**L43: Annual Corporate Governance Report 2023**

On January 25, 2024, Lilama 45.3 JSC announced Report No. 92/HDQT on corporate governance in 2023 as follows:

Name of listed company: Lilama 45.3 JSC

Head office address: Lot 4K Ton Duc Thang, Quang Ngai City, Quang Ngai Province.

Phone number: 0255 3710316;

Charter capital: 35,000,000,000VNĐ

Securities code: L43.

Corporate Governance Model: Lilama 45.3 Joint Stock Company applies the governance model of a public listed security company according to the provisions of the Enterprise Law and Securities Law including:

* The General Meeting of Shareholders,
* The Board of Directors
* Supervisory Board.
* The Board of Management:
* Managing departments
* The General Meeting of Shareholders, the Board of Directors, and the General Manager Without the Audit Committee under the Board of Directors:
* Internal audit execution: Unimplemented.
1. Activities of the General Meeting of Shareholders:

On April 25, 2023, Lilama 45.3 JSC successfully organized the Annual General Meeting of Shareholders 2023. The Meeting approved the following main contents:

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| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Contents |
|  | 59/2023/NQ/DHDCD | April 25, 2023 | Annual General Mandate 2023 |

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

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| --- | --- | --- | --- |
| No. | Members of the Board of Directors | Position | Date of appointment/dismissal as member of the Board of Directors |
| Appointment date | Dismissal date |
|  | Hoang Viet | Chair of the Board of Directors | April 25, 2023 |  |
|  | Mac Thanh Hai | Member of the Board of Director - General Manager | April 25, 2023 |  |
|  | Bui Quoc Vuong | Member of the Board of Directors  | T04/2023 |  |
|  | Pham Van Thin | Member of the Board of Directors, the Deputy General Manager | T04/2021 |  |
|  | Le Anh Thanh | Member of the Board of Directors | April 25, 2023 |  |
|  | Cu Thanh Nghi | Member of the Board of Directors |  | April 25, 2023 |
|  |  Bui Quang Chung | Member of the Board of Directors |  | April 25, 2023 |

1. Board Resolutions/Board Decisions:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date  | Contents |
|  | 02/2023/NQ-HDQT | February 06, 2023 | * Approve the record of the list of shareholders of Lilama 45.3 JSC to collect shareholders' opinions via a ballot; Authorize the Board of Directors to select a unit company approved by the Ministry of Finance and the State Securities Commission to audit the 2022 Financial Statements for the 2023 public interest unit.
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|  | 09/2023/NQ-HDQT | February 15, 2023 | Approve the record date for the list of shareholders, time and venue of the Annual General Meeting of Shareholders; establish a Committee to prepare the holding of the Annual General Meeting of Shareholders 2023; |
|  | 17/2022/NQ-HDQT | March 9, 2023 | Approve the selection of an audit company to review the Financial Statements 2022. |
|  | 24/2023/NQ-HDQT | March 29, 2023 | * Approving the results of production, business, and investment activities in 2022; orientation and tasks of production, business, and development investment plans in 2023;
* Approved financial work in 2022 (audited and reviewed.
* Approve the Supervisory Board's Report on production and business results in 2022 and the Supervisory Board's plan for 2023.
* Approve the dismissal of members of the Supervisory Board;
* Approve the organization time of the General Meeting of Shareholders 2023 and approve the agenda documents of the Company's General Meeting of Shareholders 2023.
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|  | 52/2023/NQ-HDQT | April 21, 2023 | * Agree on approving the dismissal, election, and appointment for the positions of Chairman of the Board of Directors, General Manager, and Head of the Supervisory Board
* Agree on approving the dismissal and introduction to elect additional members of the Board of Directors of Lilama 45.3 JSC for the 2021-2026 term at the General Meeting of Shareholders 2023.
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|  | 64/2023/CT-HDQT | June 06, 2023 | * Agree on the plan to appoint and assign tasks to several management positions of Lilama 45.3 JSC
* Agree on approving the dismissal of the position of Deputy Head of the Economic-Technical Department and the appointment of the position of Deputy Head of the Finance Department
* Accounting.
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|  | 66/2023/NQ-HDQT | July 03, 2023 | * Approve the selection of the auditing unit and audit fee for reviewing the Semi-annual and the Financial Statements for 2023
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|   | 76/2023/NQ-HDQT  | August 15, 2023 | * Approve the results of production, business, and investment activities in the first 6 months of 2023; Production, business, and investment plan for the last 6 months of 2023.
* Approve the reviewed financial statements for the first 6 months of 2023 and; Financial plan for the last 6 months of 2023.
* Approve the Report on the handover of mortgaged assets at Agribank Da Nang to handle debt and proceed with the Company's projects.
* Approve the implementation of the decision to recover the land of Lilama 45.3 JSC in Binh Kien - Tuy Hoa - Phu Yen.
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|  | 81/2023/NQ-HDQT | August 28, 2023 | * Approve capital loan, guarantee, and use assets as security measures at Vietnam Investment and Development Joint Stock Commercial Bank - Quang Ngai Branch.
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|  | 89/2023/NQ-HDQT | November 14, 2023 | * Approve the results of production, business, and investment activities in the first 9 months of 2023; Production, business, and investment plan for the Q4 of 2023; Production, business, and investment plan for 2024.
* Approve the Financial Statement for the first 9 months of 2023; orientation and financial tasks in the Q4 of 2023.
* Approve fulfilling duties the State Bank's Duties.
* Approve debt collection in the Q4 of 2023; Salary payment plan and policies for employees.
* Approve the liquidation of land assets at Binh Kien - Tuy Hoa - Phu Yen mechanical factory and liquidation of several other assets and contents.
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1. The Supervisory Board;
2. Information about members of the Supervisory Board:

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| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
|  | Pham Thi Bich Ha | Chief of the Supervisory Board | April 2021-April 2026 | Master of Accounting |
|  | Tran Ngoc Dung | Member of the Supervisory Board | April 2021-April 2026 | Mechanical Engineer |
|  | Pham Cong Huy | Member of the Supervisory Board | April 2023-April 2026 | Master of Accounting |
|  | Nong Thi Nhung | Member of the Supervisory Board | April 2023 | Bachelor of Finance and Banking |

1. The Executive Board

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| --- | --- | --- | --- | --- | --- |
| No. | Member of the ExecutiveExecutive Board | Position | Date of birth | Qualification | Date of appointment/ dismissal |
|  | Mac Thanh Hai | General Manager | June 16, 1975 | Mechanical Engineer | Appointed April 2023 - April 2028 |
|  | Pham Van Thin | Deputy General Manager | December 26, 1975 | Bachelor of Economics | Reappointed from July 2021 to July 2026  |

1. The Chief Accountant

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/ dismissal |
| Cu Thanh Nghi | September 09, 1983 | Bachelor of Accounting | Reappointed from July 2021 to July 2026 |

1. Training on corporate governance
2. List of affiliated persons of the public Company and transactions between the affiliated person 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 and affiliated persons of PDMR None
4. Transactions between the Company’s PDMR, affiliated persons of PDMR, and subsidiaries or companies controlled by the Company None
5. Transactions between the Company and other entities:
	1. Transactions between the Company and the companies in which members of the Board of Directors, members of the Supervisory Board, the Executive Manager (General Manager) have been founding members or members of the Board of Directors, the Executive Manager (General Manager) for the past three (3) years (as at the time of reporting). None
	2. Transactions between the Company and the companies in which affiliated persons of members of the Board of Directors, members of the Supervisory Board, and the Executive Manager (General Manager) are members of the Board of Directors, the Executive Manager (General Manager): None
	3. Other transactions of the Company (if any) that can bring about material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, and the Manager (General Manager) and other managers: None
6. Share transactions of PDMR and affiliated persons of PDMR in 2023
7. The listed company’s share transactions of PDMR and affiliated persons of PDMR: None
8. Other significant issues: None.