

**MECHANICAL ENGINEERING SERVICE
JOINT STOCK COMPANY**
No.: 14/BC-HĐQT

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness
Hanoi, January 16, 2025

CORPORATE GOVERNANCE REPORT
(Year 2024)

To: - State Securities Commission;
- Hanoi Stock Exchange.
- Esteemed Shareholders

- Company name: **Mechanical Engineering Service Joint Stock Company**
- Head office address: 8th Floor, Tower A, Sky Tower, No. 88, Lang Ha Street, Lang Ha Ward, Dong Da District, Hanoi.
- Tel: 04.39332225 - Fax: 04.39332225
- Charter capital: 186,000,000,000 VND
- Stock code: **MES**
- Corporate governance model: General Meeting of Shareholders, Board of Directors, Board of Supervisors and General Director
- Regarding the implementation of internal audit function: Not yet implemented

I. Activities of the General Meeting of Shareholders:

Information on Meetings and Resolutions/Decisions of the General Meeting of Shareholders

| No. | Resolution/ Decision No. | Date | Content |
|-----|-----------------------------|------------|---|
| 1 | 20/2024/NQ- ĐHĐCĐ | 26/04/2024 | <p>The General Meeting of Shareholders of Mechanical Engineering Service Joint Stock Company has voted to approve the following resolutions</p> <ul style="list-style-type: none">- Resolution 01: Approval of the Report on the activities of the Board of Directors in 2023 and the direction and tasks for 2024- Resolution 02: Approval of the Report of the Board of Supervisors on the supervision activities in 2023- Resolution 03: Approval of the Executive Board's Report on 2023 Business and Production Results and 2024 Business and Production Plan.- Resolution 04: Approval of the audited 2023 Financial Statements according to the Report No. 08/2024/TTr-HĐQT dated March 29, 2024. |

| No. | Resolution/ Decision No. | Date | Content |
|-----|-----------------------------|------|--|
| | | | <ul style="list-style-type: none"> - Resolution 05: Approval of Report No. 09/2024/TTr-HĐQT dated March 29, 2024 on reporting on 2023 Business and Production Results and 2024 Business and Production Plan. - Resolution 06: Approval of Report No. 10/2024/TTr-HĐQT dated March 29, 2024 on the plan for distributing after-tax profits in 2023 - Resolution 07: Approval of Report No. 11/2024/TTr-HĐQT dated March 29, 2024 on the accounting plan to adjust outstanding old debts from 2003 to 2017. - Resolution 08: Approval of Report No. 12/2024/TTr-HĐQT dated March 29, 2024 on the remuneration payment plan for members of the Board of Directors and the Board of Supervisors of the Company in 2024 - Resolution 09: Approval of Report No. 13/2024/TTr-BKS dated March 29, 2024 on selecting an independent auditing company to audit the Company's 2024 Financial Statements. - Resolution 10: Approval of Report No. 14/2024/TTr-HĐQT dated March 29, 2024 on authorizing the Company's Board of Directors to carry out procedures for divestment of state capital at the Company. - Resolution 11: Approval of Report No. 15/2024/TTr-HĐQT dated March 29, 2024 on authorizing the Company's Board of Directors to carry out tasks related to the office relocation. |

II. Board of Directors (2024 Report):

1. Information about members of the Board of Directors (BOD):

| No. | Members of the Board of Directors | Position/ (independent member of the BOD, non- executive member of the BOD) | Start date/ End date as a member of the Board of Directors/ Independent Board Member | |
|-----|--------------------------------------|--|--|----------------------|
| | | | Date of appointment | Date of dismissal |
| 1 | Cao Tien Dung | Chairman of the Board of Directors | 10/10/2022 | |
| 2 | To Huu Chung | Member of the Board of Directors | 10/10/2022 | |

| No. | Members of the Board of Directors | Position/ (independent member of the BOD, non-executive member of the BOD) | Start date/ End date as a member of the Board of Directors/ Independent Board Member | |
|-----|-----------------------------------|--|--|-------------------|
| | | | Date of appointment | Date of dismissal |
| 3 | Tran Minh Cuong | Member of the Board of Directors | 10/10/2022 | |

2. Board of Directors meetings

| No. | Members of the Board of Directors | Number of Board of Directors meetings attended | Meeting attendance rate | Reason for not attending the meeting |
|-----|--|--|-------------------------|--------------------------------------|
| 1 | Cao Tien Dung - Chairman of the Board of Directors | 7 | 100% | |
| 2 | To Huu Chung - Member of Board of Directors | 7 | 100% | |
| 3 | Tran Minh Cuong - Member of Board of Directors | 7 | 100% | |

3. Supervisory activities of the Board of Directors towards the Board of General Directors:

- Regularly direct and supervise the Board of General Directors of the Company in implementing production and business plans, achieving the set objectives.
- Check and supervise the implementation of the Company's projects.
- Check the implementation and compliance with the provisions of the Enterprise Law, the Company Charter and current legal provisions.

4. Activities of subcommittees under the Board of Directors (if any): None

5. Resolutions/Decisions of the Board of Directors (2024 Report):

| No. | Resolution/ Decision No. | Date | Content | Approval rate |
|-----|--------------------------|------------|--|---------------|
| 1 | 01/2024/NQ-HĐQT | 10/01/2024 | Resolution on Appointment of Deputy General Director of the company | 100% |
| 2 | 07/2024/NQ-HĐQT | 19/02/2024 | Resolution on Approval of the plan to organize the 2024 Annual General Meeting of Shareholders | 100% |

| No. | Resolution/ Decision No. | Date | Content | Approval rate |
|-----|--------------------------|------------|---|---------------|
| 3 | 18/2024/NQ-HĐQT | 08/04/2024 | Resolution on the policy of leasing unused office space of the company. | 100% |
| 4 | 21/2024/NQ-HĐQT | 13/05/2024 | Resolution on Handling of surplus, degraded and unused means of transport | 100% |
| 5 | 22/2024/NQ-HĐQT | 16/05/2024 | Resolution on selecting the firm to perform the review of the semi-annual financial statements and the audit of the Company's financial statements for the fiscal year ending December 31, 2024 | 100% |
| 6 | 23/2024/NQ-HĐQT | 10/06/2024 | Resolution on Approval of the subscription price and the plan for the transfer of subscription rights for shares issued by Sai Dong Land Joint Stock Company | 100% |
| 7 | 24/2024/NQ-HĐQT | 17/06/2024 | Resolution on Selection of the organization to conduct the auction for the sale of subscription rights for shares issued by Sai Dong Land Joint Stock Company | 100% |
| 8 | 25/2024/NQ-HĐQT | 09/08/2024 | Resolution on the disclosure of information on Financial statements for the first 6 months of 2024 | 100% |
| 9 | 26/2024/NQ-HĐQT | 11/10/2024 | Implement the content of “Report to the Department of Finance on the results of the review in accordance with Notification No. 610/TB-VP dated December 28, 2023, from the Office of the People's Committee of the City | |

III. Board of Supervisors (2024 Report)

1. Information about members of the Board of Supervisors:

| No. | Members of the Board of Supervisors | Position | Start date/End date as a member of the Board of Supervisors | Qualifications |
|-----|-------------------------------------|----------------------------------|---|-----------------------|
| 1 | Tran Minh Duc | Head of the Board of Supervisors | 10/10/2022 | Bachelor of Economics |
| 2 | Nguyen Thi Minh Giang | Member | 10/10/2022 | Bachelor |
| 3 | Ngo Trong Tuan | Member | 10/10/2022 | Engineer |

2. Board of Supervisors meetings

| No. | Members of the Board of Supervisors | Number of meetings attended | Meeting attendance rate | Voting ratio | Reason for not attending the meeting |
|-----|--|-----------------------------|-------------------------|--------------|--------------------------------------|
| 1 | Tran Minh Duc - Head of the Board of Supervisors | 6 | 100% | 100% | |
| 2 | Nguyen Thi Minh Giang - Member of the Board of Supervisors | 6 | 100% | 100% | |
| 3 | Ngo Trong Tuan - Member of the Board of Supervisors | 6 | 100% | 100% | |

3. Supervisory activities of the Board of Supervisors over the Board of Directors, Executive Board and shareholders.

- Oversee the implementation of the Resolutions of the General Meeting of Shareholders, the Resolutions of the Board of Directors, the Company Charter, and the documents of the Company's management.
- Review the implementation and progress of projects in the investment phase.
- Review quarterly and annual Financial Statements and make timely recommendations on related issues.

4. Coordination of activities between the Board of Supervisors and the activities of the Board of Directors, the Executive Board and other management staff.

- Review the appropriateness of the decisions made by the Board of Directors and the Board of General Directors.
- Oversee the Board of General Directors in implementing the audit recommendations.

5. Other activities of the Board of Supervisors: None

IV. Executive Board

| No. | Members of the Executive Board | Date of birth | Qualifications | Date of appointment/ dismissal of the Executive Board members |
|-----|--------------------------------|---------------|----------------|--|
| 1 | Mr. Cao Tien Dung - | 15/01/1978 | Master of | Date of appointment |

| | | | | |
|---|---|------------|--|--------------------------------|
| | Executive Officer | | Civil Engineering in Transportation Infrastructure | 10/10/2022 |
| 2 | Mr. To Huu Chung - Deputy General Director | 14/06/1965 | Bachelor of Laws | Date of appointment 10/10/2022 |
| 3 | Mr. Tran Minh Cuong - Deputy General Director | 21/06/1979 | Master of Economic Management | Date of appointment 10/01/2024 |

V. Chief Accountant

| Full name | Date of birth | Professional qualification | Date of appointment/dismissal |
|--|---------------|----------------------------|--------------------------------|
| Ms. Nguyen Thi Van Ha - Chief Accountant | 15/03/1971 | Bachelor of Economics | Date of appointment 28/12/2023 |

VI. Training in Company Management: Did not participate in any training courses during the reporting period.

VII. List of related persons of the Public Company (2024 Report) and transactions of related persons of the Company with the Company itself:

1. List of related persons of the company:

The list of related persons of the company is provided in Appendix 1 attached to the 2024 Corporate Governance Report.

2. Transactions between the company and related persons of the company; or between the company and major shareholders, insiders, and related persons of insiders:

| No. | Name of organization/individual | Relationship with the company | NSH No., date of issue, place of issue | Head office address, contact address | Time of transaction with the company | Resolution/ Decision No. passed by the General Meeting of Shareholders/ Board of Directors... | Content, quantity, total transaction value | Remarks |
|-----|---------------------------------|-------------------------------|--|--------------------------------------|--------------------------------------|---|--|---------|
| | None | | | | | | | |

3. Transactions between company insiders, related persons of insiders and subsidiaries, companies controlled by the company.

| No. | The person who makes the transaction | Insider relationship | Position in the company | ID card/ Passport number, date of issue, place of issue | Address | Name of subsidiary, company controlled by the company | Time of transaction | Content, quantity, total transaction value | Remarks |
|-----|--------------------------------------|----------------------|-------------------------|---|---------|---|---------------------|--|---------|
|-----|--------------------------------------|----------------------|-------------------------|---|---------|---|---------------------|--|---------|

| | | | | | | | | | |
|--|------|--|--|--|--|--|--|--|--|
| | None | | | | | | | | |
|--|------|--|--|--|--|--|--|--|--|

4. Transactions between the company and other parties: None.

4.1. Transactions between the company and a company where members of the Board of Directors, members of the Board of Supervisors, Directors (General Director), and other managers have been or are founding members or members of the Board of Directors, Directors (General Director) within the past three (03) years (as of the reporting date).

4.2. Transactions between the company and a company where related parties of members of the Board of Directors, members of the Board of Supervisors, Directors (General Director), and other managers are members of the Board of Directors or Directors (General Director) of the company.

4.3. Other transactions of the company (if any) that may bring material or immaterial benefits to members of the Board of Directors, members of the Board of Supervisors, Directors (General Director), and other managers.

VIII. Transactions of shares by insiders and related persons of insiders (2024 Annual Report):

1. List of insiders and related persons of insiders.

List of insiders and related persons of insiders in Appendix II attached to the 2024 Corporate Governance Report.

2. Transactions of insiders and related persons on company shares:

| No. | The person who makes the transaction | Insider relationship | Number of shares owned at the beginning of the period | | Number of shares owned at the end of the period | | Reason for increase, decrease (buy, sell, convert, reward ...) |
|-----|--------------------------------------|----------------------|---|------|---|------|--|
| | | | Number of shares | Rate | Number of shares | Rate | |
| | None | | | | | | |

IX. Other matters to note: None

- Recipients:**
- As addressed;
 - Board of Directors, Board of Supervisors;
 - Website;
 - Archive: TCHC.

CHAIRMAN OF THE BOARD OF DIRECTORS
(Signed and sealed)
Cao Tien Dung

Hôm nay, ngày 20 tháng 01 năm 2025, tại trụ sở Văn phòng Công ty TNHH Mai Sáng - Địa chỉ: Số 6 ngõ 20 phố Đại La, phường Trương Định, quận Hai Bà Trưng, Thành phố Hà Nội,
Today, January 20, 2025 at Mai Sang Co., Ltd, Address: No. 6 Lane 20 Dai La, Truong Dinh Ward, Hai Ba Trung District, Hanoi City.

Tôi là Trần Minh Tâm, Phó giám đốc Công ty TNHH Mai Sáng,
I, the undersigned, Vice Director, Mai Sang Co., Ltd.

CHỨNG NHÂN:
CERTIFY THAT:

- Bản dịch này do ông (bà): Nguyễn Thị Ngọc Thanh, CMND số: 038183000667, cấp ngày 06/11/2015, nơi cấp: Cục Cảnh sát ĐKQL cư trú và DLQG về dân cư, là nhân viên biên phiên dịch của Công ty TNHH Mai Sáng, đã dịch từ tiếng Việt sang tiếng Anh;
- This is translation from Vietnamese to English by Mr. (Mrs.) Nguyen Thi Ngoc Thanh, ID No. 038183000667 issued on 06/11/2015 in Resident registration and National Population data Police Department, who is translation of Mai Sang Co., Ltd.
- Chữ ký trong bản dịch đúng là chữ ký của ông (bà): Nguyễn Thị Ngọc Thanh;
- Signature in the translation is the true and authentic signature of Mr. (Mrs.) Nguyen Thi Ngoc Thanh;
- Nội dung bản dịch chính xác, không vi phạm pháp luật, không trái đạo đức xã hội;
- The contents of the translation are correct and do not violate the law or social morality;
- Bản dịch gồm tờ, trang, lưu một bản tại Công ty TNHH Mai Sáng.
- The translation includes sheets, pages, one of which is retained in Mai Sang Co., Ltd.

Số công chứng: 75 , Quyền số 01 /CC-SCC/BD
Notarized No.: 75 , Book No.01 /CC-SCC/BD

NGƯỜI DỊCH
TRANSLATION COLLABORATOR

Thanh

Nguyễn Thị Ngọc Thanh

TM. CÔNG TY TNHH MAI SÁNG



PHÓ GIÁM ĐỐC
Trần Minh Tâm

