**E12: Annual Corporate Governance Report 2023**

On January 20, 2024, Vneco12 Electricity Construction Joint Stock Company announced Report No. 01BC/VNECO12-HDQT on the corporate governance situation in 2023, as follows:

Name of company: Vneco12 Electricity Construction Joint Stock Company

Head office: No. 155 Ly Thuong Kiet Street, Dong Phu Ward, Dong Hoi City, Quang Binh Province Tel: (0232) 3850554 - Fax: (0232) 3850554

Website: vnecol2.com.vn Email: [vneco12qb@gmail.com](mailto:vnecol2qb@gmail.com)

Charter capital: VND 12,000,000,000

Securities code: E12

Corporate governance model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the Executive Board.

Implementation of the internal audit function: Implemented

1. Activities of the General Meeting of Shareholders:

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| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | No. 03/2023/NQ-DHCD | June 24, 2023 | Annual General Mandate 2023 |

1. The Board of Directors (Annual Report 2023)
2. Information about members of the Board of Directors

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment/dismissal as members/independent members of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Mr. Nguyen Tinh | Chair of the Board of Directors - Non-executive independent member | April 25, 2022 |  |
| 2 | Mr. Vo Quang | Member of the Board of Directors - Non-executive independent member | April 25, 2022 |  |
| 3 | Mr. Truong Xuan Phuc | Member of the Board of Directors- Manager- Direct executive member | April 25, 2022 |  |

1. Board Resolutions/Board Decisions

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No.• | Date | Content |
|  | No. 01/2023/NQ-HDQT | March 08, 2023 | * Approve the record date to exercise the rights of attending the Annual General Meeting of Shareholders 2023 to be April 28, 2023 * Expected contents submit to The Annual General Meeting of Shareholders 2023 including:   + Report on the production and business results of 2022 and discuss targets of the plan for 2023  + Report of the Board of Directors.  + Report of the Supervisory Board;  + The Audited Financial Statements 2022 + Select an audit company for 2023 + Report on the Remuneration of the Board of Directors and Supervisory Board + Some other contents under the authorities of the Board of Directors. |
| 2 | Meeting Minutes of the Board of Directors | June 23, 2023 | * Approve Report on activities of the Board of Directors 2022 and the operational plan for 2023 to submit to the General Meeting of Shareholders 2023 * Approve the report on production and business results 2022 and directions, tasks, and business plans in 2023 to submit to the 2023 General Meeting of Shareholders. * Approve the report on the activities of the Supervisory Board in 2022 and the plan to inspect and control the Company's activities in 2023. * Approve the Financial Statements 2022. * Approve selecting an audit company to audit the Financial Statements 2023. * Approve the remuneration for the Board of Directors, the Supervisory Board, and the Company’s Secretariat in 2022 and 2023. * Approve the Company's profit appropriation and distribution plan, to submit to the General Meeting of Shareholders 2023. |
| 3 | No. 03/2023/NQ-DHCD | June 24, 2023 | * Approve the report on production and business results in 2022 and directions, tasks, and business plans in 2023 to submit to the 2023 General Meeting of Shareholders. * Approve Report on activities of the Board of Directors 2022 and the operational plan for 2023 * Approve the report on the activities of the Supervisory Board in 2022 and the plan to inspect and control the Company's activities in 2023. * Approve the Audited Financial Statements 2022 * Approve the Company's profit appropriation and distribution plan for 2022 of the Company * Approve selecting an audit company to audit the Financial Statements 2023. * Approve the remuneration for the Board of Directors, the Supervisory Board, and the Company’s Secretariat in 2022 and 2023. * Approve the plan to increase the Company's charter capital. |
| 4 | Meeting Minutes of the Board of Directors | December 25, 2023 | - Approve the dismissal of the position of Deputy Manager of the Company, termination of the labor contract of Mr. Dao Huu Chuong. |

1. The Supervisory Board (Report of 2023):

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| --- | --- | --- | --- | --- |
| No. | Member of Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board/Audit Committee | |
| Date of appointment | Qualifications |
| 1 | Ms. Tran Thi Kim Tu | Chief of the Supervisory Board | April 25, 2022 | Bachelor of Economics |
| 2 | Mr. Le Anh Dung | Members of the Supervisory Board | April 25, 2022 | Electronic Engineer |
| 3 | Mr. Nguyen Tien Doan | Members of the Supervisory Board | April 25, 2022 | Bachelor of Laws |

1. The Executive Board.

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| --- | --- | --- | --- | --- |
| No. | Member of The Executive Board | Date of birth | Qualification | Date of appointment/resignation |
| 1 | Truong Xuan Phuc - Manager | June 02, 1975 | College of Automation | April 25, 2022 |
| 2 | Dao Huu Chuong - Deputy Manager | February 02, 1964 | Bachelor of Economics | April 25, 2022 |
| 3 | Truong Vinh Hung - Deputy Manager | October 25, 1979 | Refrigeration engineer | April 25, 2022 |

1. The Chief Accountant:

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/resignation |
| Hoang Thi Hong Nhan | April 01, 1979 | Bachelor of Economics | April 25, 2022 |

1. Training on corporate governance:
2. List of affiliated persons of the public company (report of 2023) and transactions between the affiliated persons 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, or affiliated persons of PDMR: Appendix VII.02 attached.
4. Transactions between the Company’s PDMR, affiliated persons of PDMR and subsidiaries or companies controlled by the Company: The Company do not have subsidiaries
5. Transactions between the Company and other entities/ Not incurred in the period
6. Transactions between the Company and the company in which members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers have been founding members or members of the Board of Directors, the Executive Manager (General Manager) for the past three (03) years (calculated at the time of reporting). No transactions incurred.
7. Transactions between Company and company that affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Manager and other managers are members of the Board of Directors, the Executive Manager: No transactions were occurring during the reporting period.
8. Other transactions of the Company (if any) which can bring material or non-material benefits to members of the Board of Directors and members of the Supervisory Board, the Manager and other managers: There were no other transactions during the reporting period.
9. Share transactions of PDMR and affiliated persons of PDMR (Annual Report 2023)
10. Company’s Share transactions of PDMR and affiliated persons of PDMR: Not incurred in the period
11. Other significant issues: None

Appendix VII.02:

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Transactions between the Company and affiliated persons of the Company; or between the Company and major shareholders, PDMR and affiliated persons of PDMR

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| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | NSH No., Date of issue, Place of issue of NSH | Head office address/Contact address | Time of transaction with the Company | General Mandate/Decision of the General Meeting of Shareholders No. or Board Resolution/Board Decision No. (if any) | Content, quantity, total value of transaction | Note |
| 1 | Ha Minh Hung | Major shareholder | 080083007418, Date of issue: August 14, 2021; Place of issue: Police Department | 557 Huong Lo 3, Binh Hung Hoa Ward; Tan Binh District; Ho Chi Minh City | Dated June 07, 2023 |  | 64,100 shares |  |
| 2 | Ha Minh Hung | No longer a major shareholder | 080083007418,Date of issue: August 14, 2021; Place of issue: Police Department | 557 Huong Lo 3, Binh Hung Hoa Ward; Tan Binh District; Ho Chi Minh City | July 12, 2023 |  | 2,700 shares |  |