**VE2: Annual Corporate Governance Report 2023**

On January 30, 2024, VNECO2 Electricity Construction Joint-Stock Company announced Report No. 04/BC/VNECO2-HDQT on corporate governance 2023 as follows:

* Name of company: VNECO2 Electricity Construction Joint-Stock Company
* Head office address: No. 13 Mai Hac De Street, Quan Bau Ward, Vinh City, Nghe An Province.
* Tel: 02383842195 Fax: Email: [xaydungdienvneco2@gmail.com](mailto:xaydungdienvneco2@gmail.com)
* Charter capital: VND 21,588,800,000
* Securities code: VE2
* Corporate Governance Model:
* The General Meeting, Board of Directors, Supervisory Board and Executive Managing Director.
* Internal audit: Unimplemented.

1. Activities of the General Meeting

Information about meetings and General Mandates/Decisions of the General Meeting (including General Mandates approved by collecting ballots)

In 2023, VNECO2 Electricity Construction Joint-Stock Company held the Annual General Meeting 2023 on June 09, 2023.

Information about the General Mandates of the Annual General Meeting 2023 as follows:

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| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting | Date | Contents |
| 1 | No. 01/2023/NQ/VNEC02-DHDCD | June 09, 2023 | The General Meeting approved the following reports:   * Report on the production and business results in 2022 and the plan for 2023. Report on activities in 2022 and the operation plan in 2023 of the Board of Directors. * Financial Statements 2022 (Unaudited). * Report on the activities of the Supervisory Board in 2022.   The General Meeting approved the following proposals:   * Report on income and expenditure in 2022, allowance levels in 2023 of the Board of Directors, the Supervisory Board, the person in charge of Corporate Governance and Information Disclosure. Bonus for the Board of Directors and the Supervisory Board. * Authorize the Board of Directors to select an audit company for the Financial Statements 2023. * Plan on the share issuance to increase charter capital. * Investment plan to build the project at 13 Mai Hac De, No. 01 Namyangju Dasan and at plot No. 200, map sheet No. 20, Nghi Huong Ward, Cua Lo Town. * Cancel the listing of VE2 shares on the Hanoi Stock Exchange |

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Members of the Board of Directors | Position | Date of appointment/dismissal as member/independent member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Mr. Phan Hai Nam | Chair of the Board of Directors | June 23, 2022 |  |
| 2 | Mr. Le Minh Duc | Non-executive member of the Board of Directors | June 23, 2022 |  |
| 3 | Ms. Phan Thuy Phuong | Non-executive member of the Board of Directors | June 23, 2022 |  |
| 4 | Mr. Nguyen Ngoc Tho | Member of the Board of Directors | June 23, 2022 |  |
| 5 | Ms. Nguyen Thi Nguyet Ha | Independent member of the Board of Directors | June 23, 2022 |  |

1. Board Resolutions/Board Decisions:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision | Date | Contents |
| 1 | 21/NQ/VNECO2-HDQT | April 25, 2023 | Approve the extension of the time of the Annual General Meeting 2023 |
| 2 | 22/NQ/VNECO2-HDQT | May 18, 2023 | Approve the organization of the Annual General Meeting 2023 (Time, venue, contents and documents) |
| 3 | 01/2023/NQ-DHDCD | June 09, 2023 | Annual General Meeting 2023 |
| 4 | 02/2023/NQ-HDQT | August 24, 2023 | Review, handle, and work with relevant parties on problems in previous activities.  Approve the contribution of capital to invest in VTD New Technology Development and Investment Joint Stock Company for asset management, investment and purchase of shares. |
| 5 | 23-01/QD/VNECO2-HDQT | October 06, 2023 | Appoint Mr. Vu Hung Anh as the Company’s Deputy Managing Director  Select an audit company for the Financial Statements 2023.  Discuss opinions about delisting on HNX and relisting on Upcom |
| 6 | 03/NQ/VNECO2-HDQT | November 01, 2023 | Approve the resignation application and dismissal from the position of Deputy Managing Director of the Company for Mr. Manh Xuan Ky |

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Ms. Chung Viet Ha | Chief | June 23, 2022 | Bachelor |
| 2 | Ms. Tran Phan Bich Duyen | Member | June 23, 2022 | Bachelor in Economics |
| 3 | Mr. Nguyen Dau Hao | Member | June 23, 2022 | Technical college |

1. Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Mr. Tong Dinh Thang | September 26, 1974 | Construction Engineer | June 28, 2022 |
| 2 | Mr. Nguyen Ngoc Tho | September 17, 1983 | Bachelor in Economics | June 28, 2022 |
| 3 | Mr. Manh Xuan Ky | October 23, 1967 | Bachelor in Economics | April 05, 2022  November 01, 2023 |
| 4 | Mr. Vu Hung Anh | July 04, 1974 | Architect | October 06, 2023 |

1. Chief Accountant (Head of Finance and Accounting Department)

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Appointment date |
| Mr. Nguyen Ngoc Tho | September 17, 1983 | Bachelor in Economics | December 30, 2022 |

1. Training on corporate governance
2. List of related persons of the public company (Annual Report 2023) and transactions between related persons of the Company and the Company itself
3. Transactions between the Company and related persons of the Company; or between the Company and major shareholders, PDMR, related persons of PDMR: None
4. Transactions between Company’s PDMR, related persons of PDMR and subsidiaries, companies controlled by the Company.

None

1. Transactions between the Company and other entities
   1. Transactions between the Company and companies in which members of the Board of Directors and the Supervisory Board, Managing Director and other managers have been founding members or members of the Board of Directors and Managing Director for the past three years (as at the time of making the report).

None

* 1. Transactions between the Company and companies in which related persons of the members of the Board of Directors, members of the Supervisory Board, Managing Director and other managers who are members of the Board of Directors or Managing Director.

None

* 1. Other transactions of the Company (if any) that can bring material or non-material benefits to 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. Transactions of PDMR and related persons related to the Company’s shares

None

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relations with PMDR | Number of shares owned at the beginning of the period | | Number of shares owned at the end of the period | | Reasons for increase or decrease (buy, sell, convert, bonus, ...) |
| Number of shares | Rate | Number of shares | Rate |
| 1 | Chung Viet Ha | PDMR | 0 | 0% | 400,000 | 19.065% | Buy |
| 2 | Do Thi Truong | Related person | 170,000 | 8.10% | 0 | 0% | Sell |

1. Other significant issues: None