**VVS: Annual Corporate Governance Report 2023**

On January 19, 2024, Vietnam Machine Investment Development Joint Stock Company announced Report No. 01/2024/BCQT-VIMID on the Corporate Governance in 2023 as follows:

* Name of listed company: Vietnam Machine Investment Development Joint Stock Company
* Head office address: BT1 -07 New An Hung Urban Area, To Huu Street, Duong Noi Ward, Ha Dong District, Hanoi City, Vietnam
* Tel: 024.6666.1788
* Charter capital: VND 215,250,000,000
* Securities code: VVS:
* Corporate governance model: The General Meeting, the Board of Directors, the Audit Committee and the Manager.
* Internal audit execution: Implemented
1. Activities of the General Meeting

In 2023, Vietnam Machine Investment Development Joint Stock Company successfully held the Annual General Meeting on April 22, 2023. On the basis of Reports, proposals and discussions, the General Meeting approved the following contents:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate/Decision  | Date | Contents |
| 1 | 01/2023/NQ-DHDCDTN-MVN | April 22, 2023 | General Mandate |

1. Information about members of the Board of Directors
2. Information about members of the Board of Directors

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Members of the Board of Directors | Position | Date of appointment/dismissal as member/independent member of the Board of Directors |
| Appointment date | Dismissal date |
| 1 | Nguyen Thi Thu Huyen | Chair of the Board of Directors | May 29, 2021 |  |
| 2 | Nguyen Vu Tru | Vice Chair of the Board of Directors | May 29, 2021 |  |
| 3 | Nguyen Thanh Binh | Member of the Board of Directors | May 29, 2021 |  |
| 4 | Chu Quang Huy | Member of the Board of Directors | May 29, 2021 |  |
| 5 | Hoang Thi Van | Member of the Board of Directors | May 29, 2021 |  |

1. Board Resolutions/Board Decisions

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Resolution/Decision | Date | Contents |
| 1 | 01/2023/QD-HDQT-MVN | February 14, 2023 | Board Decision on changing the operational content of two branches in Binh Duong and Thai Nguyen |
| 2 | 02/2023/QD-HDQT-MVN | March 08, 2023 | Board Decision on the organization of the Annual General Meeting 2023 |
| 3 | 03/2023/QD-HDQT-MVN | March 29, 2023 | Board Decision on electing the Head of the Organizing Committee and the Chair of the Annual General Meeting 2023 |
| 4 | 04/2023/QD-HDQT-MVN | March 30, 2023 | Board Decision on the establishment of the Shareholder's Eligibility Verification Committee for the Annual General Meeting 2023 |
| 5 | 05/2023/QD-HDQT-MVN | May 10, 2023 | Board Decision on the loan limit, issuing LC at Military Commercial Joint Stock Bank - Branch 1 Hoai Duc |
| 6 | 06/2023/QD-HDQT-MVN | May 19, 2023 | Board Decision on amending and promulgating the Charter of organization and operation of Vietnam Machine Investment Development Joint Stock Company |
| 7 | 07/2023/QD-HDQT-MVN | July 04, 2023 | Board Decision on using assets to secure the payment obligations, debt repayment of the Company at Military Commercial Joint Stock Bank - Hoai Duc Branch |
| 8 | 08/2023/QD-HDQT-MVN | September 08, 2023 | Board Decision on the loan plan and implementation of guarantee measures at Orient Commercial Joint Stock Bank - Hanoi Branch |
| 9 | 09/2023/QD-HDQT-MVN | September 12, 2023 | Board Decision on approving the implementation of the plan to issue shares under the ESOP in 2023 and the ESOP 2023 Regulations |
| 10 | 10/2023/QD-HDQT-VIMID | September 20, 2023 | Board Decision on terminating the operation of Son La, Tay Do and Thai Nguyen branches |
| 11 | 11/2023/QD-HDQT-VIMID | September 29, 2023 | Board Decision on the credit extension at Vietnam Maritime Bank - Hanoi Branch |
| 12 | 12/2023/QD-HDQT-VIMID | October 16, 2023 | Board Decision on terminating the operation of branch |
| 13 | 13/2023/QD-HDQT-VIMID | October 30, 2023 | Board Decision on approving the plan to handle the shares of employees who do not exercise the right to buy in the issuance of shares under the ESOP in 2023 |
| 14 | 14/2023/QD-HDQT-VIMID | November 04, 2023 | Board Decision on approving the share issuance results under the ESOP of the Company 2023 |
| 15 | 15/2023/QD-HDQT-VIMID | November 07, 2023 | Board Decision on approving the credit extension at Saigon-Hanoi Commercial Joint Stock Bank |
| 16 | 16/2023/QD-HDQT-VIMID | November 15, 2023 | Board Decision on approving the plan to use the capital raised from the ESOP 2023 issuance |
| 17 | 17/2023/QD-HDQT-VIMID | November 22, 2023 | Board Decision on amending and promulgating the Charter of organization and operation of Vietnam Machine Investment Development Joint Stock Company |
| 18 | 18/2023/QD-HDQT-VIMID | December 19, 2023 | Board Decision on receiving credit extension at Tien Phong Commercial Joint Stock Bank |

1. Audit Committee
2. Information about members of the Audit Committee

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Full name | Position | Date of appointment as member of the Audit Committee | Qualification |
| 1 | Chu Quang Huy | Chief of the Audit Committee | June 01, 2021 | Bachelor in Business Administration |
| 2 | Nguyen Thi Thu Huyen | Member of the Audit Committee | June 01, 2021 | Bachelor in Chinese language, Foreign Trade University |

1. Executive Board

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Position | Date of birth | Qualification | Date of appointment as a member of the Executive Board |
| 1 | Nguyen Vu Tru | Managing Director of the Company | September 05, 1980 | Bachelor in Physics and Electrical Engineer | May 29, 2021 |
| 2 | Nguyen Thi Tam | Chief Accountant | November 21, 1979 | Bachelor in Economics and General Accounting | August 12, 2019 |

1. Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Appointment date |
| Nguyen Thi Tam | November 21, 1979 | Bachelor in Economics and General Accounting | August 12, 2019 |

1. Training on corporate governance
2. List of related persons of the Vietnam Machine Investment Development Joint Stock Company and transactions between related persons of the Company and the Company itself:
3. Transactions between the Vietnam Machine Investment Development Joint Stock Company and related persons of the Company; or between the Company and major shareholders, PDMR and related persons of PDMR: None
4. Transactions between Company’s PDMR, related persons of PDMR and subsidiaries or companies controlled by the Company: None
5. Transactions between Vietnam Machine Investment Development Joint Stock Company and other entities:
	1. Transactions between the Vietnam Machine Investment Development Joint Stock Company and the companies where members of the Board of Directors, members of the Audit Committee and Executive Board who have been founding members or members of the Board of Directors and Executive Board for the past three (03) years: None
	2. Transactions between the Company and the company whose members of the Board of Directors, the Audit Committee, Executive Manager and other managers who are members of the Board of Directors andExecutive Manager: None
	3. Other transactions of the Company (if any) that can bring about material or non-material benefits to the members of the Board of Directors, members of the Audit Committee, Executive Manager and other managers: None
6. Share transactions of PDMR and related persons of PDMR
7. List of PDMR and related person of PDMR: In Appendix 3
8. Vietnam Machine Investment Development Joint Stock Company’s Share transactions of PDMR and related persons: In Appendix 4
9. Other significant issues: None

APPENDIX: Company’s share transaction of PDMR and related persons

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| 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, ...) |
| Number of shares | Rate | Number of shares | Rate |
| 1 | Nguyen Vu Tru |  | 9,225,000 | 45% | 9,636,800 | 44.77% | Purchase shares under the Employee Stock Ownership Plan |
| 2 | Nguyen Thi Tam |  | 4,500 | 0.02% | 9,200 | 0.04% | Purchase shares under the ESOP of the Company in 2023 |
| 3 | Vu Quoc Hoa |  | 100 | 0.00049% | 3,000 | 0.01% | Purchase shares under the ESOP of the Company in 2023 |