**BMF: Annual Corporate Governance 2023**

On January 27, 2022, Dong Nai Building Material and Fuel Joint Stock Company announced Report No.55/BC-THQTCD on corporate governance in 2023 as follows:

* Name of company: Dong Nai Building Material and Fuel Joint Stock Company
* Headquarters address: No. 255B, Pham Van Thuan Street, Tan Mai Ward, Bien Hoa City, Dong Nai Province
* Tel: 0251 3 819 431 Fax: 0251 3 822 014 Email: [info@chatdotdongnai.com](mailto:info@chatdotdongnai.com)
* Charter capital: VND 158,480,630,000
* Securities code: BMF
* Corporate governance model: General Meeting of Shareholders, Board of Directors, Supervisory Board, and the Company’s Manager
* Internal audit execution: Unimplemented

1. Activities of the General Meeting of Shareholders:

Information about the meetings and General Mandates/Decisions of the General Meeting of Shareholders in 2023:

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| --- | --- | --- | --- |
| No. | General Mandate/Decision No. | Date | Content |
| 01 | 239/2023/NQ-DHDCD | April 21, 2023 | Annual General Mandate 2023 |
| 02 | 522/2023/NQ-DHDCD | August 14, 2023 | Extraordinary General Mandate 2023 |

1. The Board of Directors in 2023:
2. Information about members of the Board of Directors:

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| --- | --- | --- | --- | --- |
| No. | Member 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 |
| 01 | Ms. Nguyen Thanh Hoa | Chair of the Board of Directors | March 06, 2019: appointed as a member of the Board of Directors) August 26, 2021: appointed as the Chair of the Board of Directors |  |
| 02 | Mr. Pham Van Nam | Member of the Board of Directors (Non-executive) | March 06, 2019 |  |
| 03 | Mr. Le Minh Khue | Independent member of the Board of Directors | March 06, 2019 |  |
| 04 | Mr. Vu Hoang Huynh | Member of the Board of Directors | May 20, 2021 |  |
| 05 | Mr. Nguyen Hoang Linh | Member of the Board of Directors | April 21, 2023 |  |

1. Board Resolutions/Board Decisions in 2023: (including Board Resolutions approved by holding meetings and collecting member of the Board of Directors’ opinions via a ballot)

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| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 01 | 23/2023/NQ-HDQTCD | January 17, 2023 | Approve the loan and guarantee at Vietnam Export Import Commercial Joint Stock Bank - Dong Nai Branch (VND 10 billion) |
| 02 | 75/2023/NQ-HDQTCD | February 24, 2023 | Agree to lend capital to Công ty cổ phần kim loại màu Bắc Bộ (tentatively translated as Northern Nonferrous Metals Joint Stock Company) (VND 20 billion) |
| 03 | 91/2023/NQ-HDQTCD | March 01, 2023 | Dismissal of Ms. Tran Thi Huong from being Company Secretary from March 1, 2023 |
| 04 | 92/2023/NQ-HDQTCD | March 01, 2023 | Appointment of Ms. Bui Thi Loan as Company Secretary from March 1, 2023 |
| 05 | 107/2023/NQ-HDQTCD | March 07, 2023 | Approve the time and venue to organize the Annual General Meeting of Shareholders 2023 and the the record date for the list of shareholders to attend the Meeting |
| 06 | 143A/2023/NQ-HDQTCD | March 27, 2023 | Approve the Audited Financial Statements 2022 and agenda, dossiers summited to the Annual General Meeting of Shareholders 2023 |
| 07 | 143B/2023/NQ-HDQTCD | March 27, 2023 | Agree to authorize the Legal Representative (currently the Company's Manager) to negotiate and sign purchase, sale, loan, and other contracts with a value of less than 35% of the cumulative total asset value recorded in the Company's most recent Financial Statements, ensuring compliance with the law and the Company’s interests. |
| 08 | 143C/2023/NQ-HDQTCD | March 27, 2023 | Agree the policy of allowing Everest Securities Joint Stock Company to be one of the units participating in providing securities consulting services. |
| 09 | 183/2023/NQ-HDQTCD | April 11, 2023 | Approve the conversion from bottled LPG retail store to LPG trader |
| 10 | 310/2023/NQ-HDQTCD | May 26, 2023 | Agree the contracts and transactions between the Company and the related party (Everest Securities Joint Stock Company) |
| 11 | 382/2023/NQ-HDQTCD | June 19, 2023 | Approve the implementation of share issuance plan to increase share capital from source of owners’ equity |
| 12 | 442/2023/NQ-HDQTCD | July 11, 2023 | Approve the collection of shareholders' opinions via a ballot |
| 13 | 524/2023/HDQTCD | August 14, 2023 | Approve the implementation of share issuance plan to increase share capital from source of owners’ equity |
| 14 | 526/2023/NQ-HDQTCD | August 14, 2023 | Approve the capital loan policy at Shinhan Bank Vietnam Limited - Phu My Hung Branch |
| 15 | 582/2023/NQ-HDQTCD | September 07, 2023 | Appoint a Capital Representative at Rang Dong - Food Company.Ltd |
| 16 | 604/2023/NQ-HDQTCD | September 15, 2023 | Record date for the list of shareholders issuing shares: |
| 17 | 611/2023/NQ-HDQTCD | September 19, 2023 | Approve the capital loan from Joint Stock Commercial Bank for Foreign Trade of Vietnam - Dong Nai Branch |
| 18 | 676/2023/NQ-HDQTCD | October 23, 2023 | Approve the registration of changes in charter capital and the amendment to the Company's Charter |
| 19 | 785/2023/NQ-HDQTCD | December 11, 2023 | Approve the collection of shareholders' opinions via a ballot to approve issues under the authority |
| 20 | 786/2023/NQ-HDQTCD | December 11, 2023 | Approve the implementation of investment project in An Phuoc Commune, Long Thanh District |
| 21 | 797/2023/NQ-HDQTCD | December 13, 2023 | Approve the capital loan policy at Military Commercial Joint Stock Bank - Dong Nai Branch |
| 22 | 847/2023/QD-HDQTCD | December 27, 2023 | Appoint Ms. Tran Thi Ai Lien as the Company’s Deputy Manager |

1. The Supervisory Board in 2023:
2. Information about members of the Supervisory Board:

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| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board/the Audit Committee | Position | Date of appointment/dismissal as member of the Supervisory/the Audit Committee | Qualification |
| 01 | Vu Thi Mai Phuong | Chief of the Supervisory Board | October 22, 2019 | Bachelor of Business Administration |
| 02 | Nguyen Thi Tham | Member of the Supervisory Board | March 06, 2019 | Bachelor of Economics |
| 03 | Tran Thi Ngoc Anh | Member of the Supervisory Board | March 06, 2019 | Bachelor of Accounting |

1. The Executive Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 01 | Nguyen Hoang Linh | October 01, 1994 | Bachelor of Economic Mathematics | March 06, 2022 |
| 02 | Nguyen Thi Kim Oanh | April 09, 1987 | Bachelor of Accounting | October 10, 2018 |
| 03 | Tran Thi Ai Lien | August 31, 1977 | Bachelor of Economics | December 27, 2023 |

1. Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Vu Thi Kim Thanh | March 25, 1977 | Bachelor of Financial Accounting - Banking Academy; Chief Accountant Practicing Certificate | June 24, 2022 |

1. Training on corporate governance:
2. List of affiliated persons of the public company in 2023 and transactions between 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 and affiliated persons of PDMR:

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| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | NSH No., Date of issue and Place of issue of NSH | Head office address/Contact address | Time of transaction | General Mandate/Decision of the General Meeting of Shareholder or Board Resolution/Decision (if any, specify the issuance date) | Content, quantity, total value of transaction | Note |
| 1 | Everest Securities Joint Stock Company (EVS) | Mr. Le Minh Khue is a member of BMF Board of Directors, currently EVS Deputy General Manager | Business Registration Certificate No. 0102121331 registered for the 16th change on November 21, 2022 | 3rd, 6th, 9th floor - No. 2A Dai Co Viet Street, Le Dai Hanh Ward, Hai Ba District Trung, Ha Noi City | June 01, 2023 | Resolution No. 310/2023/NQ-HDQTCD dated May 26, 2023 | Contract to provide consulting services on share issuance to increase share capital from the source of owners' equity. |  |
| 2 | Quang Ninh Bus Station Joint Stock Company; | Affiliated persons of member of the Supervisory Board (Ms. Vu Thi Mai Phuong and Ms. Nguyen Thi Tham) | Business Registration Certificate No. 5700100640 registered for the 8th change on January 11, 2017 | No. 354, Ha Long Street, Bai Chay Ward, Ha Long City, Quang Ninh Province; | January 30, 2023 | Resolution No. 614/NQ-HDQTCD dated December 01, 2022 | Capital loan contract with a total value of VND 5,000,000,000  Capital loan contract with a total value of VND 20,000,000,000.  As of December 31, 2023, BMF had repaid all loans and fulfilled financial obligations with Quang Ninh Bus Station Joint Stock Company. |  |

1. Transactions between Company’s PDMR, affiliated persons of PDMR and subsidiaries, companies controlled by the Company:
2. Transactions between the Company and other entities:
3. 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 and are being founding members or members of the Board of Directors, the Executive Manager for the past three (03) years (calculated at the time of reporting)

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| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | NSH No., Date of issue and Place of issue of NSH | Headquarters address/Contact address | Time of transaction with the Company | General Mandate/Decision of the General Meeting of Shareholder or Board Resolution/Decision (if any, specify the issuance date) | Content, quantity, total value of transaction | Note |
| 1 | Everest Securities Joint Stock Company (EVS) | Mr. Le Minh Khue is a member of BMF Board of Directors, currently EVS Deputy General Manager | Business Registration Certificate No. 0102121331 registered for the 16th change on November 21, 2022 | 3rd, 6th, 9th floor - No. 2A Dai Co Viet Street, Le Dai Hanh Ward, Hai Ba District Trung, Ha Noi City | June 01, 2023 | Resolution No. 310/2023/NQ-HDQTCD dated May 26, 2023 | Contract to provide consulting services on share issuance to increase share capital from the source of owners' equity |  |
| 2 | Quang Ninh Bus Station Joint Stock Company | Affiliated persons of   * member of the Supervisory Board (Ms. Vu Thi Mai Phuong and Ms. Nguyen Thi Tham) | Business Registration Certificate No. 5700100640 registered for the 8th change on November 11, 2017 | No. 354, Ha Long Street, Bai Chay Ward, Ha Long City, Quang Ninh Province | January 30, 2023 | Resolution No. 614/NQ-HDQTCD dated December 01, 2022 | Capital loan contract with a total value of VND 5 billion  Capital loan contract with a total value of VND 20 billion.  As of December 31, 2023, BMF had repaid all loans and fulfilled financial obligations with Quang Ninh Bus Station Joint Stock Company. |  |
| 3 | Rang Dong - Food Company.Ltd | Mr. Nguyen Hoang Linh is a member of BMF Board of Directors and BMF Manager, currently Rang Dong - Food Company.Ltd's Chair of the Board of Members | Business Registration Certificate No. 3600248537 registered for the 6th change by Dong Nai Authority for Planning and Investment on October 10, 2023 | 01A Hanoi Highway, Tan Bien, Bien Hoa, Dong Nai |  |  | Buy gasoline at gas stations with a total transaction value of VND 44,099,774 (buy and invoice for each purchase at those gas stations) |  |
| 4 | Tay Nguyen Durian Joint Stock Company | * Mr. Nguyen Hoang Linh is a member of BMF Board of Directors and BMF Manager, currently Tay Nguyen Durian Joint Stock Company's member of the Board of Directors * Mr. Vu Hoang Huynh is a member of BMF Board of Directors, currently Tay Nguyen Durian Joint Stock Company's General Manager of the Board of Directors | Business Registration Certificate No. 6001394460 issued by Dak Lak Authority for Planning and Investment on June 21, 2023 | Lot CN4, Tan An industrial Cluster, Tan An Ward, Buon Ma Thuot City, Dak Lak Province |  |  | Buy gasoline at gas stations with a total transaction value of VND 1,831,054 (buy and invoice for each purchase at those gas stations) |  |

* 1. 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.
  2. Other transactions of the Company (if any) which can bring material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, the Manager, and other managers: None.

1. Share transactions of PDMR and affiliated persons of PDMR in 2023:
2. Company’s share transaction of PDMR and affiliated persons:

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| --- | --- | --- | --- | --- | --- | --- | --- |
| 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 | | Reasons for increase or decrease (buy, sell, convert, reward,...) |
| Number of shares | Rate | Number of shares | Rate |
| 1 | Ms. Nguyen Thanh Hoa | Chair of the Board of Directors | 51,440 | 1.24% | 195,986 | 1.24% | Increase 144,546 shares because of the share issuance to increase capital from source of owners’ equity |
| 2 | Mr. Nguyen Hoang Linh | General Manager, Member of the Board of Directors | 34,300 | 0.82% | 130,683 | 0.82% | Increase 96,383 shares because of the share issuance to increase capital from source of owners’ equity |
| 3 | * Mr. Pham Van Nam * Ms. Tran Thi Ngoc Anh | * The Capital Representative of Viet Nam National Petroleum Group at BMF and was nominated as a member of BMF Board of Directors * The Representative nominated by The Capital Representative to be a member of BMF Supervisory Board | 443,500 | 10.66% | 1,310,221 | 8.27% | * Decrease 138.700 shares because of the policy to divest all capital of Viet Nam National Petroleum Group at BMF * Increase 1,005,421 shares because of the share issuance to increase capital from source of owners’ equity |
| 4 | Petec Trading and Investment Corporation | Major shareholder | 208,000 | 5% | 792,481 | 5% | Increase 584,481 shares because of the share issuance to increase capital from source of owners’ equity |
| 5 | Ms. Vu Thi Mai Phuong | Major shareholder, Chief of the Supervisory Board | 600,000 | 14.42% | 0 | 0% | Sell |
| 6 | Mr. Nguyen Van Chi | Major shareholder | 923200 | 22.19% | 0 | 0% | Sell |
| 7 | Ms. Ngo Da Ngan | Major shareholder | 651,281 | 15.66% | 0 | 0% | Sell |
| 8 | Mr. Nguyen The Hung | Major shareholder | 600,000 | 14.42% | 0 | 0% | Sell |
| 9 | Mr. Luu Cong Quang | Major shareholder | 0 | 0% | 1,506,557 | 9.51% | * Buy 395,421 shares * Increase 1,111,136 shares because of the share issuance to increase capital from source of owners’ equity |
| 10 | Ms. Hoang Thi Thanh Hang | Major shareholder | 0 | 0% | 3,517,400 | 22.19% | * Buy 923,200 shares * Increase 2,594,200 shares because of the share issuance to increase capital from source of owners’ equity |
| 11 | Ms. Vu Thu Trang | Major shareholder | 0 | 0% | 974,828 | 6.15% | * Buy 255,860 shares * Increase 718,968 shares because of the share issuance to increase capital from source of owners’ equity |

IX. Other significant issues: None.