**VMA: Annual Corporate Governance Report 2023**

On January 15, 2024, Vinacomin Motor Industry JSC announced Report No. 181/BCQT-VMIC on the corporate governance in 2023 as follows:

* Name of company: Vinacomin Motor Industry JSC
* Head office address: No. 370 Tran Quoc Tang Street, Cam Thinh Ward, Cam Pha City, Quang Ninh Province
* Tel: 02033.865.286 Fax: 02033.862.398 Email:
* Charter capital: VND 27,000,000,000
* Securities code: VMA

Governance model: The General Meeting, the Supervisory Board and the Managing Director.

Internal audit function execution: Implemented

* The Board of Directors includes 05 members.
* The Supervisory Board includes 03 members.
* The Executive Board: 01 Company’s Managing Director in charge of general operation; 01 Deputy Managing Director in charge of production, safety, technique and life; 01 Deputy Managing Director in charge of business; 01 Chief Accountant.
* Factories and departments: 05 departments; 04 factories.
* Internal audit execution: Implemented.
1. Activities of the General Meeting:

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| No. | General Mandate/Decision of the General Meeting No. | Date | Content |
| 1 | Annual General Mandate 2023 No. 05/2023/ BB-DHDCD  | April 28, 2023 | Annual General Mandate 2023 |
| 2 | Extraordinary General Mandate 2023 No. 19/2023/BB-NQ-HDQT | September 26, 2023 | Extraordinary General Mandate 2023 |

1. Board of Directors (annual report):
2. Information about members of the Board of Directors

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| No. | Member of the Board of Directors | Position (independent member of the Board of Directors, 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 | Mr. Pham Xuan Phi  | Non-executive Chair of the Board of Directors  | April 28, 2023 | July 31, 2023 |
| 2 | Mr. Bui Van Tuan  | Non-executive Chair of the Board of Directors  | September 26, 2023 |  |
| 2 | Mr. Nguyen Van Yen  |  Member of the Board of Directors - Company’s Managing Director | April 28, 2023 |  |
| 3 | Mr. Nguyen Anh Tuan  | Non-executive member of the Board of Directors  | April 28, 2023 |  |
| 4 | Mr. Nguyen Quang Anh  | Non-executive member of the Board of Directors  | April 28, 2023 |  |
| 5 | Mr. Zakharicov Andrey Alexandrovitch | Non-executive member of the Board of the Directors  | April 28, 2023 |  |

1. Board Resolutions/Board Decisions (Annual Report):

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| No.  | Board Resolution/Board Decision  | Date | Contents |
| 1 | Board Resolution No. 01/2023/BB-NQ-HDQT | February 16, 2023 | 1. Approve the production and business results in 2022.

Approve the Proposal on the production and business plan in 2023. Notice at Document No. 66/TKV-KH dated January 10, 2023, of the Vietnam National Coal - Mineral Industries Holding Corporation Limited on notifying main targets of the business plan in 2023 of Vinacomin Motor Industry JSC.1. Submit the construction investment plan in 2023 to the Board of Directors for approval (Notice at Document No. 207/TKV-DT dated January 18, 2023 of Vietnam Coal and Mineral Industries Holding Corporation Limited on: Notify the investment plan in 2023 of Vinacomin Motor Industry JSC.
2. Consider the approval of profit distribution and fund appropriation and dividend payment plan in 2022.
3. Authorize the Managing Director to sign for loans and debts and implement mortgage, assurance, guarantee and compensation of the Company.
4. Consider the approval of the time, venue, content and agenda of the Annual General Meeting 2023 of the Company.
5. Approve the selection of an audit company for the Financial Statements in 2023.
6. Other tasks.
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| 2 | Board Resolution No. 02/2023/BB-NQ-HDQT | March 9, 2023 | Approve foreign business trips for the Chair of the Board of Directors. |
| 3 | Board Resolution No. 03/2023/BB-NQ-HDQT | March 30, 2023 | Consider the approval of the salary fund settlement in 2022 of the Company. |
| 4 | Board Resolution No. 04/2023/BB-NQ-HDQT | April 12, 2023 | 1. Consider the result of production and business activities in 2023 and production and business plan for Q2/2023.
2. Consider the approval of contents, documents, reports, and dossiers submitted to the Annual General Meeting 2023.
3. Approve the selection of the audit company for the Financial Statements 2023
4. Approve the appointment of Mr. Do Hai Hung for the position of Deputy Managing Director in the term 2.
5. Approve the resignation of Mr. Nguyen Van Dong - Managing Director of the Electrical and Service Workshop and assign Mr. Dinh Quang Hoa temporarily in charge of the Electrical and Service Workshop.
6. Consider the approval of Regulations on archives management.
7. Other tasks.
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| 6 | Board Resolution No. 06/2023/BB-NQ-HDQT | May 16, 2023 | 1. Consider the approval of adjusted construction investment plan in 2023.
2. Approve the assignment of tasks for members of the Board of Directors of the Company in the term of 2023-2028.
3. Approve internal regulations on corporate management, including: Regulations on Labor and Wage Management, Regulations on the Use of Bonus and Welfare Funds, Regulations on Archives, Regulations on Construction Investment Management.
4. Approve the replacement of the Company Secretary (Secretary of the Board of Directors).
5. Review the implementation of the contents and tasks of the Resolutions approved by the Company's Board of Directors.
6. Other tasks.
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| 7 | Board Resolution No. 07/2023/BB-NQ-HDQT | May 16, 2023 | 1. Consider the approval of adjusted construction investment plan in 2023.
2. Approve the assignment of tasks for members of the Board of Directors of the Company in the term of 2023-2028.
3. Approve internal regulations on corporate management, including: Regulations on Labor and Wage Management, Regulations on the Use of Bonus and Welfare Funds, Regulations on Archives, Regulations on Construction Investment Management.
4. Approve the replacement of the Company Secretary (Secretary of the Board of Directors).
5. Review the implementation of the contents and tasks of the Resolutions approved by the Company's Board of Directors.
6. Other tasks.
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| 8 | Board Resolution No. 08/2023/BB-NQ-HDQT | May 31, 2023 | Approve the plan on implementing the process of considering and appointing the Deputy Managing Director of the Company. |
| 9 | Board Resolution No. 09/2023/BB-NQ-HDQT | May 31, 2023 | 1. Approve the re-appointment of Mr. Do Hai Hung for the position of Deputy Managing Director in the term 2. |
| 10 | Board Resolution No. 10/2023/BB-NQ-HDQT | June 20, 2023 | 1. Hold the meeting on reviewing and supplementing the staff planning for the period 2020-2025 and the period 2025-2030. |
| 11 | Board Resolution No. 11/2023/BB-NQ-HDQT | July 1, 2023 | 1. Approve the re-appointment of Mr. Do Hai Hung for the position of Deputy Managing Director in the term 2. |
| 12 | Board Resolution No. 12/2023/BB-NQ-HDQT | July 31, 2023 | Approve the policy of appointing Mr. Nguyen Huu Nhat for the position of Deputy Managing Director |
| 13 | Board Resolution No. 16/2023/BB-NQ-HDQT | August 8, 2023 | Agree the organization time of the Annual General Meeting 2023 |
| 15 | Board Resolution No. 17/2023/BB-NQ-HDQT | August 15, 2023 | Approve the voting to officially appoint Mr Nguyen Huu Nhat for the Deputy Managing Director of the Company. |
| 16 | Board Resolution No. 18/2023/BB-NQ-HDQT | September 25, 2023 | Hold the meeting on reviewing tasks prepared for the Extraordinary General Meeting |
| 17 | Board Resolution No. 20/2023/BB-NQ-HDQT | October 19, 2023 | Hold the meeting on reviewing staff work; Approve the regime for Mr. Nguyen Quang Anh and hold the meeting to consider the proposal of Dong Bac Corporation  |

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

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| No. | Member of the Supervisory Board/the Audit Committee | Position  | Date of appointment/dismissal as member of the Supervisory/the Audit Committee | Qualification  |
| Date of appointment | Date of dismissal as a member of the Supervisory Board |
| 1 | Ms. Nguyen Thị Lan Anh  | Chief of the Supervisory Board | April 28, 2023 |  | Bachelor in Accounting majoring in accounting |
| 2 | Mr. Ho Anh Tuan | Member of the Supervisory Board  | April 28, 2023 |  | Accountant, Russian and French Interpreter |
| 3 | Mr. Ha Minh Thanh  | Member of the Supervisory Board  | April 28, 2023 |  | Bachelor in Accounting and Financial Management |

1. The Executive Board

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| --- | --- | --- | --- | --- |
| No.  | Members of the Executive Board | Date of birth | Qualification  | Date of appointment/dismissal as the member of the Executive Board |
| Appointment date | Dismissal date |
| 1 | Mr. Nguyen Van Yen | October 31, 1971 | Mining engineer | November 1, 2022 |  |
| 2 | Mr. Do Hai Hung | August 15, 1974 | Car engineer | June 1, 2023 |  |
| 3 | Mr. Nguyen Huu Nhat | March 17, 1969 | Mine Electromechanical Engineer | August 15, 2023 |  |

V. Chief Accountant

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| --- | --- | --- | --- |
| Full name | Date of birth | Professional Qualification  | Date of appointment / dismissal  |
| Appointment date | Dismissal date |
| Nguyen Thi Hong Thinh | December 14, 1979 | Bachelor in Accounting; Bachelor in English Language  | April 9, 2019 |  |

1. Training on corporate governance:
2. List of related persons of the public company and transactions between related persons of the Company and the Company itself.
3. The Company has no transactions with related persons of the Company; or between the Company and principal shareholders, PDMR, or related persons of PDMR.
4. The Company has no subsidiaries, so there is no transaction between PDMR and the Company, related persons of PDMR and subsidiaries, companies controlled by the Company.
5. Transactions between the Company and other entities: None.
6. Share transactions of PDMR and related persons of PDMR
7. Transactions between PDMR and persons related to the shares of the Company: None.
8. Other significant issues: