**AMS: Annual Corporate Governance Report 2023**

On January 29, 2024, AMECC Mechanical Construction Joint Stock Company announced Report No. 17/2024/BC-AMECC on the corporate governance 2023 as follows:

* Name of company: AMECC Mechanical Construction Joint Stock Company
* Head office address: Km 35, Highway 10, Quoc Tuan Commune, An Lao District, Hai Phong City
* Tel: Fax: Email:
* Charter capital: VND 600,000,000,000.
* Securities code: AMS
* Corporate Governance Model: General Meeting, Board of Directors, Supervisory Board, and Managing Director
* Internal audit: Not executed.

1. Activities of the General Meeting:

Information about meetings and General Mandates/Decisions of the General Meeting (including

General Mandates approved by collecting ballots):

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| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting | Date | Contents |
| 1 | 01/2023/NQ-DHDCD-AMECC | May 25, 2023 | Annual General Mandate 2023   1. Approve the Report on the activities of the Board of Directors 2022, and the operational plan for 2023. 2. Approve the report on activities of the Supervisory Board 2022 and the plan for 2023 3. Approve the report on production and business activities results 2022 of the Executive Board and the production and business plan for 2023 4. Approve the Proposal on Audited Financial Statements 2022, profit distribution and dividend payment plan 2023. 5. Approve the Proposal on profit plan and expected dividends 2023. 6. Approve the Proposal on remuneration payment for the Board of Directors, Managing Director and Secretariats of the Board of Directors 2023 7. Approve the Proposal on selecting an audit company to audit the Financial Statements 2023. 8. Approve the Proposal on approving the dismissal of Ms. Nguyen Thi Khanh Ngoc - member of the Supervisory Board due to the end of term and elect 01 additional member for the Supervisory Board for the remaining time of the 2022-2027 term 9. Approve the election of Mr. Vu Dinh Thong to be the additional member of the Supervisory Board. |

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

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| --- | --- | --- | --- | --- |
| 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  The term of 2022-2027 | Dismissal date |
| 1 | Mr. Nguyen Van Nghia | Chair of the Board of Directors | May 30, 2022 |  |
| 2 | Mr. Nguyen Van Tho | Member  Managing Director | May 30, 2022 |  |
| 3. | Mr. Kikugawa Tetsuya | Member | May 30, 2022 |  |
| 4. | Mr. Miyota Yukio | Member | May 30, 2022 | November 16, 2022 |
| 5. | Mr. Tran Ngoc Duong | Member | May 30, 2022 |  |
| 6. | Mr. Dinh Ngoc Thang | Member | May 30, 2022 |  |
| 7. | Mr. Le Minh Tuan | Member  Deputy Managing Director | May 30, 2022 |  |
| 8. | Mr. Inoue Yuji | Member | November 16, 2022 |  |

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

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| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision | Date | Contents |
| 1. | 01/2023/NQ-HDQT-AMECC | January 19, 2023 | Handling shares that did not exercise purchasing rights during the share issuance in accordance with the Employment Stock Ownership Plan (ESOP) 2022 |
| 2. | 02/2023/NQ-HDQT-AMECC | February 25, 2023 | Change and supplement to increase the contents of the Business Registration to VND 378,358,650,000 through the form of share issuance in accordance with ESOP 2022 according to the Meeting’s Minutes of the Extraordinary General Meeting on November 16, 2022 |
| 3. | 03/2023/NQ-HDQT-AMECC | March 21, 2023 | 1. Approve the results of offering fractional shares as per the Plan approved by the General Meeting in General Mandate of the Extraordinary General Meeting 2022 No. 02/2022/NQ-DHDCD-AMECC dated November 16, 2022 2. Amend Section 2,3, Article 12 of the Company’s organization and operational charter regarding the adjustment of the company’s charter capital of VND 600,000,000,000 3. Approve that the shares issued to professional securities investors are subjected to 01-year transfer restriction (from March 20, 2023 to March 20, 2024) from the completion date of the offering. 4. Approve the registration of additional securities and additional trading registration for 22,164,135 shares that were successfully offered in private placement in compliance with current regulations. |
| 4. | 04/2023/NQ-HDQT-AMECC | March 27, 2022 | Extend the time to organize the Annual General Meeting 2023 |
| 5. | 05/2023/NQ-HDQT-AMECC | April 4, 2023 | Approve the contents of organizing the Annual General Meeting 2023 of the Company, specifically as follows:   1. The record date for the list of shareholders to attend the Meeting: April 24, 2023 2. Expected time to organize the Meeting: May 25, 2023 |
| 6. | 06/2023/NQ-HDQT-AMECC | May 4, 2023 | Approve contents of the documents for the Annual General Meeting 2023 |
| 7. | 07/2023/NQ-HDQT-AMECC | May 29, 2023 | Dismiss Mr. Nguyen Van Dung from the position of the Managing Director |
| 8. | 08/2023/NQ-HDQT-AMECC | June 19, 2023 | Approve the selection of Viet Nam Auditing & Evaluation Company Limited - independent member of Lea Global to be the independent company to audit the Financial Statements 2023 of AMECC Mechanical Construction Joint Stock Company |
| 9. | 09/2023/NQ-HDQT-AMECC | July 31, 2023 | Re-appoint Mr. Nguyen Van Tho to the position of Managing Director for a 5-year term |
| 10. | 10/2023/NQ-HDQT-AMECC | October 25, 2023 | Establish branch with the name of: AMECC Mechanical Construction Joint Stock Company - AMECC Painting And Anti - Corrosion Branch  Appointed Head of the Branch Mr. Tran Huu Phu |
| 11. | 11/2023/NQ-HDQT-AMECC | December 11, 2023 | Establish branch called: Branch of AMECC Mechanical Construction Joint Stock Company – AMECC Equipment And Steel Structure Factory No.1  Appointed Head of the Branch Mr. Duong Xuan Thai |

1. Supervisory Board/Audit Committee (Semi-annual Report 2023):
2. Information about members of the Supervisory Board/the Audit Committee:

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| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board/Audit Committee | Position | Date of appointment | Qualification |
| 1. | Ms. Pham Minh Hieu | Chief of the Supervisory Board | May 30, 2022 | Bachelor in Accounting |
| 2. | Mr. Fujiwara Norimasa | Member | May 30, 2022 |  |
| 3. | Mr. Vu Dinh Thong | Member | May 25, 2023 | Bachelor in Laws |

1. Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1. | Mr. Nguyen Van Tho  Managing Director | July 20, 1975 | Mechanical Engineer | Appointment date  July 31, 2018 |
| 2. | Mr. Nguyen Van Dung Deputy Managing Director | January 26, 1981 | Mechanical Engineer | Appointment date May 20, 2018  Dismissal date May 29, 2023 |
| 3. | Mr. Le Minh Tuan  Deputy Managing Director | February 28, 1973 | Industrial Thermal Engineer | Appointment date September 30, 2021 |

1. Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Professional Qualification | Appointment date |
| Mr. Nguyen Huu Phong | January 1, 1964 | Bachelor in Economics | November 1, 2022 |

1. Training on corporate governance
2. List of related persons of the public Company 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 principal shareholders, PDMR, and related persons of PDMR: None
4. Transactions between the Company’s PDMR, related persons of PDMR and subsidiaries or companies controlled by the Company: None
5. Transactions between the Company and other entities: None
6. Share transactions of PDMR and related persons of PDMR
7. Company's shares transaction of PDMR and related persons:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| 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, etc.) |
| Number of shares | Rate | Number of shares | Rate |
| 1. | Mr. Nguyen Van Nghia | Chair of the Board of Directors |  |  |  |  | Register to purchase shares:  Reason: Registration for private placement |
| 2. | Mr. Nguyen Van Tho | Member of the Board of Directors, Managing Director |  |  |  |  | Register to purchase shares:  Reason: Registration for private placement |
| 3. | Sankyu INC. | Shareholders with more than 10% of the company’s shares |  |  |  |  | Register to purchase shares:  Reason: Registration for private placement |
| 4. | Mr. Le Minh Tuan | Member of the Board of Directors  Deputy Managing Director |  |  |  |  | Register to purchase shares:  Reason: ESOP 2022 |
| 5. | Mr. Nguyen Huu Phong | Chief Accountant |  |  |  |  | Register to purchase shares:  Reason: ESOP 2022 |
| 6. | Ms. Dinh Phuong Thao | Information disclosure officer |  |  |  |  | Register to purchase shares:  Reason: ESOP 2022 |

1. Other significant issues: None