**EMG: Annual Corporate Governance Report 2023**

On January 29, 2024, Electrical Mechanical Equipment And Spare Parts Joint Stock Company announced Report No. 22/2024/BC-HDQT on corporate governance in 2023 as follows:

* Name of listed company: Electrical Mechanical Equipment And Spare Parts Joint Stock Company
* Head office address: No. 56, Lane 102, Truong Chinh Street, Phuong Mai Ward, Dong Da District, Hanoi City
* Tel: (024)38686150 - Fax: (024) 38689682
* Email: [congthongtin.emesco@gmail.com](mailto:congthongtin.emesco@gmail.com)
* Charter capital: VND 30,000,000,000
* Securities code: EMG
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager
* Internal audit execution: Not executed

1. Activities of the General Meeting of Shareholders in 2023

Information about the meetings and General Mandates:

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| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | No. 99/2023/NQ-DHDCD | June 26, 2023 | - Approve the Production and Business Results in 2022 and Plan for 2023.  - Approve the Financial Statements 2022 of Electrical Mechanical Equipment And Spare Parts Joint Stock Company   * Announce the Report of Supervisory Board of Electrical Mechanical Equipment And Spare Parts Joint Stock Company   Approve the After-tax Profit Distribution Plan 2022 and the Dividend Payment Plan 2023 - Approve the Remuneration Settlement of the Board of Directors & Supervisory Board in 2022 and the Remuneration Payment Plan for the Board of Directors & Supervisory Board in 2023   * Approve the selection of the audit company for the Financial Statements 2023; * Approve the supplement of business lines of the Company: |

1. Activities of 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 | Date of appointment/dismissal as member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Mr. Le Van An | Chair of the Board of Directors | May 21, 2010, re-appointed on June 29, 2020 |  |
| 2 | Mr. Nguyen Ngoc Binh | Member of the Board of Directors | May 21, 2010, re-appointed on June 29, 2020 |  |
| 3 | Mr. Do Manh Cuong | Member of the Board of Directors | June 29, 2020 |  |
| 4 | Mr. Nguyen Ngoc Nam | Member of the Board of Directors-cum-General Manager | June 29, 2020 |  |
| 5 | Mr. Nguyen Van Thanh | Member of the Board of Directors | June 11, 2015, re-appointed on June 29, 2020 |  |

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

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| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | No. 05/2023/NQ-HDQT | January 9, 2023 | Resolution on approving the production and business plan for 2023 |
| 2 | No. 25/2023/NQ-HDQT | February 10, 2023 | Resolution on liquidating Fixed Assets of the Branch of Electrical Mechanical Equipment And Spare Parts Joint Stock Company in Hai Phong. |
| 3 | No. 63/2023/NQ-HDQT | April 26, 2023 | Resolution on the extension of time for Annual General Meeting of Shareholders 2023 |
| 4 | No. 78/2023/NQ-HDQT | May 10, 2023 | Resolution on recording the list of shareholders attending the Annual General Meeting of Shareholders 2023 |
| 5 | No. 87/2023/QD-HDQT | June 2, 2023 | Decision on establishing Organizing Committee for the Annual General Meeting of Shareholders 2023 |
| 6 | No. 88/2023/QD-HDQT | June 2, 2023 | Decision on establishing the Shareholder Qualification Inspection Committee of Electrical Mechanical Equipment And Spare Parts Joint Stock Company. |
| 7 | No. 96/2023/QD-HDQT | June 16, 2023 | Decision on the change of Business Location of the Branch of Electrical Mechanical Equipment And Spare Parts Joint Stock Company in Hai Phong City. |
| 8 | No. 107/2023/NQ-HDQT | June 30, 2023 | Resolution on the record list of shareholders to pay dividends 2022. |
| 9 | No. 121/2023/QD-HDQT | August 8, 2023 | Decision on the Study of Giant Bamboo Planting Model |
| 10 | No. 173/2023/QD-HDQT | December 29, 2023 | Resolution on Capital Contribution and Appointment of Representatives for the capital portion at Công ty CP TREs Miền Trung (tentatively translated as TRES Mien Trung Joint Stock Company) |

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 | Position | Date of appointment as member of the Supervisory Board | Qualification |
| 1 | Ms. Tran Thu Thuy | Chief of the Supervisory Board | June 11, 2015 | Bachelor |
| 2 | Mr. Le Van Bay | Member of the Supervisory Board | June 29, 2020 | Bachelor |
| 3 | Ms. Vu Thuy An | Member of the Supervisory Board | June 29, 2020 | Bachelor |

1. The Executive Board:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Appointment date | Dismissal date |
| 1 | Nguyen Ngoc Nam | August 1, 1989 | Master of Business Administration | July 17, 2020 |  |
| 2 | Tran Vu Long | June 9, 1975 | Bachelor of Economics | October 1, 2011 |  |

1. The Chief Accountant

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Appointment date | Dismissal date |
| 1 | Ngo Thi Lan Huong | December 08, 1977 | Bachelor of Economics | July 1, 2013 |  |

1. List of affiliated persons of the listed company and transactions between affiliated persons of the Company with the Company itself
2. Transactions between the Company and affiliated persons of the Company, or between the Company and major shareholders, PDMR, or affiliated persons of PDMR:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | ID card/Passport No., date of issue, place of issue | Head office/Contact address | Time of transaction with the Company | Content of transaction with the Company | Note |
| 1 | Van Lam Mechanization Joint Stock Company | Affiliated person of PDMR - Mr. Nguyen Ngoc Binh |  |  | 2023 | Collect Sales proceeds |  |
| 2 | Electrical Engineering Construction - JSC | Affiliated person of PDMR - Mr. Le Van An |  |  | 2023 | Dividend payment 2022 |  |
| 3 | Công ty CP Xây dựng MCG (tentatively translated as: MCG Construction Joint Stock Company) | Affiliated person of PDMR - Mr. Nguyen Ngoc Binh |  |  | 2023 | Sales, debt recovery |  |
| 4 | Công ty cổ phần TRES Miền Trung (tenattively translated as TRES Mien Trung Joint Stock Company) | Affiliated person of PDMR - Mr. Nguyen Ngoc Nam |  |  | In 2023 | Capital Contribution for Establishment |  |

1. Transactions between PDMR of the listed company, affiliated persons of PDMR and subsidiaries or companies controlled by the listed company: None
2. 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 (03) years (calculated at the time of reporting):
   2. Transactions between the Company and companies in which affiliated persons of the members of the Board of Directors, members of the Supervisory Board, 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) can bring material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, the Executive Manager (General Manager): None
3. Share transactions of PDMR and affiliated persons of PDMR:
4. Transactions of PDMR and affiliated persons of PDMR for shares of listed companies: None
5. Other significant issues: None