**TMG: Annual Corporate Governance Report 2023**

On January 18, 2024, Thai Nguyen Non Ferous Metals Joint Stock Company announced Report No. 206/BC-TMC on the corporate governance 2023 as follows:

* Name of Company: Thai Nguyen Non Ferous Metals Joint Stock Company
* Head office address: Group 3, Phu Xa Ward, Thai Nguyen City, Thai Nguyen Province.
* Tel: 0208 3847229 - Email: thainguyentmc@gmail.com
* Website: kimloaimau.com.vn
* Charter capital: VND 180,000,000,000
* Securities code (if any): TMG
* Corporate governance model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the Manager.
* Internal audit execution: Unimplemented.

1. Activities of the General Meeting of Shareholders:

On April 26, 2023, Thai Nguyen Non Ferous Metals Joint Stock Company organized the Annual General Meeting of Shareholders 2023 at the head office of the Company.

The contents approved by the Annual General Meeting of Shareholders are presented in Minutes No. 28/BB-DHDCD dated April 26, 2023, General Mandate No. 29/NQ-DHDCD dated April 26, 2023, and disclosed information as per the provisions of law.

1. The Board of Directors
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 | Dao Minh Son | Chair of the Board of Directors | July 01, 2014 | April 26, 2023 |
| 2 | Ly Xuan Tuyen | Chair of the Board of Directors | April 26, 2023 |  |
| 3 | Tran Van Long | Member of the Board of Directors, Manager of the Company | June 11, 2020 |  |
| 4 | Tran Minh Tuan | Member of the Board of Directors | November 14, 2018 |  |
| 5 | Vu Duc Trung | Member of the Board of Directors | July 01, 2014 | April 26, 2023 |
| 6 | Pham The Vinh | Member of the Board of Directors | July 01, 2014 |  |
| 7 | Pham Vu Hai | Member of the Board of Directors | April 26, 2023 |  |

1. Board Resolutions/Decisions in 2023

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| --- | --- | --- | --- |
| No. | Resolution/ Decision No. | Date issued | Content |
| 1 | 05 | February 15, 2023 | Resolution on approving the plan to hold the Annual General Meeting of Shareholders 2023 |
| 2 | 07 | February 15, 2023 | Resolution on the mobilization and appointment for the position of Deputy Head of Labor Organization Department of the Company |
| 3 | 08 | February 15, 2023 | Resolution on the appointment of the Company’s Office Chief |
| 4 | 09 | February 15, 2023 | Resolution on recording the list of shareholders attending the Annual General Meeting of Shareholders 2023 |
| 5 | 10 | February 15, 2023 | Resolution on approving the settlement of the project: Investment to maintain production at Bac Kan Non-ferrous Metal Limited Company (2022) |
| 6 | 11 | February 15, 2023 | Resolution on approving the project settlement to complete the investment project of the conversion system for item A10 of Thai Nguyen electrolytic zinc factory |
| 7 | 16 | March 15, 2023 | Resolution on approving the Construction Investment Plan for 2023 |
| 8 | 17 | March 15, 2023 | Resolution on approving the project and contractor selection plan for the project to explore and upgrade reserves within the scope of the mineral exploitation license at Cho Dien, Cho Don, Bac Kan lead-zinc mines |
| 9 | 18 | March 15, 2023 | Resolution on approving the plan to select an audit contractor for the final settlement report of the tin mine construction investment project in the southern sub-region, the western area of Nui Phao, Ha Thuong Commune, Tan Thai Commune, Hung Son Town, Dai Tu, Thai Nguyen |
| 10 | 21 | March 28, 2023 | Resolution on approving the Company's production and business results in 2022 to propose to the General Meeting of Shareholders |
| 11 | 22 | March 28, 2023 | Resolution on approving the production and business plan in 2023 to propose to the General Meeting of Shareholders |
| 12 | 25 | April 03, 2023 | Resolution on approving the remuneration plan for the Board of Directors and the Supervisory Board in 2023 to propose to the General Meeting of Shareholders |
| 13 | 26 | April 03, 2023 | Resolution on the profit distribution 2022 to propose to the Annual General Meeting of Shareholders 2022 |
| 14 | 27 | April 03, 2023 | Resolution on approving the technical-economic report and plan to organize acceptance of investment projects to maintain production at Bac Kan Non Ferrous Metals Branch and Lang Hit Lead-Zinc Factory (tentatively translated) |
| 15 | 32 | April 27, 2023 | Resolution on the dismissal of Mr. Dao Minh Son from the position of the Company’s Chair of the Board of Directors for the 2019-2024 term |
| 16 | 33 | April 27, 2023 | Resolution on the appointment of Mr. Ly Xuan Tuyen to hold the position of the Company’s Chair of the Board of Directors for the 2019-2024 term |
| 17 | 37 | June 22, 2023 | Resolution on approving the settlement of investment in transitional construction of Cho Dien lead-zinc mine, Cho Don District, Bac Kan Province |
| 18 | 38 | June 22, 2023 | Resolution on approving the Technical-Economic Report and the Contractors Selection Plan for investment projects to maintain production at the Zinc Factory (tentatively translated), Dai Tu Tin Factory (tentatively translated), Company Agencies and affiliated Workshops |
| 19 | 39 | June 22, 2023 | Resolution on approving the settlement of the construction investing in equipment for production at the Zinc Factory. |
| 20 | 40 | June 22, 2023 | Resolution on the distribution of management officer bonus fund in 2022 |
| 21 | 41 | June 22, 2023 | Resolution on the short-term loans for the Company’s working capital to do production and business tasks in 2023 |
| 22 | 42 | June 22, 2023 | Resolution on the medium and long-term loans for the investment activities in 2023 |
| 23 | 46 | June 22, 2023 | Resolution on re-appointing Ms. Nguyen Thi Xuan Huong as the Deputy Head of the Company’s Accounting Department |
| 24 | 47 | June 22, 2023 | Resolution on re-appointing Mr. Le Xuan Thanh as the Deputy Head of the Company’s Science and Technology Department |
| 25 | 48 | June 22, 2023 | Resolution on approving the plan to use bonus and welfare fund in 2023 |
| 26 | 50 | June 22, 2023 | Resolution on approving the adjustment of the personnel planning in the period of 2020-2025 and 2025-2030 |
| 27 | 51 | June 27, 2023 | Resolution on the dividend payment in cash for 2022 (remaining) |
| 28 | 53 | August 31, 2023 | Resolution on approving the adjustment of personnel planning for the period 2020-2025 and the period 2025-2030 (after the second review) |
| 29 | 56 | September 14, 2023 | Resolution on re-appointing Mr. Nguyen Hong Quang as the Head of the Company’s Mining Technical Department |
| 30 | 58 | September 14, 2023 | Resolution on re-appointing Mr. Nguyen Van Do as the Head of the Company’s Mechanical and Electrical Engineering Department |
| 31 | 59 | September 14, 2023 | Resolution on re-appointing Ms. Vu Thi Ngan as the Deputy Head of the Company’s Mining Technical Department |
| 32 | 60 | September 14, 2023 | Resolution on re-appointing Mr. Nguyen Quang Hien as the Deputy Head of the Company’s Depository Accounting - Knowledge Centered Support Department |
| 33 | 66 | September 25, 2023 | Resolution on approving the policy of preparing economic and technical reports and silver beneficiation investment projects at Zinc Factory, a branch of the Company |
| 34 | 67 | September 25, 2023 | Resolution on extending the time holding the position of Deputy Office Chief for Mr. Nguyen Van Bang from October 01, 2023 until he reaches retirement age |
| 35 | 79 | November 14, 2023 | Resolution on retirement benefits for Mr. Nguyen Phu Hung - Director of Zinc Factory, a branch of the Company |
| 36 | 85 | December 04, 2023 | Resolution on re-appointing Mr. Nguyen Quoc Tuan as the Deputy Head of the Company’s Science and Technology Department |
| 37 | 86 | December 04, 2023 | Resolution on the mobilization and appointment as the Manager of Thai Nguyen electrolytic zinc factory (tentatively translated), a branch of the Company for Mr. Ta Van Binh |
| 38 | 88 | December 04, 2023 | Resolution on appointing Manager of Bac Kan Non Ferrous Metals Branch - VIMICO - Thai Nguyen Non Ferrous Metals Joint Stock Company for Mr. Nguyen Dinh Hoang |
| 39 | 87 | December 04, 2023 | Resolution on the reappointment as the Deputy Manager of Thai Nguyen electrolytic zinc factory, a branch of the Company |
| 40 | 89 | December 04, 2023 | Resolution on approving the feasibility study report for construction investment of the project to renovate and improve the adjusted quality of Thai Nguyen electrolytic zinc factory |

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 as member of the Supervisory Board | Date of dismissal as a member of the Supervisory Board | Qualification |
| 1 | Nguyen Dinh Chien | Chair | July 01, 2014 |  | Bachelor of Economics |
| 2 | Nguyen Thanh Long | Member | July 01, 2014 | April 26, 2023 | Bachelor of Finance and Banking |
| 3 | Le Van Luong | Member | April 27, 2021 |  | Bachelor of Business Accounting |
| 4 | Ngo Thi Nham | Member | May 11, 2016 |  | Bachelor of Finance and Accountancy |
| 5 | Dao Thi Khue | Member | May 11, 2016 |  | Bachelor of Economics |
| 6 | Vu Thi Thanh Hao | Member | April 26, 2023 |  | Economic engineer |

1. The Executive Board

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| --- | --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Position | Date of birth | Professional Qualification | Date of appointment as the Member of the Executive Board |
| 1 | Tran Van Long | Company’s Manager | March 01, 1977 | Mining Engineer | May 01, 2019 |
| 2 | Bui Huy Tuan | Deputy Manager | May 08, 1975 | Metallurgical Engineer | July 01, 2014 |
| 3 | Nguyen Van Hau | Deputy Manager | March 17, 1977 | Doctor of Mining and Mineral Processing | September 17, 2019 |

1. The Chief Accountant

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Appointment date |
| Lai Tri Cuong | March 21, 1985 | Bachelor of General Accounting | October 05, 2015 |

1. Training on corporate governance
2. List of affiliated persons of the public company and transactions between affiliated persons of the Company and the Company itself
3. List of affiliated person of the Company: (Appendix attached)
4. Transactions between the Company and affiliated persons of the Company; or between the Company and major shareholders, PDMR, or affiliated persons of PDMR: None
5. Transactions between Company’s PDMR, affiliated person of PDMR and the subsidiary, company controlled by the Company: None
6. 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 (General Manager) have been founding members or members of the Board of Directors, the Executive Manager (General Manager) for the past three (03) years (calculated at the time of reporting). None
   2. Transactions between companies and companies in which affiliated persons of members of the Board of Directors, members of the Supervisory Board, Manager (General Manager) and other managers are members of the Board of Directors, Executive Manager (General 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
7. Share transactions of PDMR and PDMR’s affiliated persons

Company’s share transactions of PDMR and affiliated persons: None

1. Other significant issues: None