**APL: Annual Corporate Governance Report 2023**

On January 29, 2024, VVMI-Mechanical And Pressure Equipment Joint Stock Company announced Report No. 01/BC-HDQT on the corporate governance in 2023 as follows:

* Name of Company: VVMI-Mechanical And Pressure Equipment Joint Stock Company
* Tel: 024 38272726 Fax:
* Email: [chungkhoan.apluco@gmail.com](mailto:chungkhoan.apluco@gmail.com)
* Charter capital: VND 120,000,000,000
* Securities code: APL
* Corporate governance model:
* The General Meeting, Board of Directors, Supervisory Board, and Executive Board.
* Internal audit execution: Implemented.

1. Activities of the General Meeting.

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

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting | Date | Contents |
| 01 | 29/NQ-DHDCD | April 05, 2023 | Annual General Mandate 2023 |
| 02 | 30/BB-DHDCD | April 05, 2023 | Minutes of the Annual General Meeting 2023 |
| 03 | 31/QD-HDQT | April 05, 2023 | Decision on assigning the official production and business plan 2023 |
| 04 | 32/QD-HDQT | April 05, 2023 | Decision on approving the construction investment plan 2023 |
| 05 | 33/QD-HDQT | April 05, 2023 | Decision on approving financial settlement and profit distribution in 2022 |
| 06 | 34/QD-HDQT | April 05, 2023 | Decision on dividend payment in 2022 |
| 07 | 35/QD-HDQT | April 05, 2023 | Decision on remuneration for the Board of Directors and the Supervisory Board in 2023 |
| 08 | 63/NQ-DHDCD | September 12, 2023 | Extraordinary General Mandate 2023 |
| 09 | 64/BB-DHDCD | September 12, 2023 | Minutes of the Extraordinary General Meeting 2023 |

1. Board of Directors (Annual Report 2023):
2. Information about members of the Board of Directors:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position (independent member, non-executive member of the Board of Directors) | Date of appointment/dismissal as member/independent member of the Board of Directors | |
| Appointment date | Dismissal date |
| 01 | Do Huy Hung | Chair of the Board of Directors | March 21, 2020 | September 12, 2023 |
| 02 | Nguyen Thac Tan | Chair of the Board of Directors | September 12, 2023 |  |
| 02 | Le Thi Minh Ha | Member of the Board of Directors | March 21, 2020 |  |
| 03 | Nguyen Manh Tu | Member of the Board of Directors - Managing Director | March 21, 2020 |  |
| 04 | Pham Cong Loc | Member of the Board of Directors | March 21, 2020 |  |
| 05 | Nguyen Huu Toan | Member of the Board of Directors - Deputy Managing Director | March 21, 2020 |  |

1. Board Resolutions in 2023:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution | Date | Contents |
| 1 | 02/NQ-HDQT | January 16, 2023 | Approve the production and business results in 2022, temporally assignment of the production and business plan 2023, temporally assignment of the production and business plan for Q1/2023; Approve the labor recruitment plan 2023; Approve the plan on organizing the General Meeting 2023 |
| 2 | 16/NQ-HDQT | March 09, 2023 | Approve Reports and Proposals to submit to the General Meeting 2023; Approve Audited Financial Statements; Approve the re-appointment of personnel... |
| 3 | 39/NQ-HDQT | May 09, 2023 | Approve the production and business results of Q1 and the implementation of tasks in Q2/2023; Use welfare and reward funds; Deliver salary unit price in 2023; Pay allowances for the Secretariat of the Board of Directors |
| 4 | 41/NQ-HDQT | May 09, 2023 | Approve the capital borrowing for production and business in 2023-2024 at Vietinbank - East Hanoi Branch |
| 5 | 43/NQ-HDQT | May 09, 2023 | Approve the capital borrowing for production and business in 2023-2024 at MB - Hoan Kiem Branch |
| 6 | 50/NQ-HDQT | June 02, 2023 | Approve the selection of an audit company for the Financial Statements 2023 |
| 7 | 53/NQ-HDQT | July 13, 2023 | Approve the program of the Extraordinary General Meeting 2023 |
| 8 | 66/NQ-HDQT | September 15, 2023 | Approve the position of Chair of the Board of Directors |
| 9 | 68/NQ-HDQT | October 10, 2023 | Approve the personnel planning for periods 2025-2030 and 2020-2025 |
| 10 | 69/NQ-HDQT | October 10, 2023 | Approve the production and business results of Q3 and 9 months; Implement the Q4 plan: Approve the expected preparation of the production and business plan 2024 |
| 11 | 70/NQ-HDQT | October 10, 2023 | Approve the credit norms in 2023 |
| 12 | 71/NQ-HDQT | October 10, 2023 | Approve the assignment of tasks to the Board of Directors |
| 13 | 78/NQ-HDQT | December 08, 2023 | Approval of reward rate in 2023 |
| 14 | 82/NQ-HDQT | December 25, 2023 | Approve the policy and the plan on re-appointing the personnel |
| 15 | 83/NQ-HDQT | December 25, 2023 | Approved the amendment and supplement to debt management regulations |

1. Supervisory Board (Annual 2023 Report):
2. Information about members of the Supervisory Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Appointment date | Qualification |
| 01 | Nguyen Thi Hong Nhung | Chief of the Supervisory Board | April 10, 2021 | Bachelor in Accounting and Finance |
| 02 | Pham Thi Thuy Nga | Member of Supervisory Board | April 10, 2021 | Bachelor in Accounting and Finance |
| 03 | Phung Thi Lan | Member of the Supervisory Board | March 21, 2020 | Bachelor in Accounting and Finance |

1. Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 01 | Nguyen Manh Tu - Managing Director | May 10, 1978 | Bachelor in Business Administration | April 01, 2021 (re-appointed) |
| 02 | Nguyen Huu Toan - Deputy Managing Director | May 24, 1968 | Mechanical Engineer | November 01, 2020 (re-appointed) |
| 03 | Tran Dinh Dien - Deputy Managing Director | September 19, 1980 | Master of Economics | November 01, 2022 (newly appointed) |

1. Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Dang Thi Quynh Trang | December 11, 1981 | Bachelor in Accounting | January 01, 2022 (re-appointed) |

VI. Training on corporate governance:

1. List of related persons of the public company and transactions between related persons of the Company and the Company itself
2. Transactions between the Company and related persons of the Company; or between the Company and principal shareholders, PDMR, related persons of PDMR:

Report on purchase and sales of materials, goods and services to related parties for the fiscal year ending on December 31, 2023

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Customer | Relations | Transaction type | Amount |
| A | B | C | D | E |
| 1 | Chi nhánh Tổng Công ty Công nghiệp mỏ Việt Bắc TKV - CTCP - Công ty Than Khánh Hòa -VVMI (tentatively translated as “Branch of Vinacomin - Viet Bac Mining Industry Holding Corporation - Khanh Hoa Coal Company”) | Under the same holding company | Material and goods sales |  |
| Service purchase |  |
| 2 | VVMI - Tan Quang Cement Joint Stock Company | Under the same holding company | Material and goods sales |  |
| Service purchase |  |
| 3 | Vinacomin - Viet Bac Mining Industry Holding Corporation | Under the same holding company | Material and goods sales |  |
| 4 | Công ty than Núi Hồng - VVMI - Chi nhánh Tổng công ty Công nghiệp mỏ Việt Bắc TKV - CTCP (tentatively translated as “Nui Hong Coal Company - Branch of Vinacomin - Viet Bac Mining Industry Holding Corporation”) | Under the same holding company | Material and goods sales |  |
| Service purchase |  |
| 5 | Cty Than Na dương-VVMI-CN TCT Công nghiệp mỏ Việt bắc TKV-CTCP (tentatively translated as “Na Duong Coal Company - Branch of Vinacomin - Viet Bac Mining Industry Holding Corporation”) | Under the same holding company | Material and goods sales |  |
| 6 | Chi nhánh Tập đoàn Công nghiệp Than-Khoáng sản Việt Nam-Công ty Tuyển than Cửa Ông -TKV (tentatively translated as “Branch of Vietnam National Coal and Mineral Industries Group - Vinacomin - Cua Ong Coal Processing Company) | Under the same holding company | Material and goods sales |  |
| 7 | Vinacomin - Thong Nhat Coal Company | Under the same holding company | Material and goods sales |  |
| 8 | Vinacomin - Duong Huy Coal Company | Under the same holding company | Material and goods sales |  |
| 9 | Vinacomin - Khe Cham Coal Company | Under the same holding company | Material and goods sales |  |
| 10 | Vinacomin - Quang Hanh Coal Company | Under the same holding company | Material and goods sales |  |
| 11 | Vinacomin - Ha Long Coal Company | Under the same holding company | Material and goods sales |  |
| 12 | Vinacomin - Hon Gai Coal Company | Under the same holding company | Material and goods sales |  |
| 13 | Da Bac Logistics Company - Vinacomin | Under the same holding company | Material and goods sales |  |
| 14 | Vinacomin - Uong Bi Coal Company | Under the same holding company | Material and goods sales |  |
| 15 | Vinacomin - Nam Mau Coal Company | Under the same holding company | Material and goods sales |  |
| 16 | Vinacomin - Mao Khe Coal Company | Under the same holding company | Material and goods sales |  |
| 17 | Vinacomin - Mine Construction Company | Under the same holding company | Material and goods sales |  |
| 18 | Vietnam Coal and Mineral College | Under the same holding company | Material and goods sales |  |
| 19 | Vinacomin - Mong Duong Coal Joint Stock Company | Under the same holding company | Material and goods sales |  |
| 20 | Vinacomin Deo Nai Coal Joint Stock Company | Under the same holding company | Material and goods sales |  |
| 21 | Vinacomin Nuibeo Coal Joint Stock Company | Under the same holding company | Material and goods sales |  |
| 22 | Vinacomin - Ha Lam Coal Joint Stock Company | Under the same holding company | Material and goods sales |  |
| 23 | Vinacomin - Vang Danh Coal Joint Stock Company | Under the same holding company | Material and goods sales |  |
| 24 | Trung tâm điều dưỡng ngành than - VVMI (tentatively translated as “Coal Industry Nursing Center - VVMI”) | Under the same holding company | Service purchase |  |
| 25 | Công ty vật tư hóa chất mỏ Hà Nội- Chi nhánh Tổng công ty công nghiệp hóa chất mỏ- Vinacomin (tentatively translated as “Hanoi Mining Chemical Materials Company - Branch of Mining Chemical Industry Corporation - Vinacomin”) | Under the same holding company | Service purchase |  |
| 26 | VVMI Quantrieu Cement Joint Stock Company | Under the same holding company | Material and goods purchase |  |
| 27 | VVMI Thai Nguyen Hotel Joint Stock Company | Under the same holding company | Service purchase |  |
| 28 | School of Business Administration- Vinacomin | Under the same holding company | Service purchase |  |
| 29 | Vinacomin - Materials Trading Joint Stock Company - Ha Noi Branch | Under the same holding company | Service purchase |  |
|  | Total |  |  |  |

1. Transactions between the Company’s PDMR, related persons of PDMR and subsidiaries, companies controlled by the Company: None
2. Transactions between the Company and other entities: None
   1. Transactions between the Company and companies that members of the Board of Directors, members of the Supervisory Board, the Managing Director and other managers have been founding members or members of the Board of Directors or Executive Manager for the past three years (at the date of reporting): None
   2. Transactions between the Company and companies that related persons of members of the Board of Directors, the Supervisory Board, the Managing Director or other managers who are members of the Board of Directors or Executive Manager: None
   3. 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, Managing Director and other managers: None
3. Share transactions of PDMR and related persons of PDMR in 2023.
4. Company’s share transactions of PDMR and related persons: None
5. Other significant issues: None