**MCG: Annual Corporate Governance Report 2023**

On January 30, 2024, MCG Energy and Real Estate JSC announced Report No. 20/BCQT-MCG on the corporate governance of the Company in 2023 as follows:

* Name of listed company: MCG Energy and Real Estate JSC
* Head office address: Alley 102 Truong Chinh, Phuong Mai ward, Dong Da district, Hanoi.
* Tel: 024.38694773, Fax: 024.38691568. Email: vanphong@mcger.com.
* Charter capital: VND 575.1 billion
* Securities code: MCG
* Corporate Governance Model: The General Meeting, Board of Directors, Supervisory Board and Managing Director
* Internal audit: On the appointment of the person in charge of internal audit

1. Activities of the General Meeting:

In the first 6 months of the year, the Company has not yet organized the 2023 Annual General Meeting. Reason:

* The Company's Board of Directors has announced Resolution No. 39/2023/NQ-HDQT dated March 29, 2023 approving the record date for the list of shareholders to exercise the right to attend the 2023 Annual General Meeting which is April 21, 2023 and has been approved by the Vietnam Securities Depository recorded at List No. V728/2023-MCG/VSD-DK on April 25, 2023. Because the Company’s shares are delisted during the period of the transition from HOSE to UPCOM, the Company could not disclose information about the General Meeting.
* The Company's Board of Directors has announced Resolution No. 45/2023/NQ-HDQT dated June 6, 2023 approving the time to organize the 2023 Annual General Meeting on June 28, 2023 and maintaining the List of Shareholders recorded in April 21, 2023. However, because the time from the record date (April 21, 2023) for shareholders to exercise the right to attend the Company's Annual General Meeting 2023 is too long compared to regulations on organizing the General Meeting (48 days), so On June 7, 2023, the Board of Directors announced resolution No. 46/2023/NQ-HDQT approving the cancellation of the List of shareholders recorded on April 21, 2023, No. V728/2023-MCG/VSD-DK dated April 25, 2023. Provided by Vietnam Securities Depository Center.
* Accordingly, on June 8, 2023, the Board of Directors announced Resolution No. 47/2023/NQ-HDQT approving the record of the List of shareholders to exercise the right to attend the Annual General Meeting 2023, the record date is June 28, 2023.

On July 24, 2023, the Company held the Annual General Meeting 2023.

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member 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. Nguyen Ngoc Binh | Chair of the Board of Directors | June 12, 2020 |  |
| 2 | Mr. Tran Hai Anh | Member of the Board of Directors | June 12, 2020 |  |
| 3 | Mr. Nguyen Van Huyen | Member of the Board of Directors | June 12, 2020 |  |
| 4 | Mr. Do Quang Tuan | Independent member of the Board of Directors | June 12, 2020 |  |
| 5 | Mr. Tran Ngoc Chien | Independent member of the Board of Directors | June 12, 2020 |  |

1. Board Resolutions/Board Decisions:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision | Date | Contents |
| 1 | 38/2023/NQ-HDQT | February 27, 2023 | Approve contracts/transactions with related parties in 2023 |
| 2 | 39/2023/NQ-HDQT | March 29, 2023 | Approve the record list of shareholders to organize the Annual General Meeting 2023. |
| 3 | 40/2023/NQ-HDQT | March 30, 2023 | Resolution approving the joint venture with Thien Nam Asset Management Joint Stock Company to sign a contract to execute the package "Construction of technical infrastructure - Van Tu Project" |
| 4 | 04/2023/QD-HDQT | April 07, 2023 | Decision to establish the Organizing Committee of the Annual General Meeting in 2023 |
| 5 | 41/2023/NQ-HDQT | April 25, 2023 | Board Resolution on extending the time to hold the Annual General Meeting 2023 |
| 6 | 42/2023/NQ-HDQT | May 22, 2023 | Approve the use of collateral to guarantee Thien Nam Asset Management and Exploitation Joint Stock Company's loan at BIDV Ha Thanh according to Credit Contract 03A/HDTD dated March 6, 2023 |
|
| 7 | 43/2023/NQ-HDQT | May 24, 2023 | Approve the use of collateral to guarantee Thien Nam Asset Management and Exploitation Joint Stock Company's loan at BIDV Ha Thanh according to Credit Contract 03A/HDTD dated March 6, 2023 (additional content to disclose information as required by the Hanoi Stock Exchange) |
| 8 | 44/2023/NQ-HDQT | May 26, 2023 | Approve the use of collateral to guarantee Thien Nam Asset Management and Exploitation Joint Stock Company's loan at BIDV Ha Thanh according to Credit Contract 03A/HDTD dated March 6, 2023 (additional content to disclose information as required by the Hanoi Stock Exchange) |
| 9 | 45/2023/NQ-HDQT | June 06, 2023 | Approve the date and venue of the Annual General Meeting 2023 |
| 11 | 46/2023/NQ-HDQT | June 07, 2023 | Approve the record date for the list of shareholders entitled to attend the Annual General Meeting 2023(Record date: April 21, 2023) according to the List of Securities Owners No.V728/2023-MCG/VSD-DK dated April 25, 2023 provided by the Vietnam Securities Depository (VSD). |
| 12 | 47/2023/NQ-HDQT | June 08, 2023 | Approve the re-record the list of shareholders entitled to attend the Annual General Meeting 2023 and the and the date to organize the Annual General Meeting 2023 |
| 13 | 07/2023/QD-HDQT | June 30, 2023 | Dismiss Mr. Trinh Thai Son from the position of Deputy Managing Director of the Company from July 01, 2023; |
| 14 | 48/2023/NQ-HDQT | September 06, 2023 | Approve the commercial business plan. |
| 15 | 09/2023/QD-HDQT | August 02, 2023 | Decision on the assignment of tasks to the Board of Management |
| 16 | 49/2023/NQ-HDQT | September 22, 2023 | Approve a plan to partially offset the accumulated loss of the Parent Company and consolidate with development investment funds |
| 17 | 50/2023/NQ-HDQT | December 20, 2023 | Agree to divest all capital of the Company invested in the Subsidiary Company - Van Lam Mechanization Joint Stock Company |
| 18 | 51/2023/NQ-HDQT | December 31, 2023 | Approve the provision for doubtful debts and discount inventory on December 31, 2020 |

1. Supervisory Boar
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 | Professional Qualification |
| 1 | Ms. Dinh Thi Van | Chief of the Supervisory Board  Board | June 12, 2020 | Irrigation engineer Bachelor in Accounting |
| 2 | Ms. Hoang Thi Kim Anh | Member of the Supervisory Board | June 12, 2020 | Bachelor in Economics  Bachelor in Laws |
| 3 | Mr. Nguyen Thiet | Member of the Supervisory Board | March 10, 2022 | Construction works engineer |

1. Executive Board.

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Professional Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Mr. Nguyen Ngoc Hung - Managing Director | April 17, 1977 | Master of Economics | April 19, 2021 |
| 2 | Mr. Nguyen Van Huyen - Deputy Managing Director | June 15, 1971 | Irrigation engineer | September 01, 2010 |
| 3 | Ms. Nguyen Thi Phuong Ngoc - the Deputy Managing Director | January 06, 1982 | Master of Finance | January 01, 2016 |
| 4 | Mr. Trinh Thai Son - Deputy Managing Director | December 16, 1974 | Construction Engineer | * Appointed on January 14, 2022 * Dismissed on July 1, 2023 in Decision 07/2023/QD-HDQT dated June 30, 2023 |

1. Chief Accountant.

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Professional Qualification | Date of appointment/dismissal |
| Pham Thi Chinh Luong | October 19, 1979 | Bachelor in Economics | April 03, 2018 |

1. Training on corporate governance None.
2. List of related persons of the public company and transactions between related persons of the Company with the Company itself.
3. Transactions between the Company and related persons of the Company; or between the Company and principal shareholders, PDMR, related persons of PDMR:

|  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual |  | Relations with the Corporation | NSH No. , Date of issue, Place of issue | | | Head office address/Contact address | Time of transaction with the Company | General Mandate/Decision of the General Meeting of Shareholder No. or Board Resolution/Decision No. approved | | Content, quantity, total value of transaction | Note |
| No. | Date of issue | Place of issue |
| 1 | Nguyen Ngoc  Hung |  | General Director/Authorized person to disclose information |  |  |  |  | In 2023 | 38/2023/NQ-HDQT | | Recover prepayment 5,637,532 |  |
| 2 | Nguyen Ngoc  Binh | Chair of the Board of Directors | |  |  |  |  | 2023 | 38/2023/NQ-HDQT | | Interest expense paid  VND 4,490.000,000 |  |
| 3 | Anpha Hydro Electric Investment Joint Stock Company | Subsidiary company - Mr. Nguyen Ngoc Binh is Chair of the Board of Directors | |  |  |  |  | 2023 | 38/2023/NQ-HDQT | | Electricity and water bills receivable  VND 5,297,681 |  |
| 4 | Anpha Hydro Electric Investment Joint Stock Company | Subsidiary company - Mr. Nguyen Ngoc Binh is Chair of the Board of Directors | |  |  |  |  | 2023 | 38/2023/NQ-HDQT | | Liquidating assets receivable  VND 500,000.000 |  |
| 5 | Anpha Hydro Electric Investment Joint Stock Company | Subsidiary company - Mr. Nguyen Ngoc Binh is Chair of the Board of Directors | |  |  |  |  | 2023 | 38/2023/NQ-HDQT | | Payment for salary and insurance VND 56,373,997 |  |
| 6 | Me Co Sai Gon Construction Irrigation Joint Stock Company | Joint ventures - Mr. Nguyen Ngoc Binh Ha is the  Chair of the Board of Directors | |  |  |  |  | 2023 | 38/2023/NQ-HDQT | | Payment for construction volume, other payments VND 215,000,000 |  |
| 7 | MCG Construction Joint Stock Company | Joint Ventures - Mr. Nguyen Ngoc Hung - Managing Director is the Legal Representative | |  |  |  |  | 2023 | 38/2023/NQ-HDQT | | Technical advice receivable Fixed assets receivable |  |
| 8 | MCG Construction Joint Stock Company | Joint Ventures - Mr. Nguyen Ngoc Hung - Managing Director is the Legal Representative | |  |  |  |  | 2023 | 38-2023/NQ-HDQT | | Payment for the construction volume of Nam Hoa 1, Ban Mong, Binh Long, Khanh Khe  VND 1,619,388,772 |  |
| 9 | MCG Construction Joint Stock Company | Joint Ventures - Mr. Nguyen Ngoc Hung - Managing Director is the Legal Representative | |  |  |  |  | 2023 | 38/2023/NQ-HDQT | | Salary and insurance receivable  VND 173,918,772 |  |
| 10 | MCG Construction Joint Stock Company | Joint Ventures - Mr. Nguyen Ngoc Hung - Managing Director is the Legal Representative | |  |  |  |  | 2023 | 38/2023/NQ-HDQT | | Binh Long volume payable VND 724,865,225 |  |
| 11 | MCG Construction Joint Stock Company | Joint Ventures - Mr. Nguyen Ngoc Hung - Managing Director is the Legal Representative | |  |  |  |  | 2023 | 38/2023/NQ-HDQT | | Recover Prepayment for construction of Ho Tung Mau Km9 project VND 5,500,000,000 |  |
| 12 | MCG Construction Joint Stock Company | Joint Ventures - Mr. Nguyen Ngoc Hung - Managing Director is the Legal Representative | |  |  |  |  | 2023 | 38/2023/NQ-HDQT | | Other payables  VND 2,373,800,000 |  |
| 13 | MCG Construction Joint Stock Company | Joint Ventures - Mr. Nguyen Ngoc Hung - Managing Director is the Legal Representative | |  |  |  |  | 2023 | 38/2023/NQ-HDQT | | Other payables VND 450,000,000 |  |
| 14 | MCG Construction Joint Stock Company | Joint Ventures - Mr. Nguyen Ngoc Hung - Managing Director is the Legal Representative | |  |  |  |  | 2023 | 38/2023/NQ-HDQT | | Collection of electricity and water bills, liquidation of fixed assets, other payments, other revenues VND 1,416,048,661 |  |
| 15 | Tan Linh Hydro Power Joint Stock Company | Joint ventures - Mr. Nguyen Ngoc Binh Ha is the Chair of the Board of Directors | |  |  |  |  | 2023 | 38/2023/NQ-HDQT | | Collection of insurance debt VND 29,830,557 |  |
| 16 | Khanh Khe Hydropower Joint Stock Company | Joint ventures - Mr. Nguyen Ngoc Binh is the Chair of the Board of Directors | |  |  |  |  | 2023 | 38/2023/NQ-HDQT | | Insurance receivable VND 30,257,136 |  |
| 17 | Thien Nam Asset Management Joint Stock Company | Joint Ventures - Ms. Nguyen Thi Phuong Ngoc- Deputy Managing Director is the Chair of the Board of Director | |  |  |  |  | 2023 | 38/2023/NQ-HDQT | | Receivable for electricity, water, and premises rent VND 7,978,618,077 |  |
| 18 | Thien Nam Asset Management Joint Stock Company | Joint Ventures - Ms. Nguyen Thi Phuong Ngoc- Deputy Managing Director is the Chair of the Board of Director | |  |  |  |  | 2023 | 38/2023/NQ-HDQT | | Fees for renting premises, electricity and water VND 8,692,193,935 |  |
| 19 | Thien Nam Asset Management Joint Stock Company | Joint Ventures - Ms. Nguyen Thi Phuong Ngoc- Deputy Managing Director is the Chair of the Board of Director | |  |  |  |  | 2023 | 38/2023/NQ-HDQT | | Pay deposit of VND 7,600,000,000 |  |
| 20 | Binh Long Hpp Joint Stock Company | Joint ventures - Mr. Nguyen Ngoc Binh is the Managing Director | |  |  |  |  | 2023 | 38/2023/NQ-HDQT | | Receivable for the construction volume of Binh Long Project VND 1,923,953,558 |  |
| 21 | Binh Long Hpp Joint Stock Company | Joint ventures - Mr. Nguyen Ngoc Binh is the Managing Director | |  |  |  |  | 2023 | 38/2023/NQ-HDQT | | Collecting money for construction of Binh Long Project  VND 2,116,348,914 |  |
| 22 | Van Lam Mechanization Joint Stock Company | Joint ventures - Mr. Nguyen Ngoc Binh is the Chair of the Board of Directors | |  |  |  |  | 2023 | 38/2023/NQ-HDQT | | Collect loan proceeds; Collect factory rent and other revenue VND 680,000,000 |  |
| 23 | Nguyen Ngoc  Hung | General Director/Authorized person to disclose information | |  |  |  |  | 2023 | 38/2023/NQ-HDQT | | Prepaying, Other receivables  VND 2,918,179 |  |
| 24 | Van Lam Mechanization Joint Stock Company | Joint ventures - Mr. Nguyen Ngoc Binh is the Chair of the Board of Directors | |  |  |  |  | 2023 | 38/2023/NQ-HDQT | | Equipment rental and purchase VND 1,016,439,393 |  |
| 25 | Nguyen Thiet | Member of the Supervisory Board | |  |  |  |  | 2023 | 38/2023/NQ-HDQT | | Prepayment VND 174,000,000 |  |
| 26 | Nguyen Ngoc Binh | Chair of the Board of Directors | |  |  |  |  | 2023 | 38/2023/NQ-HDQT | | Payment for shares purchase of Anpha Hydro Electric Investment Joint Stock Company, Binh Long Hpp Joint Stock Company’ shares: VND 9,228,833,000 |  |
| 27 | Nguyen Thiet | Member of the Supervisory Board | |  |  |  |  | 2023 | 38/2023/NQ-HDQT | | Prepayment collects  VND 322,668,400 |  |
| 28 | Mr. Trinh Thai Son | Deputy Managing Director | |  |  |  |  | 2023 | 38/2023/NQ-HDQT | | Prepayment collects  VND 13,682,450 |  |
| 29 | Mr. Tran Hai Anh | Member of the Board of Directors/ In charge of corporate governance-cum-secretary of the Company | |  |  |  |  | 2023 | 38/2023/NQ-HDQT | Other receivables  VND 16,923,816 | |  |
| 30 | HTC Global Joint Stock Company | Mr. Tran Ngoc Chien - Member of the Board of Directors is the Chair of the Board of Directors | |  |  |  |  | 2023 | 38/2023/NQ-HDQT | Electricity bills receivable  VND 12,998,136 | | - |
| 31 | HTC Global Joint Stock Company | Mr. Tran Ngoc Chien Member of  Board of Directors is the Chief of the Board of Directors | |  |  |  |  | 2023 | 38/2023/NQ-HDQT | Electricity bills collect  VND 14,162,709 | |  |
| 32 | Long An Joint Stock Company | Ms. Nguyen Thi Phuong Ngoc - Deputy Managing Director - is the deputy Chief of the Board of Members | |  |  |  |  | 2023 | 38/2023/NQ-HDQT | Electricity bills receivable  VND 30,147,695 | |  |
| 33 | Long An Joint Stock Company | Ms. Nguyen Thi Phuong Ngoc - Deputy Managing Director - is the deputy Chief of the Board of Members | |  |  |  |  | 2023 | 38/2023/NQ-HDQT | Electricity bill collect  VND 32,856,740 | |  |
| 34 | Khanh Khe Hydropower Joint Stock Company | Joint ventures - Mr. Nguyen Ngoc Binh is the Chair of the Board of Directors | |  |  |  |  | 2023 | 38/2023/NQ-HDQT | Payment of prepayment for construction of Khanh Khe Project  VND 29,830,557 | |  |
| 35 | Mr. Tran Hai Anh | Member of the Board of Directors/ In charge of corporate governance-cum-secretary of the Company | |  |  |  |  | 2023 | 38/2023/NQ-HDQT | Collection of insurance  VND 36,981,672 | |  |

1. Transactions between PDMR of the Company, related persons of PDMR and subsidiaries, companies under the authority of the listed company:

|  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relations with PMDR | Position at the listed company | ID card/Passport No., Date of issue, Place of issue | | | Address | Name of subsidiaries or companies controlled by the listed company | Time of transaction | Content, quantity, total value of transaction  Transaction values | Note |
| No. | Date of issue | Place of issue |
| 1 | Nguyen Van Huyen | Managing Director | Member of Board of Directors - Deputy Managing Director | - |  |  |  | Anpha Hydro Electric Investment Joint Stock Company | 2023 | Prepayment  VND 421,000,000 |  |
| 2 | Nguyen Van Huyen | Managing Director | Member of Board of Directors - Deputy Managing Director |  |  |  |  | Anpha Hydro Electric Investment Joint Stock Company | 2023 | Recover prepayment VND 20,500,000 |  |
| 3 | Nguyen Ngoc  Binh | Chair of the Board of Directors | Chair of the Board of Directors |  |  |  |  | Anpha Hydro Electric Investment Joint Stock Company | 2023 | Money lending  VND 8,567,100,000 |  |

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 Manager (Managing Director) and other managers have been founding members or members of Board of Directors and Executive Manager (Managing Director) for the past three (03) years:

* Transactions between MCG Construction Joint Stock Company and Anpha Hydro Electric Investment Joint Stock Company: Payment for construction of Nam Hoa 1 project - amount: VND 980,669,443.
* Transactions between MCG Construction Joint Stock Company and Anpha Hydro Electric Investment Joint Stock Company: Payment for construction of Nam Hoa 1 project - amount: VND 908,027,262.
  1. Transactions between the Company and companies executed by the related people of members of the Board of Directors, members of the Supervisory Board, Executive Manager (Managing Director) and other managers who are members of the Board of Directors and Executive Manager (Managing Director). None.
  2. Other transactions of the Company (if any) which can bring about material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, Executive Manager (Managing Director) and other managers: None.

1. Share transactions of PDMR and related persons of PDMR:
2. Listed company’s share transactions of PDMR and related persons of PDMR None
3. Other significant issues