**CLM: Annual Corporate Governance Report 2023**

On January 18, 2024, Vinacomin - Coal Import Export Joint Stock Company announced Report No. 56/BC-CLM on the corporate governance of 2023 as follows:

* Name of listed company: Vinacomin - Coal Import Export Joint Stock Company
* Head office address: No. 47 Quang Trung Street, Hoan Kiem District, Hanoi.
* Tel: 024.39424634 Fax: 024.39422350 Email: coalimex@fpt.vn
* Charter capital: VND 110,000,000,000
* Securities code (if any): CLM
* Corporate governance model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the Manager.
* Internal audit execution: The Internal Audit Regulations and Internal Audit Plan have been issued, and a person in charge of internal audit has been appointed to organize the implementation of the company's audit activities in accordance with regulations.
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):

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate/ Decision No. | Date | Contents |
| 1 | No. 01/NQ-DHDCD | April 28, 2023 | Annual General Mandate 2023  |
| 2 | No. 02/NQ-DHDCD | September 25, 2023 | Extraordinary General Mandate 2023 |

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

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment/dismissal as member of the Board of Directors |
| Appointment date | Dismissal date |
| 1 | Bui Van Tuan | Chair  | September 25, 2023 |  |
| 2 | Nguyen Trong Hung | Former Chair | March 01, 2018 | September 25, 2023 |
| 3 | Pham Minh | Member | January 12, 2017 |  |
| 4 | Nguyen Van Cu | Member | March 26, 2010 |  |
| 5 | Nguyen Minh Diep | Member | April 24, 2020 |  |
| 6 | Tran Xuan Hoa | Member | December 01, 2022 |  |

1. Board Resolutions/Board Decisions:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision | Date | Contents |
| 1 | 01/NQ-HDQT | February 10, 2023 | Promulgate the regulations on the Management of Personnel and Immigration Control of Employees within the Company  |
| 2 | 02/NQ-HDQT | February 10, 2023 | Approve the production and business plan for 2023 of the Company |
| 3 | 03/NQLT-HDQT | February 10, 2023 | Approve the maximum short-term line of credit in 2023 |
| 4 | 04/NQ-HDQT | February 10, 2023 | Organize the Annual General Meeting of Shareholders 2023 |
| 5 | 05/NQ-HDQT | February 10, 2023 | Arrange officials (unit leaders). |
| 6 | 06/NQ-HDQT | March 10, 2023 | Approve the Internal Audit Plan for 2023 |
| 7 | 07/NQ-HDQT | March 24, 2023 | Approve the Regulation on selecting suppliers of goods and services for the Company. |
| 8 | 08/NQ-HDQT | March 24, 2023 | Approve the List of Leaders Planning for the Company in the period of 2020-2025 (after review and supplementation) and the period of 2025-2030. |
| 9 | 09/NQ-HDQT | March 24, 2023 | Approve the reappointment of officials (unit leaders). |
| 10 | 10/NQ-HDQT | March 24, 2023 | Extend the time to organize the General Meeting of Shareholders 2023 |
| 11 | 11/NQ-HDQT | March 24, 2023 | Ranking businesses. |
| 12 | 12/NQ-HDQT | March 24, 2023 | Settle the salary fund of the Company and managers in 2022 |
| 13 | 13/NQ-HDQT | March 28, 2023 | Approve the re-appointment of unit-level managers |
| 14 | 14/NQ-HDQT | April 27, 2023 | Prepare the organization of the Annual General Meeting of Shareholders 2023 |
| 15 | 15/NQ-HDQT | April 27, 2023 | Promulgate the Company's Coal business regulations |
| 16 | 16/NQ-HDQT | May 09, 2023 | Review and supplement the Company's leader planning for the period of 2020-2025 and the period of 2025-2030. |
| 17 | 17/NQ-HDQT | May 23, 2023 | Bonus for managers of the Company in 2022 |
| 18 | 18/NQ-HDQT | May 23, 2023 | Approve the plan on using the bonus and welfare fund of 2023. |
| 19 | 19/NQ-HDQT | May 23, 2023 | Approve the short-term line of credit and the debt-to-equity ratio for 2023. |
| 20 | 20/NQ-HDQT | May 23, 2023 | Select an audit company for the Company’s Financial Statements 2023 |
| 21 | 21/NQ-HDQT | June 12, 2023 | Review and supplement the Company's leader planning for the period of 2020-2025 and the period of 2025--2030. |
| 22 | 22/NQ-HDQT | June 12, 2023 | Expand the company's blending and processing coal warehouse in the southern region. |
| 23 | 23/NQ-HDQT | July 24, 2023 | Promulgate the Regulations on managing and using bonus and welfare fund of the Company. |
| 24 | 24/NQ-HDQT | July 24, 2023 | Approve the business development orentation of the Company in the coal sector for the period 2023 - 2025 and the vision until 2030. |
| 25 | 25/NQ-HDQT | July 31, 2023 | Change the title of the Chair of the Board of Directors and assign the responsibilities of the Board of Directors to the Company. |
| 26 | 26/NQ-HDQT | August 03, 2023 | Organize the Extraordinary General Meeting of Shareholders 2023. |
| 27 | 27/NQ-HDQT | September 25, 2023 | Elect the Chair of the Board of Directors for the term of 2020-2025 |
| 28 | 28/NQ-HDQT | September 25, 2023 | Assign tasks to the members of the Board of Directors |
| 29 | 29/NQ-HDQT | October 11, 2023 | Board Decision on promulgating the Regulations on Employee Management of the Company. |
| 30 | 30/NQ-HDQT | October 30, 2023 | Review and supplement the Company's leader planning for the period of 2020-2025 and the period of 2025-2030. |
| 31 | 31/NQ-HDQT | December 22, 2023 | Promulgate the regulations on the Management of Personnel and Immigration Control of Employees within the Company |
| 32 | 32/NQ-HDQT | December 22, 2023 | Authorize the Company's Manager to organize bidding, open bids for imported coal; sign and execute coal purchase contracts and transactions between the Company and affiliated persons. |
| 33 | 33/NQ-HDQT | December 29, 2023 | Approve the Internal Audit Plan for 2024 |

1. The Supervisory Board:

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| --- | --- | --- | --- |
| Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Professional Qualification |
| Appointment date | Dismissal date |  |
| Nguyen Thị Lan Anh | Chief of the Supervisory Board | April 22, 2016 |  | Bachelor of Economics |
| Bui Thi Minh Thu | Member | March 26, 2010 |  | Bachelor of Laws |
| Nguyen Thi Hong Diep | Member | April 24, 2020 |  | Bachelor of Economics |

1. The Executive Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Appointment date |
| 1 | Pham Minh | June 18, 1977 | Bachelor of Business Administration and Bachelor of Foreign Language | August 01, 2022 |
| 2 | Nguyen Thuy Duong | June 05, 1974 | Bachelor of Economics | March 01, 2019 |
| 3 | Le Thi Thu Trang | July 24, 1978 | Bachelor of Economics; Bachelor of Foreign Language | December 16, 2019 |

1. The Chief Accountant/Person in charge of accounting

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Full name | Date of birth | Qualification | Appointment date |
| 1 | Nguyen Thi Quynh Ngan | July 09, 1976 | Bachelor of Economics | December 15, 2019 |

1. Training on corporate governance
2. List of affiliated persons of the public company and transactions between the affiliated persons of the Company with the Company itself:
3. Transactions between the Company and affiliated persons of the Company; or between the Company and major shareholders, PDMR, or affiliated persons of PDMR: Appendix 2
4. Transactions between PDMR of the Company, affiliated person of PDMR and subsidiaries controlled by the Company: None.
5. Transactions between the Company and other entities: Appendix 3:
	1. Transactions between the Company and companies where members of the Board of Directors, members of the Supervisory Board, the Manager and other managers have been founding members or members of the Board of Directors, the Executive Manager for the past three (03) years (as at the time of reporting): None.
	2. Transactions between the Company and companies where affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Manager and other managers are members of the Board of Directors, the Executive Manager: None.
	3. Other transactions of the Company (if any) which can bring about material or non-material benefits to the members of the Board of Directors, the members of the Supervisory Board, the Manager (General Manager) and other managers: None.
6. Share transactions of PDMRs and affiliated people of PDMR:
7. Company’s share transaction of the PDMR and affiliated persons: Appendix 5:
8. Other issues. None.

APPENDIX 2

Transactions between the Company and its affiliated persons, or between the Company and major shareholders, PDMR, or affiliated persons of PDMR

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| --- | --- | --- | --- | --- | --- | --- |
| Name of organization/individual | Relations with the Company | NSH Code\* | Head office address | Time of transaction | Content, quantity, total transaction value | Note |
| Vietnam National Coal - Mineral Industries Holding Corporation Limited | Major shareholder; | Business code: 5700100252 issued on October 21, 2014 by Hanoi Authority for Planning and Investment | No. 226 Le Duan Street, Dong Da District, Hanoi |  2023 | Exported coal: 41,667.17 tons; valued at USD 12,963,241.96; Domestic coal purchase: 1,391,320.67 tons; value of VND 2,642,049,791,785 | Implementing the Company's production and business plan for the year 2023 and the coordinated business plan between TKV, the Company, and any adjusting or supplementary documents. |
| Vinacomin - CamPha Port and Logistics Company |  | 5700100256-001 | Group 93, Area 9B, Cua Ong Ward - Cam Pha City - Quang Ninh Province | 2023 | Import expense: 1,794,153.17 tons; value of VND 758,142,008,074Processed and mixed coal: 1,696,005.75 tons; value of VND 5,027,533,327,619Coal received 4,555,292.81 tons; value of VND 40,776,802,887 |  |
| Vinacomin - Quang Ninh Coal Processing Company |  | 5700100256-061 | New urban area, Cao Xanh Ward- Ha Long City, Quang Ninh Province. | 2023 | Import Coal: 794,642.44 tons; value of VND 283,030,113,292 |  |
| Vinacomin - Cua Ong Coal Preparation Company |  | 5700100256-033 | Group 48, Area 9B, Cua Ong Ward - Cam Pha City - Quang Ninh Province | 2023 | Materials: VND 1,505,790,000 |  |
| Vinacomin -Mine emergency center  |  | 5700100256-004 | Ha Tu Ward- Ha Long City, Quang Ninh Province. | 2023 | Materials: VND 3,488,100,000 |  |
| Vinacomin - Uong Bi Coal Company |  | 5700100256-065 | Group 17, Area 3 - Trung Vuong Ward - Uong Bi City | 2023 | Materials: VND 1,293,020,000 |  |
| Vinacomin - Quang Hanh Coal Company |  | 059 | Cam Phu - Cam Thanh Ward - City. Cam Pha - Quang Ninh Province Diem Thuy Area - Cam Dong Ward - City, Cam Pha - Quang Ninh Province | 2023 | VND 2,649,865,900 |  |
| Vinacomin - Ha Long Coal Company |  | 5700100256-062 | Diem Thuy Area - Cam Dong Ward - City. Cam Pha - Quang Ninh Province  | 2023 | Material resource charges VND 42,778,532 |  |
| Vinacomin Hon Gai Coal Company |  | 5700100256-063 | No. 169, Le Thanh Tong Street, Hong Gai Ward, Ha Long City, Quang Ninh Province. | 2023 | Materials: VND 1,965,040,000 |  |
| Công ty Kho Vận Đá Bạc (Tentatively translated as Silver Stone Logistics Company |  | 5700100256-037 | Tan Lap Area II - Phuong Dong Ward - Uong Bi City - Quang Ninh Province  | 2023 | Materials: VND 3,312,710,500 |  |
| Vinacomin - Nam Mau Coal Company |  | 5700100256-058 | No. 1A Tran Phu - Quang Trung Ward - | 2023 | Materials: VND 9,152,453,580 |  |
| Vinacomin - Khe Cham Coal Company |  | 5700100256-058 | No. 1A Tran Phu - Quang Trung Ward - Uong Bi City - Quang Ninh Province | 2023 | Materials: VND 9,152,453,580 |  |
| Vinacomin-Dak Nong Aluminium Company |  | 5700100256 - 066 | Hamlet 11, Nhan Co Commune, Dak R'Lap District, Dak Nong Province | 2023 | Materials: VND 39,922,124,200 |  |

APPENDIX 3

Transactions between the Corporation 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 Manager and other managers have been founding members or members of the Board of Directors, the Executive Manager for the past three (03) years (calculated at the time of reporting): None
2. Transactions between the Company and companies where affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Manager and other managers are members of the Board of Directors, the Executive Manager: None
3. Other transactions of the Company (if any) that can bring about material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, and the Manager (General Manager) and other managers: None

APPENDIX 5

Company’s share transaction of PDMR and affiliated persons.

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| 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 |
| Number of owned shares | Rate | Number of owned shares | Rate |
| 1 | Nguyen Thai Ha | Husband of Ms. Le Thi Thu Trang | 0 | 0 | 161,001 | 1.46% |