**VE4: Annual Corporate Governance Report 2023**

On January 29, 2024, VNECO4 Electricity Construction JSC announced Report No. 01 BCQT/HDQT/VNECO4 on corporate governance 2023 as follows:

* Name of company: VNECO4 Electricity Construction JSC
* Address: No. 197 Nguyen Truong To Street, Dong Vinh Ward, Vinh City, Nghe An Province
* Tel: 0238 353 1065
* Fax: 0238 385 3433
* Email: vneco4.com.vn
* Charter capital: VND 10,280,000,000
* Securities code: VE4
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)

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| --- | --- | --- | --- |
| No. | General Mandate/Decision of General Meeting of Shareholders No. | Date | Content |
| 1 | General Mandate |  |  |
| 01  | 01/2023/NQ/DHDCD-VNECO4 | May 05, 2023 | The Annual General Mandate 2023 approved the following contents:* Report on production and business activities in 2022 and the task orientation for 2023.
* Audited Financial Statements 2022.
* Report on activities of the Board of Directors and Report of the Supervisory Board in 2022.
* Production and business plan for 2023.
* Profit distribution plan in 2022.
* Total remuneration of the Board of Directors, the Supervisory Board, and the Secretariat in 2023.
* Authorize the Board of Directors to select

an independent audit company to review the Semi-annual Financial Statements and audit the Financial Statements 2023 of the Company.* Approve Proposal on on not continuing the share issuance to increase Charter capital at a 1:1 ratio for existing shareholders and ceasing to pay share dividends of 7% per Charter capital in 2021 to shareholders.
* Approve the election of 01 additional independent member of the Board of Directors: Mr. Pham Xuan Tru.
* Other contents under the authority of the General Meeting.
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| 02  | 02/2023/NQ/DHDCD-VNECO4 | May 05, 2023 | Resolution on electing additional independent members of the Board of Directors for the term 2020 - 2025. |

1. The Board of Directors in 2023
2. Meetings of the Board of Directors:

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| --- | --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Number of attended meetings | Rate (%) | Reason for absence |
| 1  | Tran Van Huy | Chair of the Board of Directors | 10  | 100  |  |
| 2  | Ho Huu Phuoc | Member of the Board of Directors - Manager of the Company | 10  | 100  |  |
| 3  | Nguyen Ngoc An | Member of the Board of Directors | 10  | 100  |  |
| 4  | Nguyen The Tam | Member of the Board of Directors | 10  | 100  |  |
| 5  | Nguyen Van Bon | Member of the Board of Directors | 4  | 40  | Resigned from April 01, 2023 |
| 6  | Pham Xuan Tru | Independent member of the Board of Directors | 6  | 60  | Appointed on May 05, 2023 |

1. Board Resolutions/Board Decisions:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | Board Resolutions |  |  |
| 01  | 01/2023/NQ/HDQT-VNECO4 | February 20, 2023 | The record date to attend the General Meeting of Shareholders 2023. |
| 02  | 02NQ/HDQT-VNECO4 | March 22, 2023 | Approve the resignation of Mr. Nguyen Van Bon - member of the Board of Directors of the Company. |
| 03  | 03NQ/HDQT-VNECO4 | March 22, 2023 | Extend the time of the Annual General Meeting of Shareholders 2023. |
| 04  | 04NQ/HDQT-VNECO4 | May 29, 2023 | On the appointment of the Deputy Manager of the Company: Mr. Nguyen Trung Phu. |
| II | Board Decisions |  |  |
| 05  | 05QD/HDQT-VNECO4 | August 12, 2023 | On the dismissal of Mr. Nguyen The Tam from the position of Chief Account and the authorized person to disclose information. |
| 06  | 06QD/HDQT-VNECO4 | August 12, 2023 | On the appointment of Ms. Phung Thi Thu as the Chief Accountant of the Company |
| 07  | 07QD/HDQT-VNECO4 | August 12, 2023 | On the appointment of Ms. Le Thi Kieu Oanh as the authorized person to disclose information. |
| 08  | 08QD/HDQT-VNECO4 | October 16, 2023 | On the dismissal of Ms. Phung Thi Thu from the position of Chief Accountant of the Company |
| 09  | 09QD/HDQT-VNECO4 | November 01, 2023 | On the appointment of Mr. Hoang Dinh Khanh as the Chief Accountant of the Company. |

1. The Supervisory Board:
2. Information about the 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 | Number of meetings attended by the Suppervisory Board | Attendance rate | Reason for absence |
| 01  | Nguyen The Hung | Executive Chief of the Supervisory Board | May 23, 2020 | 02  | 100% |  |
| 02  | Tran Thi Thu Lan | Member of the Supervisory Board | May 23, 2020 | 02  | 100% |  |
| 03  | Vo Hong Quan | Member of the Supervisory Board | May 23, 2020 | 02  | 100% |  |

1. The Executive Board:

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| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment /dismissal. |
| 1  | Ho Huu Phuoc | September 02, 1977 | Bachelor | March 23, 2020 |
| 2  | Nguyen Ngoc An | December 30, 1966 | Bachelor | April 04, 2017 |
| 3  | Nguyen Trung Phu | April 18, 1981 | Bachelor | June 01, 2023 |

1. The Chief Accountant:

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment /dismissal. |
| Hoang Dinh Khanh | April 01, 1981 | Bachelor | November 01, 2023 |

1. Training on corporate governance:
2. List of affiliated persons of the listed company in accordance with Clause 34, Article 6 of the Law on Securities 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

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relation with the company | NSH\* No., Date of issue, Place of issue | Head office address/Contact address | Time of transaction | Approved General Mandate/Decision of the General Meeting of Shareholders No. or Resolution/Decision No. (including promulgation date, if any) | Amount and share holding rate after transactions | Note |
|  | None |  |  |  |  |  |  |  |

1. Transactions between PDMR of the listed company, affiliated persons of PDMR and subsidiaries, companies controlled by 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 | Amount and share holding rate after transactions | Note |
|  | 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 have been being founding members or members of the Board of Directors, the Executive Manager for the past three years (calculated at the time of reporting): None.
	2. Transactions between the Company and the companies whose affiliated persons of the members of the Board of Directors, members of the Supervisory Board, the Executive General Manager are the members of the Board of Directors or the Executive General Manager: None.
	3. Other transactions of the Company (if any) which can bring material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, the Manager: None.
2. Share transactions of PDMR and affiliated persons of PDMR (Annual Report 2023)
3. Transactions of PDMR and affiliated persons of PDMR related to the listed company’s shares

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| 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, etc.) |
| Number of shares | Rate (%) | Number of shares | Rate (%) |
| 1  | None |  |  |  |  |  |  |

1. Other significant issues: None.