VND 3,173,467,669 with related parties |
| 6 | 18/NQ-HDQT | | March 21, 2023 | Resolution on the dismissal from the position of the Company’s Deputy Managing Director and the approval of terminating the labor contract for Mr. Nguyen Quang Dong |
| 7 | 22/NQ-HDQT | | April 01, 2023 | Resolution on the appointment of Mr. Nguyen Khanh Duy as the Deputy Managing Director of the Company |
| 8 | 23/QD-HDQT | | April 01, 2023 | Decision on the appointment of Mr. Nguyen Khanh Duy as the Deputy Managing Director of the Company |
| 9 | 29/NQ-HDQT | | April 03, 2023 | Resolution on signing the Purchase and Sale Contracts for materials, goods, iron and steel of all kinds worth VND 2,435,624,486 with related parties |
| 10 | 33/NQ-HDQT | | April 05, 2023 | Resolution on the meeting of the Company’s Board of Directors in front of Shareholders |
| 11 | | 58/NQ-HDQT | April 17, 2023 | Resolution on the divestment at LAMA IDICO Power Company Limited, the Purchase and Sale Contracts for materials, goods, iron and steel of all kinds worth VND 3,937,911,633 with LAMA IDICO Investment Trading Services Stock Company |
| 12 | | 62/NQ-HDQT | April 25, 2023 | Resolution on the approval of the candidate list for the Board of Directors and the Supervisory Board in the 2023-2028 term |
| 13 | | 65/NQ-DHDCD | April 26, 2023 | Annual General Mandate 2023 |
| 14 | | 67/NQ-HDQT | April 26, 2023 | Resolution on the appointment of the position of Chair of the Board of Directors and Executive Manager for the 2023-2028 term |
| 15 | | 68/QD-HDQT | April 26, 2023 | Decision on the appointment as the Chair of the Board of Directors for Ms. Nguyen Thi Thuy |
| 16 | | 69/QD-HDQT | April 26, 2023 | Decision on the appointment as the Company's Executive Manager for Mr. Nguyen Cao Ha |
| 17 | | 74/NQ-HDQT | May 15, 2023 | Resolution on signing the Purchase and Sale Contracts for materials, goods, iron and steel of all kinds worth VND 2,212,489,255 with related parties |
| 18 | | 78/NQ-HDQT | June 28, 2023 | Resolution on signing the Purchase and Sale Contracts for materials, goods, iron and steel of all kinds worth VND 3,371,924,036 with related parties |
| 19 | | 80/NQ-HDQT | July 13, 2023 | Resolution on the re-appointment as the Chief Accountant for Ms. Vu Thi Hien |
| 20 | | 81/QD-HDQT | July 13, 2023 | Decision on the re-appointment as the Chief Accountant for Ms. Vu Thi Hien |
| 21 | | 88/2023/NQ-HDQT | July 21, 2023 | Resolution on loan for capital and assets usage as collateral at BIDV |
| 22 | | 90/NQ-HDQT | July 25, 2023 | Resolution on signing the Purchase and Sale Contracts for materials, goods, iron and steel of all kinds worth VND 3,692,765,639 with related parties |
| 23 | | 92/NQ-HDQT | August 28, 2023 | Resolution on signing the Purchase and Sale Contracts for materials, goods, iron and steel of all kinds worth VND 4,441,456,609 with related parties |
| 24 | | 94/NQ-HDQT | September 06, 2023 | Resolution on divestment at Trading Company |
| 25 | | 97/NQ-HDQT | September 27, 2023 | Resolution on refusal of reappointment as the Deputy Managing Director of the Company for Mr. Nguyen Van Vinh |
| 26 | | 98/QD-HDQT | September 27, 2023 | Decision on refusal of reappointment as the Deputy Managing Director of the Company for Mr. Nguyen Van Vinh |
| 27 | | 100/NQ-HDQT | September 29, 2023 | Resolution on signing the Purchase and Sale Contracts for materials, goods, iron and steel of all kinds worth VND 401,668,811 with related parties |
| 28 | | 102/NQ-HDQT | September 29, 2023 | Resolution on the Report on completion of divestment of Trading Company |
| 29 | | 106/NQ-HDQT | November 06, 2023 | Resolution on the record for the list of shareholders and dividend payment 2022. |
| 30 | | 108/NQ-HDQT | November 21, 2023 | Resolution on signing the Purchase and Sale Contracts for materials, goods, iron and steel of all kinds worth VND 2,983,089,896 with related parties |
| 31 | | 110/NQ-HDQT | December 01, 2023 | Resolution on signing the Purchase and Sale Contracts for materials, goods, iron and steel of all kinds worth VND 9,548,060,485 with related parties |
| 32 | 112/NQ-HDQT | | December 19, 2023 | Resolution on signing the Purchase and Sale Contracts for materials, goods, iron and steel of all kinds worth VND 820,244,423 with related parties |
| 33 | 114/NQ-HDQT | | December 28, 2023 | Resolution on signing the Purchase and Sale Contracts for materials, goods, iron and steel of all kinds worth VND 143,094,866 with related parties |
| 34 | 116/NQ-HDQT | | December 29, 2023 | Resolution on loan at Vietcombank |
| 35 | 118/NQ-HDQT | | December 29, 2023 | Resolution on signing the Audit Contract for Financial Statements 2023 |

1. Supervisory Board/Audit Committee (2023)
2. Information about members of the Supervisory Board/the Audit Committee:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board/Audit Committee | Position | Date of appointment/dismissal as member of the Supervisory/ Audit Committee | Qualification |
| 1 | Ms. Tran Thi Ngoc Loan | Chief | April 26, 2023 | Bachelor in Economics |
| 2 | Mr. Pham Minh Hai | Member | April 26, 2023 | Bachelor in Economics |
| 3 | Ms. Han Thi Hang | Member | April 26, 2023 | Bachelor in Economics |

1. The Executive Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as the member of the Executive Board |
| 1 | Mr. Nguyen Cao Ha - Manager of the Company | April 08, 1957 | Economics Engineer | April 26, 2023 |
| 2 | Mr. Nguyen Quang Dong - Deputy Managing Director of the Company | September 14, 1972 | Mechanical Engineer | Appointed on: May 17, 2018 Dismissed on: March 21, 2023 |
| 3 | Mr. Nguyen Van Vinh - Deputy Managing Director of the Company | November 08, 1979 | Bachelor in Economics | September 27, 2023; was not reappointed as the Deputy Managing Director of the Company due to the term expiry |
| 4 | Mr. Nguyen Khanh Duy - Deputy Managing Director of the Company | December 15, 1983 | Master of Project Management | Appointed on:  April 01, 2023 |
| 5 | Mr. Nguyen Dang Hung- Deputy Managing Director of the Company | February 22, 1978 | Mechanical Engineer | Appointed on:  June 21, 2022 |

1. Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Ms. Vu Thi Hien | June 28, 1982 | Bachelor in Economics | July 13, 2023 |

1. Training on corporate governance:
2. List of related person of the public company in 2023 and transactions between 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 major shareholders, PDMR, or related persons of PDMR:
4. Transactions between the Company’s PDMR, related persons of PDMR and subsidiaries, companies controlled by the Company: None.
5. Transactions between the Corporation and other entities:
6. Transactions between the Company and the companies where members of the Board of Directors, members of the Supervisory Board, Executive Manager (Managing Director) and other managers who have been founding members or members of the Board of Directors and Executive Manager (Managing Director) for the past three (03) years (as at the date of reporting).

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | NSH\* No., date of issue, place of issue | Head office/Contact address | Time of transaction | Approved General Mandate/Decision of the General Meeting No., Board Resolutions/Decisions No. (including promulgation date if any) | Content, quantity, total value of transaction | Note |
| 1 | LAMA IDICO Investment Trading Service Stock Company (LAMA IDICO TRADING) | Member of the Board of Directors of the Company is the Chair of the Board of Directors of LAMA IDICO TRADING | 3603628657, issued on March 07, 2019 at Department of Planning and Investment of Dong Nai Province | Km23, National Highway 51, Hamlet 1, Long An Commune, Long Thanh District, Dong Nai Province | February 03, 2021 | 06/NQ-HDQT dated February 03, 2021 | VND 2,204,081,739 | Purchase of steel materials |
| February 26, 2021 | 10/NQ-HDQT dated February 26, 2021 | VND 12,276,264 | Purchase of steel materials |
| March 30, 2021 | 18/NQ-HDQT dated March 30, 2021 | VND 1,698,312,960 | Purchase of steel materials |
| April 07, 2021 | 24/NQ-HDQT dated April 07, 2021 | Sale Contract: VND 2,122,896,000;  Procurement contract: VND 5,666,400,571; | Purchase of steel materials |
| April 26, 2021 | 51/NQ-HDQT dated April 26, 2021 | Sale Contract: VND 261, 047,538; Procurement contract: VND 3,330,494,621; Appendix for Office Rental: Rental extension until February 21, 2021 Principle contract: Cutting corrugated iron, 1 line (VND 225/kg); cutting corrugated iron, from 2 lines (VND 673/kg); cutting mules (VND 1,055/kg); cutting, bending, twisting (VND 2,009/kg) | Sale of zinc purlins and purchase of steel materials |
| May 07, 2021 | 65/NQ-HDQT dated May 07, 2021 | VND 522,665,684 | Purchase of steel materials |
| May 19, 2021 | 69/NQ-HDQT dated May 19, 2021 | Appendix for rental of Office: Rental extension until February 21, 2022  Appendix for rental of storage house and Factory yard: Rental extension until February 21, 2022 | Appendix for rental of Office, warehouse and factory yard |
| 2 | LAMA IDICO Investment Trading Service Stock Company (LAMA IDICO TRADING) | Member of the Board of Directors of the Company is the Chair of the Board of Directors of LAMA IDICO TRADING | 3603628657, issued on March 07, 2019 at Department of Planning and Investment of Dong Nai Province | Km23, National Highway 51, Hamlet 1, Long An Commune, Long Thanh District, Dong Nai Province | July 05, 2021 | 79/NQ-HDQT dated July 05, 2021 | VND 2,402,718,906 | Purchase of steel materials |
| July 12, 2021 | 81/NQ-HDQT dated February 26, 2021 | VND 2,002,669,369 | Purchase of steel materials |
| September 14, 2021 | 85/NQ-HDQT dated September 14, 2021 | VND 3,853,234,890 | Purchase of steel materials |
| December 01, 2021 | 96/NQ-HDQT dated December 01, 2021 | VND 1,521,598,319 | Purchase of steel materials |
| December 08, 2021 | 101/NQ-HDQT dated December 08, 2021 | VND 3,741,121,828 | Purchase of steel materials |
| December 31, 2021 | 107/NQ-HDQT dated December 31, 2021 | VND 1,429,434,579 | Purchase of steel materials |
| 3 | LAMA IDICO Investment Trading Service Stock Company | Member of the Board of Directors of the Company is the Chair of the Board of Directors of LAMA IDICO TRADING | 3603628657, issued on March 07, 2019 at Department of Planning and Investment of Dong Nai Province | Km23, National Highway 51, Hamlet 1, Long An Commune, Long Thanh District, Dong Nai Province | March 02, 2022 | 12/NQ-HDQT dated March 02, 2022 | Principle contract on the provision of iron and steel of all kinds | Purchase of steel materials |
| March 14, 2022 | 16/NQ-HDQT dated March 02, 2022 | Contract: VND 6,187,027,956. Contract: VND 663,414,885 | Purchase of steel materials |
| March 23, 2022 | 18/NQ-HDQT dated March 23, 2022 | Procurement contract: VND 2,225,704,338 | Purchase of steel materials |
| May 05, 2022 | 51/NQ-HDQT dated May 05, 2022 | Procurement contract: VND 253,995,555 Procurement contract: VND 3,154,693,452 | Purchase of steel materials |
| June 13, 2022 | 59/NQ-HDQT dated June 13, 2022 | Procurement contract: VND 4,848,254,050 | Purchase of steel materials |
| June 28, 2022 | 64/NQ-HDQT dated June 28, 2022 | Procurement contract: VND 2,655,392,640 | Purchase of steel materials |
| July 20, 2022 | 72/NQ-HDQT dated July 20, 2022 | Procurement contract: VND 14,226,037,715 | Purchase of steel materials |
| August 17, 2022 | 78/NQ-HDQT dated August 17, 2022 | Procurement contract: VND 77,373,085 | Purchase of steel materials |
| August 24, 2022 | 80/NQ-HDQT dated August 24, 2022 | Procurement contract: VND 727,493,885 | Purchase of steel materials |
| September 30, 2022 | 84/NQ-HDQT dated September 30, 2022 | Procurement contract: VND 461,942,454 | Purchase of steel materials |
| October 19, 2022 | 86/NQ-HDQT dated October 19, 2022 | Procurement contract: VND 380,509,344 | Purchase of steel materials |
| November 25, 2022 | 91/NQ-HDQT dated November 25 | Procurement contract: VND 81,128,524 Procurement contract: VND 1,218,533,663 Procurement contract: VND 3,686,323,596 | Purchase of steel materials |
| December 08, 2022 | 95/NQ-HDQT dated December 08, 2022 | Procurement contract: VND 230,336,251 | Purchase of steel materials |
| December 30, 2022 | 100/NQ-HDQT dated December 30, 2022 | Sale and Procurement contract: VND 917,312,382 | Purchase and sale of steel materials |
| February 03, 2023 | 06/NQ-HDQT dated February 03, 2023 | Sale and Procurement contract: VND 902,032,745 | Purchase and sale of steel materials |
| March 01, 2023 | 10/NQ-HDQT dated March 01, 2023 | Sale and Procurement contract: VND 181,823,976 | Purchase and sale of steel materials |
| March 21, 2023 | 16/NQ-HDQT dated March 21, 2023 | Sale and Procurement contract: VND 3,173,467,669 | Purchase and sale of steel materials |
| April 03, 2023 | 29/NQ-HDQT dated April 03, 2023 | Sale and Procurement contract: VND 2,435,624,486 | Purchase and sale of steel materials |
| April 17, 2023 | 74/NQ-HDQT dated April 17, 2023 | Sale and Procurement contract: VND 3,937,911,633 | Purchase and sale of steel materials |
| May 15, 2023 | 74/NQ-HDQT dated May 15, 2023 | Sale and Procurement contract:  VND 2,212,489,255 |  |
| June 28, 2023 | 78/NQ-HDQT dated June 28, 2023 | Sale and Procurement contract: VND 3,371,924,036 | Purchase and sale of steel materials |
| July 25, 2023 | 90/NQ-HDQT dated July 25, 2023 | Procurement contract: VND 3,692,765,639 | Purchase of steel materials |
| August 28, 2023 | 92/NQ-HDQT dated August 28, 2023 | Procurement contract: VND 4,441,456,609 | Purchase of steel materials |
| September 29, 2023 | 100/NQ-HDQT dated September 29, 2023 | Procurement contract: VND 401,668,811 | Purchase of steel materials |
| November 21, 2023 | 108/NQ-HDQT dated November 21, 2023 | Procurement contract: VND 2,983,089,896 | Purchase of steel materials |
| December 01, 2023 | 110/NQ-HDQT dated December 01, 2023 | Procurement contract: VND 9,548,060,485 | Purchase of steel materials |
| December 19, 2023 | 112/NQ-HDQT dated December 19, 2023 | Procurement contract: VND 820,244,423 | Purchase of steel materials |
| December 28, 2023 | 114/NQ-HDQT dated December 28, 2023 | Procurement contract: VND 143,094,866 | Purchase of steel materials |

1. Transactions between the Company and companies in which the related persons of members of the Board of Directors, members of the Supervisory Board, Executive Manager (Managing Director) and other managers who are members of the Board of Directors and Executive Manager (Managing Director): None.
2. Other transactions of the Company (if any) which can bring about material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, Executive Manager (Managing Director) and other managers:

* Rental of 125 square meter office on the 4th floor of the Company’s office building to LAMA Trading; warehousing, lifting and lowering materials at the warehouse; provision of corrugated iron cutting and corrugated ironing services according to requests.

1. Share transactions of PDMR and related persons of PDMR (Semi-Annual Report 2023).
2. Transaction of PDMR and related persons related to the Company’s shares:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relations with PMDR | Number of shares owned at the beginning of the period | | Number of shares owned at the end of the period | | Reasons for increase or decrease (buy, sell, convert, reward, etc.) |
| Number of shares | Rate | Number of shares | Rate |
| 1 | Nguyen Dang Hung | None | 0 Shares | 0% | 70,000 Shares | 1.27% | Individual investing |
| 2 | Ngo Ngoc Quynh Nhu | None | 3,000 Shares | 0.05% | 23,000 Shares | 0.41% | Individual investing |
| 3 | Han Thi Hang | None | 0 Shares | 0% | 25,000 Shares | 0.455% | Individual investing |
| 4 | Vu Thi Hien | None | 25,500 Shares | 0.46% | 107,500 Shares | 1.95% | Individual investing |
| 5 | Pham Minh Hai | None | 50,000 Shares | 0.91% | 102,000 Shares | 1.855% | Individual investing |

1. Other significant issues: None.