**BCB: Annual Corporate Governance Report 2023**

On January 16, 2024, 397 Joint Stock Company announced Report No. 119/BC-CTCP397 on the Corporate Governance in 2023 as follows:

* Name of Company: 397 Joint Stock Company.
* Head office address: Yen Lang 1 Area, Yen Tho Ward, Dong Trieu Town, Quang Ninh Province.
* Tel: 0203.2211.329 Fax: 0203.3871.299
* Charter capital: VND 57,000,000,000
* Securities code: BCB
* Corporate governance model:
* The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the Board of Managers.
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 shareholders' opinions via a ballot):

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| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | 01/2023/NQ-DHDCD | April 20, 2023 | Contents approved by the Annual General Meeting of Shareholders 2023 are as follows:1. Report of activities of the Board of Directors in 2022 and the operating orientation for 2023;
2. Report on the production and business results in 2022 and the 2023 plan;
3. Report on activities of the Supervisory Board in 2022 and the 2023 plan;
4. Audited Financial Statements 2022 of 397 Joint Stock Company;
5. Profit distribution plan 2022;
6. Dividend payment plan 2022;
7. Plan on share issuance for shareholders in 2023;
8. Profit distribution plan 2023
9. Selection of an audit company for the Financial Statements 2023;
10. Plan on remuneration settlement for the Board of Directors, the Supervisory Board, the person in charge of corporate governance-cum-Secretariat of the Company in 2022 and the 2023 plan;
11. Authorization of contents under the authority of the General Meeting of Shareholders to the Company Board of Directors;
12. 2023 Investment plan;
13. Plan on restructuring the Company in the period of 2021 - 2025;
14. List of candidates to be additionally elected to the Supervisory Board in the term of 2022 - 2027.
15. Additional election results of members for the Board of Directors in the term of 2022 - 2027
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1. The Board of Directors (Annual Report)
2. Information about members of the Board of Directors

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| No. | Member of the Board of Directors | Position  | Date of appointment/dismissal as member/independent member of the Board of Directors |
| Appointment date | Dismissal date |
| 1 | Tran Van Chinh | Chair of the Board of Directors | January 4, 2019 | January 16, 2023 |
| 2 | Do Dinh Ky | Chair of the Board of Directors | January 16, 2023 |  |
| 3 | Kieu Van Sinh | Member of the Board of Directors | April 9, 2018 |  |
| 4 | Pham Xuan Huyen | Member of the Board of Directors | April 20, 2023 |  |
| 5 | Tran Thi Thu Huong | Member of the Board of Directors | April 22, 2022 |  |
| 6 | Van Trung Tuyen | Member of the Board of Directors | April 9, 2018 |  |

1. Board Resolutions/Decisions (Annual Report)

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| No. | Board Resolution/Decision No. | Date | Content |
| 1 | Resolution No. 01/2023/NQ-HDQT | January 9, 2023 | 1. Approve the staff work;
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| 2 | Resolution No. 02/2023/NQ-HDQT | January 10, 2023 | 1. Approve the staff work and the consolidation of the Board of Directors at 397 Joint Stock Company;
2. Approve the Company's debt management regulations;
3. Approve the regulations on procurement of materials, fuels, supplies, consulting services, non-consulting services to ensure continuity for the production and business activities and maintain regular operations of the Company.
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| 3 | Resolution No. 03/2023/NQ-HDQT | January 16, 2023 | 1. Dismiss Mr. Tran Van Chinh - Chair of the Board of Directors in the term of 2022 - 2027
2. Additionally elect Mr. Do Dinh Ky to be Chair of the Board of Directors
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| 4 | Resolution No. 04/2023/QD-HDQT | February 16, 2023 | 1. Time of organizing the Annual General Meeting of Shareholders 2023;
2. Notice on the plan targets of production, business and unit construction of the Company in 2023;
3. Notice on the coal production plan and key technical and technological targets in 2023;
4. Notice on the labor and salary plan 2023;
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| 5 | Resolution No. 05/2023/QD-HDQT | March 16, 2023 | 1. Approve the draft document to submit to the Annual General Meeting of Shareholders 2023;
2. Notice on the adjustment of the profit plan and the supplement of coal production revenue in 2022;
3. Approve the results of the Audited Financial Statements for the fiscal year ending on December 31, 2022;
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| 6 | Resolution No. 06/2023/QD-HDQT | April 12, 2023 | 1. Approve the draft document to submit to the Annual General Meeting of Shareholders 2023 reviewed by Dong Bac Corporation;
2. Issue bonus shares to shareholders in 2023;
3. Notice on Document No. 2021/DB-TCKT of Dong Bac Corporation on accelerated depreciation of fixed assets;
4. Approve the plan for reclamation and use of land, mining waste stone in Nam Trang Bach Mine to serve the leveling of the land for the project: Connect the riverside road from the Ha Long - Hai Phong expressway to Dong Trieu Town, from Provincial Road 338 to Dong Trieu Town (Phase 1);
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| 7 | Resolution No. 07/2023/NQ-HDQT | April 19, 2023 | 1. Approve Document No. 2650/DB-TCKT dated April 19, 2023 of Dong Bac Corporation on Dong Bac Corporation’s opinions on share issuance to request increasing the Company's charter capital  |
| 8 | Resolution No. 08/2022/NQ-HDQT | April 27, 2023 | 1. Approve Document No. 2037/DB-KTCN dated March 27, 2023 of Dong Bac Corporation on adjusting the coal production plan and key technical and technological targets in 2023;
2. Approve Document No. 2790/DB-KH dated April 25, 2023 on organizing the implementation of the plan for reclamation and use of land and waste stone in Nam Trang Bach Mine to serve the leveling of the land for projects in Dong Trieu Town (Công ty TNHH thương mại S&Đ (tentatively translated as “S&D Trading Company Limited”).
3. Approve the plan on share issuance to increase share capital from the source of owners’ equity.
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| 9 | Resolution No. 09/2023/NQ-HDQT | May 26, 2023 | 1. Notice on the content of Document No. 3194/DB-KH dated May 15, 2023 of Dong Bac Corporation on supplementing the outsourcing volume for 397 Joint Stock Company;
2. Notice on the content of Decision No. 3435/QD-DB dated May 23, 2022 of Dong Bac Corporation on approving the plan for processing and recovering base-standard 7C coal dust from sludge residue in 2023.
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| 10 | Resolution No. 10/2023/NQ-HDQT | June 8, 2023 | 1. Notice on the content of Document No. 3334/DB-KTCN dated May 18, 2023, of Dong Bac Corporation on notifying the centralized environmental cost plan for 397 Joint Stock Company in 2023;
2. Approve the plan to organize the implementation of selecting contractors to sign outsourcing contracts for the additional volume assigned by the Corporation according to Document No. 3194/DB-KH dated May 15, 2023;
3. Approve the selection of partners to provide audit and financial consulting services for auditing the Financial Statements of the Company in 2023;
4. Notice on the document of the State Securities Commission on share issuance to increase share capital from the source of owners’ equity;
5. Approve the content on opening securities depository accounts for shareholders;
6. Approve the content on recording the list of shareholders for paying dividends in cash and bonus shares to shareholders;
7. Approve the amended contents of the Company's Charter on Organization and Operation;
8. Approve the staff work of the Company.
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| 11 | Resolution No. 11/2023/NQ-HDQT | June 12, 2023 | 1. Record the list of shareholders to exercise the rights to pay dividends in 2022 in cash and receive additional shares issued by increasing share capital from the source of owners’ equity;
2. Amend Article 1, Resolution No. 11/2023/NQ-HDQT dated June 12, 2023;
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| 12 | Resolution No. 12/2023/NQ-HDQT | July 17, 2023 | 1. Notice on Quang Ninh Provincial Tax Department’s decision following Tax Inspection 2022 for 397 Joint Stock Company;
2. Notice on adjusting the targets of the production and business plan in 2023;
3. Approve the staff work of the Company;
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| 13 | Resolution No. 13/2023/NQ-HDQT | August 10, 2023 | 1. Notice on the audit minutes for the 6-month accounting period ending on June 30, 2023;
2. Approve the results of production and business activities in the first 6 months of 2023 and the orientations for the last 6 months of 2023.
3. Approve the content of supplementing to the plan 2023 with the volume of removed overburden for preparing for production;
4. Announce document 5570/DB-KH dated August 7, 2023, on supplementing the outsourcing volume plan for the Company;
5. Approve the bidding package for drilling and blasting, excavation of soil and stone, transportation of soil and stone, screening of mining waste, and grinding coal for production in 2023 at the Nam Trang Bach mine;
6. Announce document 5323/DB-KTCN dated July 28, 2023, on adjusting targets for coal quality in the plan 2023;
7. Announce document 5328/DB-KH dated July 28, 2023 on adjusting the plan for coal quality and the unit price of delivered coal in 2023;

8. Announce Document 5539/DB-KTCN dated August 4, 2023, on adjusting the coal production plan and key technical and technological targets in 2023; |
| 14 | Resolution No. 14/2023/NQ-HDQT | September 20, 2023 | 1. Approve the adjustment of type of shares from “restricted shares” to “free float shares” for shareholders of 397 Joint Stock Company;
2. Approve the staff work;
3. Approve the content to propose and review to reduce the equipment operation time in the signed contracts of Au Viet Industrial Joint Stock Company.
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| 15 | Resolution No. 15/2023/NQ-HDQT | October 5, 2023 | 1. Announce the content of Document No. 7153/DB-CDVT dated October 2, 2023, of the Corporation, on approving the adjustment to reduce the rented operating time of the equipment as agreed with Au Viet.
2. Announce the adjustment of key technical and technological targets in 2023;
3. Approve the adjustment of production and business targets and plans in 2023.
4. Announce the adjustment of the labor and salary plan in 2023
5. Approve the adjustment in the volume of waste dumping from the landfill in Zone II to the landfills in Zone I and IV, Nam Trang Bach mine;
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| 16 | Resolution No. 16/2023/NQ-HDQT | November 6, 2023 | 1. Approve the issuance of the salary scale system, salary table, and various salary allowance policies from January 1, 2024;
2. Approve the issuance of the list of job titles and positions applicable within the Company from January 1, 2024;
3. Approve the regulations on applying salary (monthly, daily, hourly) and title salary mechanism for a number of key positions in the Company in 2022;
4. Notice on the temporary assignment of the outsourcing volume plan for production in 2024 of Dong Bac Corporation to 397 Joint Stock Company;
5. Notice on the decision to issue outsourcing rates from the Dong Bac Corporation to 397 Joint Stock Company;
6. Approve the following bidding package: hire drilling for mine, excavate soil and rocks, transport soil and rocks, sift coal dust from the finished mine product; Rent blasting services; employ labor for production services in 2024 at Nam Trang Bach mine;
7. Approve the staff work;
8. Approve the results of production and business activities in the first 6 months of 2023 and the orientations for the last 6 months of 2023.
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| 17 | Resolution No. 17/2023/NQ-HDQT | November 17, 2023 | 1. Approve the content on requesting Dong Bac Corporation's approval for 397 Joint Stock Company to hire consultants for surveying and developing plans for dredging, upgrading the canal route, and water drainage from the Khe Uon I, II spillways to the Mang Bridge -Cao Bridge - Hoanh Mo Intercommunal Bridge in Hong Thai Tay Commune, Dong Trieu Town. |
| 18 | Resolution No.18/2023/NQ-HDQT | November 24, 2023 | 1. Announce Document No. 8746/DB-KTCN on approving the increasing supply of soil and stone transportation in 2023 at Nam Trang Bach mine;
2. Approve the content of requesting the supplementary outsourcing volume plan to support production in 2023;
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1. The Supervisory Board (Annual report)
2. Information about members of the Supervisory Board

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| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Board of Directors | Qualification |
| 1 | Bui Quang Hung | Chief of the Supervisory Board | Appointment date: November 27, 2020 | Business Economics Engineer |
| 2 | Nguyen Quach Tung | Member of the Supervisory Board | Appointment date: April 9, 2018 | Bachelor of Economics |
| 3 | Mai Xuan Truong | Member of the Supervisory Board | Appointment date: November 27, 2020 | Bachelor of Accounting |

1. Chief Accountant

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Nguyen Dinh Thuan | February 2, 1975 | Bachelor of Business Accounting | March 5, 2020 |

1. Training on corporate governance
2. List of affiliated persons of the public company (Annual report) and transactions between the 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, affiliated persons of PDMR: Appendix II (attached)

Transactions between the Company and affiliated persons of the Company; or between the Company and major shareholders, PDMR and affiliated persons of PDMR (Attached Report No.: 119/BC-CTCP397 dated January 16, 2024 of 397 Joint Stock Company)

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| Name of organization/individual | Relations with the Company | NSH No., Date of issue, Place of issue | Head office address/Contact address | Time of transaction | General Mandate/Decision of the General Meeting of Shareholder No. or Board Resolution/Decision No. (if any) | Content, quantity, total value of transaction | Notes |
| Dong Bac Corporation | Holding Company | Business Registration Certificate: 5700101468Date of issue: June 14, 2023Place of issue: Department of Planning and Investment | Hong Hai, Ha Long, Quang Ninh | January 2023 | No. 04/2023/NQ-HDQT dated February 16, 2023 | Revenue targets: VND 1,179,768.57 million. |  |

1. Transactions between the Company’s PDMR, affiliated persons of PDMR and subsidiaries or companies controlled by the Company None.
2. Transactions between the Company and other entities:
3. Transactions between the Company and the companies where members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers have been founding members or members of the Board of Directors, the Executive Manager (General Manager) for the past three (03) years (as at the time of reporting): None.
4. Transactions between the Company and companies where the affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers are members of the Board of Directors, the Executive Manager (General Manager): None
5. 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 Manager (General Manager) and other managers: None
6. Share transactions of PDMR and affiliated persons of PDMR (Annual report)
7. Company’s share transaction of PDMR and affiliated persons. None
8. Other significant issues: None.