**MES: Annual Corporate Governance Report 2023**

On January 29, 2024, Mechanical, Engineering Service Joint Stock Company announced Report No. 12/BC-HDQT on the corporate governance in 2023 as follows:

* Name of organization: Mechanical, Engineering Service Joint Stock Company
* Head office address: 8th Floor, Tower A, Sky Tower Building, No. 88, Lang Ha Street, Lang Ha Ward, Dong Da District, Hanoi.
* Tel: 04.39332225 - Fax: 04393.32225
* Charter capital: VND 186,000,000,000
* Securities code: MES
* Corporate Governance Model: The General Meeting, Board of Directors, Supervisory Board and Managing Director
* Internal audit: None.
1. Activities of the General Meeting:

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

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| No. | General Mandate/Decision of the General Meeting | Date | Contents |
| 1 | 16/2023/NQ-DHDCD | May 19, 2023 | The General Meeting of Mechanical, Engineering Service Joint Stock Company voted to approve the following General Mandates:* Approve the remuneration payment plan for members of the Board of Directors and Supervisory Board of the Company in 2023 according to Proposal No. 10/2023/TTr-HDQT dated April 21, 2023.
* Approve the selection of an independent audit company to audit the Company's Financial Statements 2023 according to Proposal No. 15/2023/TTr-HDQT dated May 16, 2023.
* Approve the adjustment and supplement of the Internal Regulations on Company governance according to Proposal No. 12/2023/TTr- HDQT dated April 21, 2023
* Approve the adjustment and supplement to the Board of Directors' operating regulations according to Proposal No. 13/2023/TTr- HDQT dated April 21, 2023.
* Approve the adjustment and supplement of the Operating Regulations of the Supervisory Board according to Proposal No. 14/2023/TTr-HDQT dated April 21, 2023.
* The General Meeting continues to assign the Board of Directors, Supervisory Board, and Board of Management to carry out the following tasks:
* Coordinate with the independent audit company to report and clarify the disclaimer of opinions by the auditor on the Financial Statements for the period 2018-2022 of Mechanical, Engineering Service Joint Stock Company; Ensure the compliance with legal regulations on financial and accounting regimes.
* Review and complete dossiers on debts, inventories, investments in other corporates; clarify the handling of financial issues according to the contents in the section Basis for disclaimer of opinion of the audit company, thus to determine the production and business plan 2023.
* Temporarily expect the revenue value in 2023 at VND 24.2 billion according to Report No. 05/BC-HDQT dated April 21, 2023 as a basis for the Board of Directors and Board of Management to deploy and implement.
* The Board of Directors reports the results to the Company's General Meeting at the most recent meeting.
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1. Board of Directors (Semi-Annual Report)

1 Information about members of the Board of Directors:

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| --- | --- | --- | --- |
| No. | Members 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 |
| 1 | Cao Tien Dung | Chair of the Board of Directors | October 10, 2022 |  |
| 2 | To Huu Chung | Member of the Board of Directors | October 10, 2022 |  |
| 3 | Tran Minh Cuong | Member of the Board of Directors | October 10, 2022 |  |

1. Board Resolutions/Board Decisions in 2023:

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| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision  | Date | Contents |
| 1 | 01/QD-HDQT | February 22, 2023 | Decision on Financial Management Regulations of Mechanical, Engineering Service Joint Stock Company |
| 2 | 02/2023/NQ-HDQT | March 22, 2023 | Resolution on approving the plan to convene the Annual General Meeting 2023 |
| 3 | 03/2023/NQ-HDQT | March 27, 2023 | Resolution on approving the policy of liquidating surplus and unused means of transport and establishing a Working Group to recover old debts and debts of the Brick Enterprise |
| 4 | 04/2023/NQ-HDQT | April 7, 2023 | Resolution on approving the Production and Business Plan 2023 submitted to the Annual General Meeting |
| 5 | 17/2023/NQ-HDQT | May 22, 2023 | Resolution on promulgating the Internal Regulations on Corporate Governance, Amendments and Supplements of Operational Regulations of the Board of Directors of Mechanical and Electrical Works Joint Stock Company |
| 6 | 17A/2023/NQ-HDQT | July 17, 2023 | Resolution on disclosing the information about the Financial Statements in Q2/2023 |
| 7 | 18/2023/NQ-HDQT | July 31, 2023 | Resolution on appointing the person in charge of corporate governance |
| 8 | 18A/2023/NQ-HDQT | August 11, 2023 | Resolution on disclosing the information about the Semi-annual Financial Statements |
| 9 | 18B/2023/NQ-HDQT | October 17, 2023 | Resolution on disclosing the information about the Financial Statements in Q3/2023 |
| 10 | 19/2023/NQ-HDQT | December 28, 2023 | Resolution on appointing the Chief Accountant of the company |

1. Supervisory Board

1 Information on members of the Supervisory Board:

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| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Tran Minh Duc | Chief of the Supervisory Board | October 10, 2022 | Bachelor of Economics |
| 2 | Nguyen Thi Minh Giang | Member | October 10, 2022 | Bachelor |
| 3 | Ngo Trong Tuan | Member | October 10, 2022 | Engineer |

1. Executive Board

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| --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Mr. Cao Tien Dung - In charge of management | January 15, 1978 | Master of Transportation Construction Engineering | October 10, 2022 |
| 2 | Mr. To Huu Chung - Deputy Managing Director | June 14, 1965 | Bachelor of Laws | October 10, 2022 |

1. In charge of Accounting

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Ms. Nguyen Thi Van Ha - Chief Accountant | March 15, 1971 | Bachelor of Economics | December 28, 2023 |

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 and related persons of PDMR:

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| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | NSH No., Date of issue, Place of issue | Head office address/Contact address | Time of transaction with the Company | Approved General Mandate/Decision of the General Meeting of Shareholder No. or Board Resolution/Board Decision No. etc. | Content, quantity, total value of transaction | Note |
|  | None |  |  |  |  |  |  |  |

1. Transactions between Company’s PDMR, related persons of PDMR and subsidiaries, companies controlled by the Company.

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| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relations with PMDR | Position at the Company | ID card/passport number, Date of issue, Place of issue | Address | Name of subsidiaries, companies controlled by the listed company | Time of transaction | Content, quantity, total value of transaction | Note |
|  | None |  |  |  |  |  |  |  |  |

1. Transactions between the Company and other entities: None
2. Transactions between the Company and the company in which members of the Board of Directors, members of the Supervisory Board, Executive Manager (the Managing Director) and other managers have been founding members or members of the Board of Directors or Executive Manager (the Managing Director) for the past three (03) years (calculated at the date of reporting).
3. 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 or Executive Manager (Managing Director).
4. Other transactions of the Company (if any) that can bring about material or non-material benefits to the members of the Board of Directors, members of the Supervisory Board, Executive Manager (Managing Director) and other managers.
5. Share transactions between PDMR and related persons of PDMR:
6. Transactions between PDMR and related persons of PDMR for shares of listed companies: None
7. Other significant issues: None