**HEM: Annual Corporate Governance Report 2023**

On January 29, 2024, Hanoi Electro-mechanical Manufacturing Joint Stock Company announced Report No. 01/2024/HEM-BC on the corporate governance of 2023 as follows:

* Name of company: Hanoi Electro-mechanical Manufacturing Joint Stock Company
* Head office address: Km No. 12 Cau Dien road, Phuc Dien, Bac Tu Liem, Hanoi
* Tel: 024.37655510 Fax: 024.37655509 Email: [dienco@hem.vn](mailto:dienco@hem.vn)
* Charter capital: VND 387,046,500,000
* Securities code: HEM
* Corporate Governance Model: Joint Stock Company

Organizational structure: The General Meeting, Board of Directors, Supervisory Board and Managing Director.

* Internal audit execution: Implemented.

1. Activities of the General Meeting:

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| No. | Board Resolution/Board Decision | Date | Contents |
| 1 | 01/2023/NQ-DHDCD | May 21, 2023 | The Annual General Meeting 2023:   * Approve the following reports: * Report on production and business results 2022 and operational plan 2023; * Report of the Board of Directors on the operational results 2022 and the operational plan for 2023; * Report of the Supervisory Board in 2022; * Approve the Audited Financial Statements 2022. * Approve the profit distribution plan in 2022;   May 21, 2023 - Approval of plan targets 2023; income of the Board of Directors and remuneration of the Supervisory Board, Bonus Fund for the Board of Directors and Executive Board in 2023.   * Select an audit company for the fiscal year 2023. * Approve on dismissal of Ms. Mai Thi To Loan and Ms. Nguyen Thi Van Anh as members of the Supervisory Board. * Approve the election of additional two members of the Supervisory Board; Approve the election result of member of the Supervisory Board: Ms. Bui Thi Trang, and Ms. Nguyen Tu Anh. * Approve contracts and transactions with Related Companies. * Approve on amendments and supplements to the Company's Charter. |

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

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| No. | Member of the Board of Directors | Position | Date of appointment/dismissal as member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Do Duy Hung | Chair of the Board of Directors | April 22, 2021 |  |
| 2 | Nguyen Trong Trung | Member of the Board of Directors | September 04, 2020 |  |
| 3 | Dang Xuan Tan | Member of the Board of Directors | April 22, 2021 |  |
| 4 | Pham Tuan Tu | Member of the Board of Directors | April 22, 2021 |  |
| 5 | Mai Xuan Duc | Member of the Board of Directors | October 20, 2022 |  |

1. Board Resolutions/Board Decisions:

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| No. | Board Resolution/Board Decision | Date | Contents |
| 1 | Resolution No.  01/2023/NQ-HDQT | January 03, 2023 | Approve transaction contracts with related persons in 2023 |
| 2 | Resolution No. 02/2023/NQ-HĐQT | January 09, 2023 | Approve the Salary Fund 2022 Settlement into the Company's Expenses. |
| 3 | Resolution No. 03/2023/NQ-HĐQT | February 03, 2023 | Appointment of Mr. Ngo Van Hai as the Secretariat of the Board of Directors, effective from February 1, 2023. |
| 4 | Resolution No. 04/2023/NQ-HĐQT | February 21, 2023 | Approve the plan to convene the Annual General Meeting in 2023 |
| 5 | Resolution No. 05/2023/NQ-HĐQT | March 18, 2023 | Approve the adjustment of the date of the Annual General Meeting 2023 and cancellation of the shareholder list on March 13, 2023, to exercise the rights to participate in the Annual General Meeting 2023. |
| 6 | Resolution No.  06/2023 /NQ-HDQT | March 30, 2023 | Approve the plan to organize the Annual General Meeting in 2023 |
| 7 | Resolution No. 07/2023/NQ-HĐQT | April 28, 2023 | Approve the agenda, program, and documents for the Annual General Meeting 2023. |
| 8 | Resolution No. 08/2023/NQ-HĐQT | May 30, 2023 | Approve the investment items according to Proposal No. 246/2023/TTr-TGD dated May 29, 2023. |
| 9 | Resolution No. 09/2023/NQ-HĐQT | May 30, 2023 | Approve the payment of 2022 dividend in cash. |
| 10 | Resolution No.  10/2023 /NQ-HDQT | June 05, 2023 | Adjustment of the time for payment of dividends 2022 in cash. |
| 11 | Resolution No.  11/2023/NQ-HDQT | June 06, 2023 | Approve the income levels, including honorariums, specialized salaries, and other income for each member of the Board of Directors and Supervisory Board in 2023. |
| 12 | Resolution No. 12/2023/NQ-HĐQT | July 03, 2023 | Approve to select Deloitte Vietnam Audit Company Limited to audit the Financial Statements 2023 |
| 13 | Resolution No. 13/2023/NQ-HDQT | August 03, 2023 | Approve the investment items according to Proposal No. 317/2023/TTr-TGD dated July 13, 2023. |
| 14 | Resolution No.  14/2023/NQ-HDQT | September 14, 2023 | Approve the interim dividend payment of 2023 in cash. |

1. Supervisory Board:
2. Information about the members of the Supervisory Board

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| No. | Members of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Bui Thi Trang | Chief | May 21, 2023 | Bachelor in Auditing |
| 2 | Ms. Nguyen Tu Anh | Member | May 21, 2023 | Bachelor in Accounting |
| 4 | Mai Thi To Loan | Chief | From April 09, 2022 to May 21, 2023 | Bachelor in Economics |
| 5 | Chu Van Phuoc | Member | April 09, 2022 | Mechanical Engineer |
| 6 | Nguyen Thi Van Anh | Member | April 09, 2022 / May 21, 2023 | Bachelor in Accounting |

1. 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 | Dang Xuan Tan | June 28, 1972 | Mechanical Engineer | Appoint on October 01, 2022 |
| 2 | Ha Tien Luc | July 15, 1963 | Bachelor in Economics | Appoint on September 15, 2020 |
| 3 | Nguyen Thi Hong Oanh | February 22, 1982 | Bachelor in Economics | Appoint on April 01, 2022 |
| 4 | Mr. Nguyen Dang Tuan | July 12, 1973 | Master of Engineering | Appoint on April 01, 2022 |
| 5 | Nguyen Xuan Quynh | February 18, 1973 | Automation engineer | Appointed on April 06, 2022 |

1. Chief Accountant

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Nguyen Thi Hong Oanh | February 22, 1982 | Bachelor in Economics | Appoint on April 01, 2022 |

1. Training on corporate governance:
2. List of related person of the public company and transactions between the related person of the Company and the Company itself
3. List of related people of the Company
4. Transactions between the Company and related persons of the Company; or between the Company and principal shareholders, PDMR and related 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/Contact address | Time of transaction with the Company | Board Resolution/Board Decision No. or General Mandate/Decision of General Meeting No. that has been approved | Contents quantity, total value of transaction | Note |
| 1 | Gelex Group Joint Stock Company | Indirect Holding Company of Hanoi Electro-mechanical Manufacturing Joint Stock Company | 0100100512 issued on December 28, 2021, by Hanoi Department of Planning and Investment | No.52 Le Dai Hanh Street, Le Dai Hanh Ward, Hai Ba Trung District, Hanoi | 2019 |  | * Purchase of goods and services: 11,715,360,597 |  |
| 2 | GELEX Power Corporation | Holding company of Hanoi Electro-mechanical Manufacturing Joint Stock Company | 0107547109  Date of issue: November 15, 2022  by Hanoi Department of Planning and Investment | FGelex Tower at No.52 Le Dai Hanh Street, Le Dai Hanh Ward, Hai Ba Trung District, Hanoi | In 2023 | Resolution No. 01/2023/NQ-HDQT dated January 3, 2023 | * Purchase of goods and services: 18,379,426,428 * Loan provided: 10,000,000,000 * Loan repayment: 80,000,000,000 * Interest on loan: 7,835,616,443 * Dividend payment: 103,897,206,000 |  |
| 3 | Hanoi Electrical Mechanical Joint Stock Company | Subsidiary of Hanoi Electro-mechanical Manufacturing Joint Stock Company | 0304776475 issued on March 31, 2021, by Department of Planning And Investment of Ho Chi Minh City | Lot J12 (a,b,c) Road No. 10, Lo Minh Xuan Industrial Park, Le Minh Xuan Commune, Binh Chanh District, Ho Chi Minh City, Vietnam | In 2023 | Resolution No.  01/2023/NQ-HDQT dated January 3, 2023 | * Revenue from sales of goods: 8,674,000 * Revenue from sales of finished products: 3,327,988,946 * Purchase of goods and services: 1,240,990,000 |  |
| 4 | EMIC Electrical Measuring Instrument Joint Stock Company | The company having the same Holding Company | 0108453005 issued on January 03, 2023 at Hanoi Authority for Planning and Investment | Floor 23, Gelex Tower at No.52 Le Dai Hanh Street, Le Dai Hanh Ward, Hai Ba Trung District, Hanoi | In 2023 | Resolution No.  01/2023/NQ-HDQT dated January 3, 2023 | * Purchase of goods and services: 599,897,800 |  |
| 5 | Electronic Equipment Joint Stock Company | The company having the same Holding Company | 3600253826 issued on October 10, 2022 at Dong Nai Authority for Planning and Investment | Bien Hoa 1 Industrial Zone, Road No. 9, An Binh Ward, Bien Hoa City, Dong Nai Province | In 2023 | Resolution No.  01/2023/NQ-HDQT dated January 3, 2023 | * Revenue from sales of goods: 718,902,930 * Revenue from service provision: 25,600,000 * Purchase of goods and services: 65,950,525,404 |  |
| 6 | S.A.S.-CTAMAD CO., LTD | Joint venture of the Holding Company | 1018/GCNDDC/2011 issued on September 13, 2013, by Ministry of Planning and Investment | 44B, Ly Thuong Kiet Street, Hai Ba Trung District, Hanoi City | In 2023 | Resolution No. 01/2023/NQ-HDQT dated January 3, 2023 | * Dividend received: 36,225,000,000 |  |
| 7 | Viglacera Tien Son Joint Stock Company | Company related to the member of the Board of Directors | 2300317851 issued on September 9, 2021, by Department of Planning and Investment of Bac Ninh province | Tien Son Industrial Park, Tien Du District, Bac Ninh Province | In the first 6 months  2023 | Resolution No. 01/2023/NQ-HDQT dated January 3, 2023 | * Revenue from sales of finished products: 15,300,000 |  |
| 8 | Viglacera Thanglong Joint Stock Company | The company having the same Holding Company | 2500224026 issued on April 18, 2018, by Department of Planning and Investment of Vinh Phuc province | Phuc Thang Ward, Phuc Yen City, Vinh Phuc Province | In 2023 | Resolution No. 01/2023/NQ-HDQT dated January 3, 2023 | * Revenue from service provision: 51,000,000 |  |
| 9 | Viglacera Corporation - JSC | The company having the same Holding Company | 0100108173 issued on September 23, 2022 at Hanoi Authority for Planning and Investment | 16th and 17th floors, Viglacera Building, No. 1 Thang Long Boulevard, Me Tri Ward, Nam Tu Liem District, Hanoi City, Vietnam | In 2023 | Resolution No.  01/2023/NQ-HDQT  dated January 3, 2023 | * Revenue from sales of goods: 34,000,000 |  |
| In 10 | G-Power Electrical Equipment Manufacture Company Limited | Subsidiary of Hanoi Electro-mechanical Manufacturing Joint Stock Company | 0109089694 issued on September 1, 2020, by Hanoi Department of Planning and Investment  Hanoi | Km 12, Dien Bridge Street, Phuc Dien Ward, Bac Tu Liem District, Hanoi City | In 2023 | Resolution No. 01/2023/NQ-HDQT dated January 3, 2023 | * Purchase of goods and services: 302,411,008 * Purchase of fixed assets: 1,508,243,415 |  |
| 11 | Computer - Communication - Control 3C Incorporation | Company related to the member of the Board of Directors | 0100231314 issued on September 17, 1992 at Hanoi Authority for Planning and Investment | No. 54 Giang Van Minh Street, Ba Dinh District, Hanoi | In 2023 | Resolution No. 01/2023/NQ-HDQT dated January 3, 2023 | * Purchase of goods and services: 50,000,000 |  |
| 12 | Vietnam Electric Cable Corporation | Organization related to a member of the Board of Directors | 0300381564 issued on January 16, 2020, by Department of Planning And Investment of Ho Chi Minh City | 70-72 Nam Ky Khoi Nghia, Nguyen Thai Binh Ward, District 1, Ho Chi Minh City | In 2023 | Resolution No. 01/2023/NQ-HDQT dated January 3, 2023 | * Financial revenue: 179,643,749 * Other revenue: 2,000,000 * Purchase of goods and services: 8,700,468,697 * Dividend payment: 399,682,500 |  |

1. Transactions between Company’s PDMR, related persons of PDMR and subsidiaries or companies controlled by the Company None.
2. Transactions between the Company and other entities.
   1. Transactions between the Company and companies that related persons of members of the Board of Directors, members of the Supervisory Board, Managing Director and other managers are members of the Board of Directors or Managing Director for the past three (03) years (as at the date of reporting):

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| No. | Unit name | Relations with the Company | Content of transaction |
| 1 | Gelex Electric Equipment Joint Stock Company | Holding company of Hanoi Electro-mechanical Manufacturing Joint Stock Company - The organization related to the member of the Board of Directors | Hanoi Electro-mechanical Manufacturing Joint Stock Company buys materials, products and services of Gelex Electric Equipment Joint Stock Company |
| 2 | Gelex Group Joint Stock Company | Indirect Holding Company of Hanoi Electro-mechanical Manufacturing Joint Stock Company - The organization related to the member of the Board of Directors | HEM Purchases raw materials, goods, and services, and provides capital loans |
| 5 | Hanoi Electrical Mechanical Joint Stock Company | Subsidiary of Hanoi Electro-mechanical Manufacturing Joint Stock Company - The organization related to the member of the Board of Directors | Hanoi Electro-mechanical Manufacturing Joint Stock Company buys products and services from and sells finished products to Hanoi Electrical Mechanical Joint Stock Company |
| 4 | G-Power Electrical Equipment Manufacture Company Limited | Subsidiary of Hanoi Electro-mechanical Manufacturing Joint Stock Company - The organization related to the member of the Board of Directors | Hanoi Electro-mechanical Manufacturing Joint Stock Company buys products and services from G-Power Electrical Equipment Manufacture Company Limited |
| 5 | Electronical Equipment Joint Stock Company | Related company of the parent company - Organization related to a member of the Board of Directors | HEM purchases goods and services from THIBIDI and HEM sells goods, finished products to THIBIDI |
| 6 | EMIC Electrical Measuring Instrument Joint Stock Company | Having the same Holding Company with Hanoi Electro-mechanical Manufacturing Joint Stock Company - The organization related to the member of the Board of Directors | HEM purchases goods and services from EMIC and HEM sells goods, services to EMIC |
| 7 | Computer - Communication - Control 3C Joint Stock Company | Company related to the member of the Board of Directors | Hanoi Electro-mechanical Manufacturing Joint Stock Company sells products to Computer - Communication - Control 3C Joint Stock Company |
| 8 | Viglacera Tien Son Joint Stock Company | Company related to the member of the Board of Directors | HEM provides services to Viglacera Tien Son |
| 9 | Viglacera Corporation - JSC | The company having the same Holding Company | HEM sells goods to Viglacera Corporation - JSC |
| 10 | Viglacera Thanglong Joint Stock Company | The company having the same Holding Company | HEM Provides services to Viglacera Thanglong |

* 1. 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 Supervisory Board, Managing Director and other managers

None.

1. Share transactions of PDMR and related persons of PDMR in 2023
2. List of PDMR and related person of PDMR
3. Company’s shares transactions between PDMR and related persons None
4. Other significant issues: None.