**TB8: Annual Corporate Governance Report 2023**

On January 25, 2024, VVMI- Manufacturing and materials equipment trading Joint stock company announced Report No. 0006/BC-HDQT on the corporate governance in 2023 as follows:

* Name of listed company: VVML- Manufacturing and materials equipment trading Joint stock company
* Head office address: Group 12, Dong Anh Town, Dong Anh District, Hanoi City
* Tel: 0243 8833247; Fax: 0243 9689871 Email:
* Charter capital: VND 12,500,000,000
* Securities code: TB8
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 the General Meeting of Shareholders No. | Date | Contents |
| 1 | 0063/NQ-DHDCD | April 06, 2023 | Annual General Mandate 2023 |
| 2 | 0164/NQ-DHDCDBT | September 08, 2023 | Extraordinary General Mandate 2023 |

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

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| --- | --- | --- | --- | --- | --- | --- |
| No. | Members 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 | Do Huy Hung | Chair  | March 19, 2020 | 11 | 59% | Elected for the term of 2020-2025 |
| 2 | Nguyen Van Dung | Chair  | September 08, 2023 | 09 | 100% | Elected for the term of 2020-2025 |
| 2 | Pham Duc Khiem | Member | March 19, 2020 | 29 | 100% | Elected for the term of 2020-2025 |
| 3 | Ngo Minh Vinh | Member | March 19, 2020 | 29 | 100% | Elected for the term of 2020-2025 |

1. Board Resolutions/Board Decisions

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| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | 04 | January 19, 2023 | Resolution on approving the realized salary fund in 2022 |
| 2 | 05 | January 19, 2023 | Decision on approving the realized salary fund in 2022 |
| 3 | 12 | February 09, 2023 | Resolution on assigning the salary unit price in 2023 |
| 4 | 13 | February 09, 2023 | Decision on assigning the salary unit price in 2023 |
| 5 | 15 | February 09, 2023 | Resolution on approving the implementation result of Q4/2022 and carrying out the plan for Q1/2023 |
| 6 | 16 | February 09, 2023 | Resolution on approving the adjustments of regulations on recruitment and training of employees. |
| 7 | 17 | February 09, 2023 | Decision on promulgating regulations on recruitment and training of employees. |
| 8 | 18 | February 09, 2023 | Decision on temporarily assigning the production and business plan for 2023 |
| 9 | 19 | February 09, 2023 | Decision on temporarily assigning the production and business plan for Q1/2023 |
| 10 | 34 | March 07, 2023 | Resolution on the provision for salary in 2022 |
| 11 | 35 | March 07, 2023 | Decision on the provision for salary in 2022 |
| 12 | 37 | March 07, 2023 | Resolution on approving the organization of the Annual General Meeting of Shareholders 2023 |
| 13 | 45 | March 18, 2023 | Decision on establishing the Shareholder's Eligibility Verification Committee of the Annual General Meeting of Shareholders 2023 |
| 14 | 47 | March 21, 2023 | Decision on paying the remuneration of the first 3 months of 2023 to members of the Board of Directors and members of the Supervisory Board that are not paid salary at the Company |
| 15 | 48 | March 21, 2023 | Decision on transfer the remuneration of the first 3 months of 2023 to members of the Board of Directors and members of the Supervisory Board that are not paid salary at the Company |
| 16 | 49 | March 21, 2023 | Decision on paying the remuneration of the first 3 months of 2023 to members of the Board of Directors and members of the Supervisory Board that are not paid salary at the Company |
| 17 | 63 | April 06, 2023 | Annual General Mandate 2023 |
| 18 | 66 | April 06, 2023 | Decision on the financial settlement and profit after tax distribution in 2022 |
| 19 | 69 | April 07, 2023 | Decision on the remuneration settlement in 2021 for the specialized members of the Board of Directors and the Supervisory Board. |
| 20 | 76 | April 25, 2023 | Decision on paying bonus to the Board of Directors and the Supervisory Board of the Company completed the tasks in the term |
| 21 | 77 | April 25, 2023 | Decision on paying bonus to the management officials of the Company completed the tasks in the term |
| 22 | 78 | April 25, 2023 | Decision on transfer bonus to the Board of Directors and the Supervisory Board of the Company completed the tasks in the term |
| 23 | 80 | April 26, 2023 | Resolution on approving the production and business results of Q1/2023, carrying out the tasks for 2023 and Q2/2023 |
| 24 | 81 | April 26, 2023 | Decision on assigning the production and business plan for 2023. |
| 25 | 82 | April 26, 2023 | Decision on assigning the Production and Business Plan for Q2/2023 |
| 26 | 84 | April 26, 2023 | Resolution on approving the usage plan of bonus and welfare funds in 2023; bonus fund of management officials in 2022 |
| 27 | 85 | April 26, 2023 | Decision on approving the usage plan of bonus and welfare funds in 2023; bonus fund of management officials in 2022 |
| 28 | 92 | May 11, 2023 | Board Decision on the dividend payment in 2022  |
| 29 | 96 | May 16, 2023 | Board Resolution on handing the Company’s debts  |
| 30 | 99 | May 31, 2023 | Board Resolution on approving the estimate and plan on selecting suppliers for the auditing package of the Financial Statements 2023  |
| 31 | 101 | May 31, 2023 | Board Resolution on reappointing managers of the Company  |
| 32 | 106 | June 29, 2023 | Decision on prepaying the remuneration of Q2/2023 to members of the Board of Directors and members of the Supervisory Board that are not paid salary at the Company |
| 33 | 107 | June 29, 2023 | Decision on transfer the remuneration prepayment of Q2/2023 to members of the Board of Directors and members of the Supervisory Board that are not paid salary at the Company |
| 34 | 108 | June 29, 2023 | Decision on prepaying the remuneration of Q2/2023 to members of the Board of Directors and members of the Supervisory Board that are paid salary at the Company |
| 35 | 109 | June 29, 2023 | Decision on prepaying the allowances of Q2/2023 to the person in charge of corporate governance and the Secretary of the Company |
| 36 | 120 | July 12, 2023 | Board Resolution on approving the organization agenda of the Extraordinary General Meeting of Shareholders 2023  |
| 37 | 132 | July 31, 2023 | Board Resolution on approving the implementation result of Q2/2023 and the first 6 months of 2023, carrying out the tasks for Q3/2023.  |
| 38 | 133 | July 31, 2023 | Decision on assigning the Production and Business Plan for Q3/2023 |
| 39 | 135 | July 31, 2023 | Board Resolution on approving the planning for the Positions of Department Head and Plant Manager in the term of 2020-2025 and 2025-2030  |
| 40 | 149 | August 22, 2023 | Board Resolution on adjusting the investment plan for 2023  |
| 41 | 150 | August 22, 2023 | Board Decision on adjusting the investment plan for 2023  |
| 42 | 155 | August 31, 2023 | Board Decision on establishing the Shareholder's Eligibility Verification Committee of the Extraordinary General Meeting of Shareholders 2023  |
| 43 | 164 | September 08, 2023 | Extraordinary General Mandate 2023 |
| 44 | 168 | September 08, 2023 | Board Resolution on approving the election of the Chair of the Board of Directors  |
| 45 | 171 | September 25, 2023 | Decision on prepaying the remuneration of Q3/2023 to members of the Board of Directors and members of the Supervisory Board that are not paid salary at the Company |
| 46 | 172 | September 25, 2023 | Decision on transfer the remuneration prepayment of Q3/2023 to members of the Board of Directors and members of the Supervisory Board that are not paid salary at the Company |
| 47 | 173 | September 25, 2023 | Decision on prepaying the remuneration of Q3/2023 to members of the Board of Directors and members of the Supervisory Board that are paid salary at the Company |
| 48 | 174 | September 25, 2023 | Decision on prepaying the allowances of Q3/2023 to the person in charge of corporate governance and the Secretary of the Company |
| 49 | 176 | September 28, 2023 | Board Resolution on approving the authorization to the Manager to sign the loan contract in 2023  |
| 50 | 181 | October 02, 2023 | Board Resolution on approving members of the Steering Committee for preventing and combating corruption and amending the regulations on managing employees  |
| 51 | 182 | October 02, 2023 | Board Decision on promulgating the regulations on managing employees (adjusted)  |
| 52 | 184 | October 09, 2023 | Board Resolution on the policy and plan on reappointing officials  |
| 53 | 188 | October 17, 2023 | Board Resolution on approving the implementation results of Q3/2023, the first 9 months of 2023 and carrying out the tasks for Q4/2023.  |
| 54 | 189 | October 17, 2023 | Decision on assigning the Production and Business Plan for Q3/2023 |
| 55 | 190 | October 17, 2023 | Board Resolution on approving the assignment of duties for members of the Board of Directors  |
| 56 | 191 | October 17, 2023 | Board Decision on approving the assignment of duties for members of the Board of Directors  |
| 57 | 192 | October 17, 2023 | Board Resolution on approving the management staff planning for the term of 2020-2025 and 2025-2030  |
| 58 | 193 | October 17, 2023 | Board Decision on approving the management staff planning for the term of 2020-2025 and 2025-2030  |
| 59 | 197 | October 30, 2023 | Board Resolution on approving the reappointment of the Head of the Business I Department of the Company  |
| 60 | 203 | November 06, 2023 | Board Resolution on approving the policy on re-appointing the Chief Accountant of the Company  |
| 61 | 212 | December 22, 2023 | Decision on prepaying the remuneration of Q4/2023 to members of the Board of Directors and members of the Supervisory Board that are not paid salary at the Company |
| 62 | 213 | December 22, 2023 | Decision on transfer the remuneration prepayment of Q4/2023 to members of the Board of Directors and members of the Supervisory Board that are not paid salary at the Company |
| 63 | 214 | December 22, 2023 | Decision on prepaying the remuneration of Q3/2023 to members of the Board of Directors and members of the Supervisory Board that are paid salary at the Company |
| 64 | 215 | December 22, 2023 | Decision on prepaying the allowances of Q4/2023 to the person in charge of corporate governance and the Secretary of the Company |
| 65 | 219 | December 28, 2023 | Board Resolution on approving the reappointment and salary increase for the Company's Chief Accountant  |
| 66 | 220 | December 28, 2023 | Board Decision on reappointing the Deputy Manager of the Company  |
| 67 | 221 | December 28, 2023 | Board Decision on increasing salary for the Secretary of the Company  |

1. The Supervisory Board;
2. Information about members of the Supervisory Board:

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| --- | --- | --- | --- | --- | --- | --- |
| No. | Members of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Number of attended meetings | Attendance rate | Reason for absence |
| 1 | Tran Thu Huong | Chief of the Supervisory Board | March 19, 2020 | 29 | 100% | Elected for the term of 2020-2025 |
| 2 | Pham Thi Thuy Nga | Member | April 16, 2021 | 29 | 100% | Elected for the term of 2020-2025 |
| 3 | To Toan Thang | Member | March 19, 2020 | 29 | 100% | Elected for the term of 2020-2025 |

1. The Executive Board.

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| --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Date of birth | Qualification | Date of reappointment/dismissal |
| 1 | Mr. Pham Duc Khiem - Manager | May 08, 1968 | Mining Engineer | April 01, 2021 |
| 2 | Mr. Ngo Minh Vinh - Deputy Manager  | November 20, 1964. | Mine Electromechanical Engineer | July 20, 2020 |
| 3 | Mr. Vuong Khac Tuan  | January 01, 1981 | Bachelor of Economics | August 16, 2022 |

1. Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of reappointment/dismissal |
| Bui Phuong Anh | March 09, 1977 | Bachelor of Economics | January 01, 2024 |

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 (Report 6 months/year) 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
4. Transactions between PDMR of the listed company, affiliated persons of PDMR and subsidiaries, and companies controlled by the listed company.
5. 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 (03) years (calculated at the time of reporting):
	2. Transactions between the Company and the companies that affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Executive Manager are members of the Board of Directors, the Executive Manager.
	3. 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, the Executive Manager.
6. Share transactions of PDMR and affiliated persons of PDMR in 2023.
7. Listed company’s share transactions of PDMR and affiliated persons of PDMR
8. Other significant issues: