**CKA: Annual Corporate Governance 2023**

On January 24, 2023, An Giang Mechanical Joint Stock Company announced Report No. 15/BC-CK on the corporate governance in 2023 as follows:

* Name of Company: An Giang Mechanical Joint Stock Company
* Head office address: No. 839 Tran Hung Dao, Group 13, Binh Thoi 1 Cluster, Binh Khanh Ward, Long Xuyen City, An Giang Province
* Tel: 0296. 3854 161 Fax: 0296.3853 052 Email:
* Charter capital: VND 32,864,040,000
* Securities code: CKA
* Corporate governance model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the Manager.
* Internal audit execution: Unimplemented.

1. Activities of the General Meeting of Shareholders

Information about meetings and General Mandates/Decisions of the General Meeting of Shareholders (including General Mandates approved by collecting opinions via a ballot)

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| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | No. 01/NQ.DHDCD-CK | May 10, 2023 | Annual General Mandate 2023 |

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

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| No. | Member of the Board of Directors | Position (independent member, non-executive member of the Board of Directors) | Date of appointment/dismissal as members/independent member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Mr. Tran Quan Anh | Non-executive Chair of the Board of Directors | April 24, 2021; May 06, 2022 |  |
| 2 | Mr. Dong Trong Nghia | Non-executive member of the Board of Directors | April 23, 2019; May 06, 2022 |  |
| 3 | Mr. Le Thanh Van | Member of the Board of Directors - Manager | May 11, 2017; May 06, 2022 |  |
| 4 | Mr. Tran Van Thai | Non-executive member of the Board of Directors | May 11, 2017; May 06, 2022 |  |
| 5 | Mr. Huynh Van An | Member of the Board of Director - Deputy Manager | May 11, 2017; May 06, 2022 |  |

1. Board Resolutions/Decisions (Annual Report 2023):

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| --- | --- | --- | --- |
| No. | Board Resolution/Decision No. | Date | Content |
| 1 | No. 26/NQ-CK | February 10, 2023 | ‎‎Board Resolution |
| 2 | No. 27/NQ-CK | February 10, 2023 | ‎‎Board Resolution |
| 3 | No. 73/NQ-CK | April 10, 2023 | ‎‎Article 1. Approve contents of the documents of the Annual General Meeting of Shareholders 2023 (attached)  ‎‎Article 2. The Board of Directors assigns the Organizing Committee to print out documents, send invitation letters, scan reports on the Company’s website and disclose information as per regulations.  ‎‎Article 3. This Resolution takes effect from the date of its signing.  Members of the Board of Directors, the Supervisory Board, the Manager and Head of the Organizing Committee of the Annual General Meeting of Shareholders 2023 of An Giang Mechanical Joint Stock Company are responsible for implementing this Resolution. |
| 4 | No. 118/NQ-CK | May 31, 2023 | ‎‎Article 1. The Board of Directors agrees on assigning the Executive Board to continue implementing production and business activities according to the revenue and profit plan in 2023 approved by the Annual General Meeting of Shareholders 2023.  ‎‎Article 2. The Board of Directors agrees on assigning the Executive Board to strengthen financial supervision of the two subsidiaries, periodically meet and report to the Board of Directors and Supervisory Board.  ‎‎Article 3. This Resolution takes effect from the date of its signing. The Board of Directors of An Giang Mechanical Joint Stock Company assigns the Manager to implement this Resolution. |
| 5 | No. 119/NQ-CK | May 31, 2023 | ‎‎Article 1. The Board of Directors agrees on dismissing Mr. Vo Thanh Tam as the Chair and the Manager of Long Xuyen Mechanical Civil Company Limited.  ‎‎Article 2. Mr. Vo Thanh Tam is responsible for handing over all work, documents and records related to the position he has held to the replacement and relevant departments and individuals at the Company.  ‎‎Article 3. This Resolution takes effect from May 31, 2023.  ‎‎Article 4. The Board of Directors, the Board of Managers, relevant specialized departments and Mr. Vo Thanh Tam are responsible for implementing this Resolution. |
| 6 | No. 120/NQ-CK | May 31, 2023 | ‎‎Article 1. The Board of Directors agrees on appointing Mr. Lam Quoc Binh as the Chair and the Manager of Long Xuyen Mechanical Civil Company Limited.  ‎‎Article 2. The Board of Directors agrees on appointing Mr. Lam Quoc Binh as capital representative of An Giang Mechanical Joint Stock Company at Long Xuyen Mechanical Civil Company Limited.  ‎‎Article 3. Mr. Lam Quoc Binh is responsible for performing work and enjoying benefits in accordance with the provisions of the Company's Charter and the provisions of law.  ‎‎Article 4. This Resolution takes effect from May 31, 2023.  ‎‎Article 5. The Board of Directors, the Board of Managers, relevant specialized departments and Mr. Lam Quoc Binh are responsible for implementing this Resolution. |
| 7 | No. 121/NQ-CK | May 31, 2023 | ‎‎Article 1. The Board of Directors agrees on appointing Ms. Phan Thi Ngoc Lan Thanh - Head of Finance and Accounting Department with a limited term as the Chief Accountant of An Giang Mechanical Joint Stock Company.  ‎‎Article 2. Ms. Phan Thi Ngoc Lan Thanh is responsible for performing work within the scope of her duties and powers according to the provisions of the Charter, internal regulations on corporate governance and the provisions of law.  ‎‎Article 3. This Resolution takes effect from May 31, 2023.  ‎‎Article 4. The Board of Directors, the Board of Managers, relevant specialized departments and Ms. Phan Thi Ngoc Lan Thanh are responsible for implementing this Resolution. |
| 8 | No. 179/NQ-CK | July 26, 2023 | ‎‎Article 1. The Board of Directors approves the production and business results in the first 6 months of the year of An Giang Mechanical Joint Stock Company according to the the Self-made Financial Statements and assigns the Executive Board to continue carrying out production and business activities to ensure completion of targets according to the production and business plan approved by the Annual General Meeting of Shareholders 2023.  ‎‎Article 2. The Board of Directors approves assigning the Executive Board to work with inspectors of the Department of Natural Resources and Environment on land use at the Company. Immediately report to the Board of Directors and the Supervisory Board upon conclusions from the Department of Natural Resources and Environment.  ‎‎Article 3. The Board of Directors approves assigning the Executive Board to strengthen financial supervision of the two subsidiaries, periodically meeting and reporting to the Board of Directors and the Supervisory Board.  ‎‎Article 4. This Resolution takes effect from the date of its signing. The Board of Directors of An Giang Mechanical Joint Stock Company assigns the Manager to implement this Resolution. |
| 9 | No. 180/NQ-CK | July 26, 2023 | ‎‎Article 1. Agree and approve the following contents:   1. Approve on assigning Mr. Le Thanh Van - Manager of the Company to implement credit transactions (in a or various or at once of the following credit grant forms: loan, guarantee, opening L/C, etc.) and approve contracts between the Company and Vietnam Joint Stock Commercial Bank For Industry And Trade - An Giang Branch with the maximum amount of VND 35,000,000,000, in which: 2. Loan limit, amount: VND 35,000,000,000. 3. Guarantee limit, amount: VND 35,000,000,000. 4. L/C limit, amount: VND 35,000,000,000. 5. Approve on using the following assets: 6. Office + workshop system + warehouse at 839 Tran Hung Dao, Group 13, Binh Thoi 1 Hamlet, Binh Khanh Ward, Long Xuyen City, An Giang Province 7. Construction work at plot No. 41, map sheet No. 12, at: My Long Ward, Long Xuyen City, An Giang Province 8. KIA Camival car, manufactured in 2021, in Vietnam, license plate No. 67A-186.07 9. Ford ESCAPE passenger car, manufactured in 2011, in Vietnam, license plate No. 67A-000.79 10. HINO FG8JPSB-TL9,4 truck, manufactured in 2010, in Vietnam, license plate No. 67M-3234 11. Direct production machinery and equipment have been established at address No. 839 Tran Hung Dao, Group 13, Binh Thoi 1 Group, Binh Khanh Ward, Long Xuyen City, An Giang Province. 12. Other assets owned by An Giang Mechanical Joint Stock Company to ensure the Company's debt obligations to Vietnam Joint Stock Commercial Bank For Industry And Trade - An Giang Branch arising from transactions credit extension mentioned in Section 1 and other transactions between the Company and Vietnam Joint Stock Commercial Bank For Industry And Trade - An Giang Branch. 13. During the credit relations with Vietnam Joint Stock Commercial Bank for Industry and Trade - An Giang Branch, the Company guarantees and commits: 14. Acknowledge the debt repayment obligation for all credit amounts (loans, guarantees, L/C opening, discounts, factoring,...) arising and currently unpaid between the Company and Vietnam Joint Stock Commercial Bank for Industry and Trade - An Giang Branch before this meeting. Loan and guarantee amounts as of the meeting on July 26, 2023 are as follows:  * Short-term loan amount: VND 4,661,081,991. * Amount of warranty guarantee, prepayment guarantee and bid guarantee: VND 3,938,859,730.  1. Agree that, if the Company violates its payment obligations as stipulated in the Credit Contracts, the Bank has the full right to request and make deductions from the Company's deposit account and payment account at any credit institution to pay debts at Vietnam Joint Stock Commercial Bank for Industry and Trade - An Giang Branch.   Article 2. Organization and implementation:   * Assign the Manager, the legal representative of the Company to represent the Company or authorize the Deputy Manager of the Company to represent the Company in signing credit contracts, guarantee contracts and/or all necessary and related documents between the Company and Vietnam Joint Stock Commercial Bank for Industry and Trade - An Giang Branch in accordance with the law and the Company's Charter, in accordance with the Company's production and business plan in 2023 of An Giang Mechanical Joint Stock Company approved by the General Meeting of Shareholders. * Make a detailed and specific business plan when borrowing capital, providing guarantees, opening letters of credit and ensuring credit extension, in which, it must ensure capital recovery, ability to pay fully and on time, full expense accounting and economic efficiency. * Quarterly report to the Board of Directors and the Supervisory Board on the status and results of implementation of the above contents.   ‎‎Article 3. Members of the Board of Directors, the Manager, and relevant specialized departments of the Company are responsible for implementing this Resolution. |
| 10 | No. 212/NQ-CK | August 22, 2023 | ‎‎Board Resolution |
| 11 | No. 273/NQ-CK | October 16, 2023 | ‎‎Article 1. The Board of Directors agrees on the of production and business results in the first 9 months of the year of An Giang Mechanical Joint Stock Company according to the Self-Made Financial Statements and assigns the Executive Board to continue carrying out production and business activities to ensure completion of targets according to the production and business plan approved by the Annual General Meeting of Shareholders 2023.  ‎‎Article 2. The Board of Directors agrees on the policy of the Executive Board to develop a production and business plan in 2024 with revenue from production and business activities and financial revenue of VND 217,000 million; profit before tax of VND 22,500 million.  ‎‎Article 3. The Board of Directors approves on assigning the Executive Board to continue working with inspectors of the Department of Natural Resources and Environment on land use at the Company. Immediately report to the Board of Directors and the Supervisory Board upon conclusions from the Department of Natural Resources and Environment.  ‎‎Article 4. The Board of Directors approves on assigning the Executive Board to continue strengthening financial supervision of the two subsidiaries, periodically meeting to report to the Board of Directors and the Supervisory Board.  ‎‎Article 5. This Resolution takes effect from the date of its signing. The Board of Directors of An Giang Mechanical Joint Stock Company assigns the Manager to implement this Resolution. |
| 12 | No. 274/NQ-CK | October 26, 2023 | ‎‎Board Resolution |

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

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| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board/Audit Committee | Position | Date of appointment/dismissal as member of the Supervisory/Audit Committee | Qualification |
| 1 | Quach Kim Long | Chief of the Supervisory Board | May 06, 2022 | Master of Economics, majoring in Business Administration |
| 2 | Nguyen Thanh Nghe | Member of the Supervisory Board | May 06, 2022 | Bachelor of Economics, majoring in Business Administration |
| 3 | Nguyen Duc Hien | Member of the Supervisory Board | May 06, 2022 | Bachelor of Accounting |

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 | Le Thanh Van | December 16, 1964 | Mechanical Engineer, major in mechanical engineering | December 01, 2021 |
| 2 | Tran Van Thai | January 03, 1963 | Manufacturing Mechanical Engineer | June 9, 2020, retired on November 1, 2023 |
| 3 | Huynh Van An | May 27, 1972 | Mechanical Engineer | June 09, 2020 |

1. Chief Accountant/Head of Finance and Accounting Department-cum-Person in charge of corporate governance

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Pham Thi Ngoc Lan Thanh | January 12, 1981 | Bachelor of Accounting | May 31, 2023 |

1. Training course on corporate governance
2. List of affiliated persons of the public company (Annual Report 2023) and transactions between the affiliated persons of the Company and 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 (with total transaction value excluding VAT in 2023 of VND 29,973,122,549)

Unit: VND

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | NSH\* No., date of issue, place of issue | Head office address/Contact address | Time of transaction with the Company | General Mandate/Decision of the General Meeting of Shareholder No. or Board Resolution/Decision No. (including date of promulgation, if any) | Content, quantity, total transaction value (VAT not included) | Note |
| 1 | Long Xuyen Mechanical Civil Company Limited | Subsidiary | 1602014273 | No. 1785 Tran Hung Dao Street, My Quy Ward, Long Xuyen City, An Giang Province | In 2023 | No. 26/NQ-CK dated February 10, 2023 and No. 274/NQ-CK dated October 26, 2023 | 2,130,184,294 | Purchase of An Giang Mechanical Joint Stock Company |
| 2 | An Giang Bridge Construction Company Limited | Subsidiary | 1602011321 | No. 839 Tran Hung Dao Street, Binh Khanh Ward, Long Xuyen City, An Giang Province | In 2023 | No. 26/NQ-CK dated February 10, 2023 and No. 274/NQ-CK dated October 26, 2023 | 18,103,891,941 | Purchase of An Giang Mechanical Joint Stock Company |
| 3 | Long Xuyen Mechanical Civil Company Limited | Subsidiary | 1602014273 | No. 1785 Tran Hung Dao Street, My Quy Ward, Long Xuyen City, An Giang Province | In 2023 | No. 26/NQ-CK dated February 10, 2023 and No. 274/NQ-CK dated October 26, 2023 | 81,653,253 | Sales of An Giang Mechanical Joint Stock Company |
| 4 | An Giang Bridge Construction Company Limited | Subsidiary | 1602011321 | No. 839 Tran Hung Dao Street, Binh Khanh Ward, Long Xuyen City, An Giang Province | In 2023 | No. 26/NQ-CK dated February 10, 2023 and No. 274/NQ-CK dated October 26, 2023 | 9,244,738,819 | Sales of An Giang Mechanical Joint Stock Company |
| 5 | Branch Of Viet Nam Engine And Agricultural Machinery Corporation - Foundry Factory | Subsidiary of the major shareholder | 0100103866-007 | Lot B15, Zone B, Hiep Phuong Industrial Park, Nguyen Van Tao Street, Hiep Phuoc Ward, Nha Be District, Ho Chi Minh City | In 2023 | No. 26/NQ-CK dated February 10, 2023 and No. 274/NQ-CK dated October 26, 2023 | 184,956,000 | Purchase of An Giang Mechanical Joint Stock Company |
| 6 | Southern Vietnam Engine And Agricultural Machinery Co.,Ltd | Subsidiary of the major shareholder | 3601330939 | Quarter 1, Binh Da Ward, Bien Hoa City, Dong Nai | In 2023 | No. 26/NQ-CK dated February 10, 2023 and No. 274/NQ-CK dated October 26, 2023 | 47,796,273 | Sales of An Giang Mechanical Joint Stock Company |
| 7 | Tractor and Agricultural Machinery Company Limited | Subsidiary of the major shareholder | 0500236405 | No. 4 Chu Van An Street, Ha Dong District, Hanoi | In 2023 | No. 26/NQ-CK dated February 10, 2023 and No. 274/NQ-CK dated October 26, 2023 | 153,641,695 | Purchase of An Giang Mechanical Joint Stock Company |
| 8 | Vietnam Engine and Agricultural Machinery Corporation | Major shareholder | 0100103866 | Lot D, Area D1, Phu Thuong Ward, Tay Ho District, Hanoi | In 2023 | No. 26/NQ-CK dated February 10, 2023 and No. 274/NQ-CK dated October 26, 2023 | 26,260,274 | Loan interest payment of An Giang Mechanical Joint Stock Company |

Notes: NSH No.\*: ID Card/Passport No. (for individuals) or Business Registration Certificate No., License on Operations No. or equivalent legal documents (for institutions)

1. Transactions between the Company’s PDMR, affiliated persons of PDMR and subsidiaries, companies controlled by the Company: None
2. Transactions between the Company and other entities: None
   1. Transactions between the Company and companies where 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 (as at the time of reporting).
   2. Transactions between the Company and companies 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 or the Executive Manager (General Manager).
   3. Other transactions of the Company (if any) which can bring material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers.
3. Share transactions of PDMR and affiliated persons of PDMR (Annual Report 2023)
4. Company’s share transactions of PDMR and affiliated persons: None
5. Other significant issues