**EME: Annual Corporate Governance Report 2023**

On January 31, 2024, Electro Mechanical Corporation announced Report No. 01/BC on the corporate governance in 2023 as follows:

* Name of listed company: Electro Mechanical Corporation
* Head office address: No. 06, Road No. 3/2, Ward 15, District 11, Ho Chi Minh City
* Tel: 028.38651598 Fax: 028.38647429 Email: [dienco@emec.vn](mailto:dienco@emec.vn)
* Charter capital: VND 37,802,980,000
* Securities code: EME

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)

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content | |
| 1 | 01/2023/NQ-DHDCD | June 08, 2023 | * Approve the Report of the Board of Managers on the production and business results in 2022 and operating orientation in 2023. * Approve the Report of the Supervisory Board in 2022 on the results of monitoring business activities of the Company, activities of the Board of Directors and the Board of Managers. * Approve the Report on the activity results of the Board of Directors in 2022;   Approve the Audited Financial Statements 2022 audited by Nam Viet Auditing & Accounting Financial Consulting Services Company Limited   * Approve the production and business results in 2022. * Approve the profit after tax distribution plan in 2022. * Approve the production and business plan in 2023 * Approve the content authorizing the Board of Directors to select an audit company for the Financial Statements 2023 * Approve dismissal Mr. Tran Minh Hieu - Member of the Board of Directors Number of members of the Board of Directors after dismissing Mr. Tran Minh Hieu is 04 members * Approve the dismissal Ms. Doan Thi Thu Thuy - Chief of the Supervisory Board Elect 01 additional member of the Supervisory Board for the term of 2019 - 2024, number of members of the Supervisory Board after dismissing is 03 members. * Approve the additional election result of members of the Supervisory Board for the term of 2019 2024.   - Approve the Report on the remuneration of the Board of Directors and the Supervisory Board, the salary of the Executive Chief of the Supervisory Board in 2022 and the remuneration for the Board of Director and the Supervisory Board in 2023.   * Approve the adjustment of the list of business lines according to Proposal No. 01/2023/EME-TTDHCD * Approve the authorizing the Board of Directors to plan the relocation of the factory at the Production Center - 124 To Ky, Tan Chanh Hiep Ward, District 12 and report at the nearest General Meeting of Shareholders or the Extraordinary General Meeting of Shareholders. | |
| 2 | 01/2023/BB-DHDCD | June 08, 2023 | Minutes of the General Meeting of Shareholders 2023. |

1. The Board of Directors (Report 6 months/year)
2. Information about members of the Board of Directors

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment/dismissal as member of the Board of Directors | Number of Board Meetings attended | Attendance rate | Reason for absence |
| 1 | Bui Thi Luu Hao | Chair |  | 7/7 | 100% |  |
| 2 | Nguyen Duy Quoc Viet | Member |  | 7/7 | 100% |  |
| 3 | Do Thi Mai Trang | Member |  | 7/7 | 100% |  |
| 4 | Nguyen Duy Hai | Member |  | 7/7 | 100% |  |
| 5 | Tran Minh Hieu | Member | Dismiss member of the Board of Directors on June 8, 2023 | 1/2 | 50% |  |

1. Board Resolutions/Board Decisions (Semi-annual Report)

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | 01/NQ-DC-HDQT | April 18, 2023 | Approve the record date to record the list of shareholders attending the Annual General Meeting of Shareholders 2023 |
| 2 | 02/NQ-DC-HDQT | May 18, 2023 | Approve the date and documents for the Annual General Meeting of Shareholders 2023 |
| 3 | 03/NQ-DC-HDQT | August 15, 2023 | * Unify production and business data for the first 6 months of 2023. * Agree to continue using the bank credit limit at the Maritime Commercial Joint Stock Bank with a credit limit of VND 60 billion. |
| 4 | 04/NQ-DC-HDQT | November 24, 2023 | * Approve the production and business activities results in 9 months of 2023 * Approve the addition of bank credit limit to VND 80 billion * Invest in a solar power project if there is a feasible profit |
| 5 | 05/NQ-DC-HDQT | December 04, 2023 | Approve on contributing capital to invest in Sunny Saigon Joint Stock Company with a capital contribution value of VND 51 billion. |
| 6 | 06/NQ-DC-HDQT | December 15, 2023 | * Approve the implementation of production and business activities in 2023. * Approve on expanding the field of real estate investment activities. |
| 7 | 07/NQ-DC-HDQT | December 29, 2023 | Approve on recording the list of shareholders and paying dividends 2022. |

1. The Supervisory Board (report in the first 6 months of 2021)
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 | Number of meetings attended | Attendance rate | Reason for absence |
| 1 | Doan Thi Thu Thuy | Chief of the Supervisory Board | Dismissed as Chief of the Supervisory Board from June 08, 2023. | 2/2 | 100% |  |
| 2 | Le Thi Viet Hoa | Chief of the Supervisory Board | Chief of the Supervisory Board from June 08, 2023. | 4/4 | 100% |  |
| 3 | Truong Quoc Nghia | Member of the Supervisory Board |  | 4/4 | 100% |  |
| 4 | Nguyen Thi Huyen Trang | Member of the Supervisory Board | Member of the Supervisory Board from June 08, 2023. | 3/3 | 100% |  |

1. Training on corporate governance:
2. List of affiliated persons of the listed companies as prescribed in Clause 34, Article 6 of the Law on Securities (Semi-annual/annual report) and transactions between 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 and affiliated persons of PDMR

None

1. Transactions between PDMR of the listed company, affiliated persons of PDMR and subsidiaries, and companies controlled by the listed company.

None

1. 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).

None

* 1. Transactions between the Company and companies where 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

* 1. 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 Executive Manager (General Manager).

1. Share transactions of PDMR and affiliated persons of PDMR (report 6 months/year).
2. Transactions of PDMR and affiliated persons of PDMR for shares of listed companies

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| 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, reward, ...) |
|  |  |  | Number of shares | Rate | Number of shares | Rate |
| 1 | Nguyen Thi Hoa | Nguyen Duy Hai | 100 | 0.003% | 230,100 | 6.08% | Additional purchase |
| 2 | Do Thi Mai Trang |  | 0 | 0% | 104,000 | 2.75% | Additional purchase |

1. Other significant issues: