**MGC: Annual Corporate Governance Report 2023**

On January 25, 2024, Vinacomin - Mining Geology Joint Stock Company announced the Report on the Annual Corporate Governance 2023 as follows:

* Name of Company: Vinacomin - Mining Geology Joint Stock Company
* Head office address: No. 304 Tran Phu Street, Cam Thanh Ward, Cam Pha City, Quang Ninh Province
* Phone number: (020) 33715 066 Fax: (020) 33715 067 Email: [diachatmo@gmail.com](mailto:diachatmo@gmail.com)
* Charter capital: VND 108,000,000,000
* Securities code: MGC
* Corporate Governance Model:
* The General Meeting, the Board of Directors, the Supervisory Board, and the Managing Director.
* Internal audit execution: Executed.

1. Activities of the General Meeting:

Information about meetings and General Mandates/Decisions of the General Meeting (including General Mandates approved by collecting opinions via a ballot)

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| No. | Board Resolution/Board Decision | Date | Contents |
| 1 | 481/2023/NQ-DHDCD | April 21, 2023 | Annual General Mandate 2023 |

II. Board of Directors:

1 Information about members of the Board of Directors

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| No. | The Member of the Board of Directors | Position (independent member of the Board of Directors, 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 |
| 1 | Mr. Vu Van Khan | Chair of the Board of Directors - Non-executive member of the Board of Directors | February 1, 2020 and re-appointed on April 28, 2021 |  |
| 2 | Mr. Ha Minh Tho | Member of the Board of Directors - Executive member of the Board of Directors | December 1, 2018 and re-appointed on April 28, 2021 |  |
| 3 | Mr. Do Van Truong | Member of the Board of Directors - Non-executive member of the Board of Directors Non-executive | February 1, 2020 and re-appointed on April 28, 2021 |  |
| 4 | Mr. Pham Van Ngon | Member of the Board of Directors - Executive member of the Board of Directors Executive | January 1, 2016 and re-appointed on April 28, 2021 |  |
| 5 | Mr. Pham Van Kham | Member of the Board of Directors - Non-executive member of the Board of Directors Non-executive | April 28, 2021 |  |

1. Board Resolutions/Board Decisions in 2023:
   * Board Resolution:

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| No. | Board Resolutions | Date | Contents |
| 1 | No. 01/2023/NQ-HDQT | January 05, 2023 | Approve the average short-term credit limit in 2023 of Vinacomin - Mining Geology Joint Stock Company: VND 77,000,000,000 |
| 2 | No. 02/2023/NQ-HDQT | January 12, 2023 | Approve the plan on regular repair of fixed assets in 2023 |
| 3 | No. 03/2023/NQ-HDQT | February 06, 2023 | Approve the following contents:   * Prepay remuneration for members of the Board of Directors and the Supervisory Board in 2023; * Approve the remuneration settlement in 2022 and remuneration payment in 2023 for the person in charge of corporate governance cum Secretary of the Board of Directors. * Approve the Plan on repairing fixed assets in 2023 * Approve the investment plan for 2023 with total investment of VND 15,924 million |
| 4 | No. 04/2023/NQ-HDQT | February 16, 2023 | Approve the production and business management plan for 2023 of Vinacomin - Mining Geology Joint Stock Company |
| 5 | No. 05/2023/NQ-HDQT | February 16, 2023 | Approve the plan to convene the Annual General Meeting 2023 of Vinacomin - Mining Geology Joint Stock Company |
| 6 | No. 06/2023/NQ-HDQT | March 02, 2023 | Approve the adjustment of the construction investment plan in 2023 |
| 7 | No. 07/2023/NQ-HDQT | March 02, 2023 | Approve the adjusted plan to convene the Annual General Meeting 2023 of Vinacomin - Mining Geology Joint Stock Company |
| 8 | No. 08/2023/NQ-HDQT | March 17, 2023 | Approval the Regulations on Vinacomin - Mining Geology Joint Stock Company |
| 9 | No. 09/2023/NQ-HDQT | March 22, 2023 | Approve the following contents:   * Approve the salary fund realized in 2022 * Approve the Regulations on clerical and archival work of Vinacomin - Mining Geology Joint Stock Company |
| 10 | No. 10/2023/NQ-HDQT | April 10, 2023 | Approve the plan on structure, standards, conditions, and personnel introduction process to appoint Deputy Managing Director of Vinacomin - Mining Geology Joint Stock Company |
| 11 | No. 11/2023/NQ-HDQT | April 10, 2023 | Approve the results of the process and agree to request the competent authority to give opinions on the appointment of Deputy Managing Director of Vinacomin - Mining Geology Joint Stock Company |
| 12 | No. 12/2023/NQ-HDQT | April 17, 2023 | Approve planning for leaders of Vinacomin - Mining Geology Joint Stock Company for the term of 2020-2025 (after reviewing and supplementing) and the term of 2025 - 2030 |
| 13 | No. 13/2023/NQ-HDQT | May 18, 2023 | Approve the following contents:   * Approve the production and business plan and construction investment plan for 2023 of Vinacomin - Mining Geology Joint Stock Company * Approve the remuneration settlement plan for the Board of Directors and the Supervisory Board in 2023 * Approve the Profit Distribution Plan in 2022. * Approve the plan on using the Bonus Fund, Welfare Fund and other welfare items in 2023 |
| 14 | No. 14/2023/NQ-HDQT | May 24, 2023 | Approve the plan on paying dividend in cash in 2022 to shareholders |
| 15 | No. 15/2023/NQ-HDQT | June 06, 2023 | Approve the appointment of Mr. Tran Van Toi as Deputy Managing Director of Vinacomin - Mining Geology Joint Stock Company |
| 16 | No. 16/2023/NQ-HDQT | June 06, 2023 | Agree to assign tasks to Mr. Tran Van Toi - Deputy Managing Director and Head of Technical Production and Safety Department of Vinacomin - Mining Geology Joint Stock Company |
| 17 | No. 17/2023/NQ-HDQT | June 19, 2023 | Approve secondment of 05 officials to work in China |
| 18 | No. 18/2023/NQ-HDQT | July 07, 2023 | Approve the Regulations on using bonus funds for Managing Directors of Vinacomin - Mining Geology Joint Stock Company |
| 19 | No. 19/2023/NQ-HDQT | July 18, 2023 | Approve the outsourcing of exploration drilling in the furnace in 2023 for exploitation - Quang Hanh Coal Company - TKV. |
| 20 | No. 20-2023/NQ-HDQT | August 09, 2023 | Approve the following contents:   * Approve the personnel work of the Company as follows:  1. Stop assigning the task of the Head of Technical Production and Safety Department to Mr. Tran Van Toi, the Company’s Deputy Managing Director. 2. Appoint Mr. Vu Cao Cuong, the Deputy Head of Technical Production and Safety Department of the Company to the position of Head of Technical Production and Safety Department of the Company. 3. Stop assigning the responsibility and concurrent position of Head of the Geological Hot Mineral Center to Mr. Luu Tien Quynh, Head of the Company's Human Resources Department. 4. Mobilize and appoint Mr. Nguyen Duc Luan, the Company’s Deputy Head of Geology Department to the Geological Hot Mineral Center to hold the position of Head of the Geological Hot Mineral Center.  * Approve the outsourcing of exploration drilling for the plan on the exploration drilling on the ground in 2023 to serve the exploitation - Vinacomin - Mining Geology Joint Stock Company |
| 21 | No. 21/2023/NQ-HDQT | September 08, 2023 | Approve the following contents:   * Approve the Regulations on selecting suppliers of goods, products, and services to serve and maintain regular and continuous production and business activities of Vinacomin - Mining Geology Joint Stock Company * Approve the List of positions, leadership positions and equivalent positions of Vinacomin - Mining Geology Joint Stock Company |
| 22 | No. 22/2023/NQ-HDQT | September 13, 2023 | Approve the Plan on reappointing the Managing Director of Vinacomin - Mining Geology Joint Stock Company with the content according to Plan No. 1057/PA-DCM dated September 13, 2023 of the Company. |
| 23 | No. 23/2023/NQ-HDQT | September 13, 2023 | Approve the following contents:   * Approve the adjustments and supplements to the regular repair plan in 2023 * Approve the appointment of Mr. Hoang Kim An to the position of Person in charge of internal audit of the Company. * Approve the arrangement of the Company's organizational model and staff work. |
| 24 | No. 24/2023/NQ-HDQT | October 06, 2023 | Approve the Personnel Plan on carrying out the reappointment of the Company’s Managing Director according to the content of Plan 1165/PA- DCM dated October 6, 2023 of the Company |
| 25 | No. 25/2023/NQ-HDQT | October 06, 2023 | Approve the results of the process and agree to request the competent authority to give opinions on the reappointment of Mr. Ha Minh Tho to the position of the Company’s Managing Director |
| 26 | No. 26/2023/NQ-HDQT | November 27, 2023 | Approve the following contents:   * Approve the reappointment of Mr. Ha Minh Tho as the Company’s Managing Director * Approve the Regulations on Personnel Management and Immigration Regulations of Vinacomin - Mining Geology Joint Stock Company * Approve assigning officials going on business trips abroad. |
| 27 | No. 27/2023/NQ-HDQT | December 22, 2023 | Approve the following contents:   * Approve the Establishment of the Steering Committee to implement tasks related to Decision No. 1263/QD-TTg of the Prime Minister and guiding documents of the Company. * Approve the adjusted investment plan in 2023 of the Company. |

* + Board Decisions:

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| No. | Board Decisions | Date | Contents |
| 1 | No. 16/QD-DCM | January 05, 2023 | Decision on approving the average short-term credit limit in 2023 of Vinacomin - Mining Geology Joint Stock Company |
| 2 | No. 95/QD-DCM | February 06, 2023 | Decision on approving the Investment Plan for 2023 of Vinacomin - Mining Geology Joint Stock Company |
| 3 | No. 111/QD-DCM | February 16, 2023 | Decision on approving the production and business plan for 2023 of Vinacomin - Mining Geology Joint Stock Company |
| 4 | No. 180/QD-DCM | February 3, 2023 | Decision on approving the adjustment of the investment plan for 2023 |
| 5 | No. 250/QD-DCM | March 20, 2023 | Decision on promulgating the Regulation on Occupational Safety and Hygiene of Vinacomin - Mining Geology Joint Stock Company |
| 6 | No. 268/QD-DCM | March 22, 2023 | Decision on promulgating the regulations on clerical and archival work of Vinacomin - Mining Geology Joint Stock Company |
| 7 | No. 271/QD-DCM | March 22, 2023 | Approve the realized salary fund in 2022 of the Company. |
| 8 | No. 423/QD-DCM | April 18, 2023 | Decision on approving the planning of leaders of the Company for the term of 2020 - 2025 (after reviewing and supplementing) and the term of 2025 - 2030. |
| 9 | No. 585/QD-DCM | May 19, 2023 | Decision on approving the plan on deploying the Bonus Fund, Welfare Fund and welfare accounts in 2023 of the Company. |
| 10 | No. 666/QD-DCM | June 6, 2023 | Decision on appointing Mr. Tran Van Toi as Deputy General Managing Director |
| 11 | No. 914/QD-DCM | July 21, 2023 | Decision on promulgating the Regulations on using bonus funds for Managing Directors of the Company |
| 12 | No. 1155/QD-DCM | September 12, 2023 | Decision on promulgating the Regulations on selecting suppliers of goods, products, and services to serve and maintain regular and continuous production and business activities of Vinacomin - Mining Geology Joint Stock Company |
| 13 | No. 1176/QD-DCM | September 18, 2023 | Decision on promulgating the List of equivalent positions of Vinacomin - Mining Geology Joint Stock Company |
| 14 | No. 1178/QD-DCM | September 18, 2023 | Decision on appointing the Person in charge of internal audit of the Company |
| 15 | No. 1555/QD-DCM | November 27, 2023 | Decision on promulgating Regulations on staff management of Vinacomin - Mining Geology Joint Stock Company |
| 16 | No. 1556/QD-DCM | November 27, 2023 | Decision on promulgating the Regulations on Immigration Management for officials and employees of the Company |
| 17 | No. 1565/QD-DCM | November 27, 2023 | Decision on secondment abroad |
| 18 | No. 1568/QD-DCM | November 27, 2023 | Decision on re-appointing the Managing Director of the Company |
| 19 | No. 1723/QD-DCM | December 25, 2023 | Decision on approving the adjusted investment plan in 2023 of the Company |
| 20 | No. 1724/QD-DCM | December 25, 2023 | Decision on the Establishment of the Steering Committee to carry out tasks related to Decision No. 1263/QD-TTg by the Prime Minister and guiding documents of Vinacomin - Mining Geology Joint Stock Company |

1. Supervisory Board:
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 Supervisory Board | Qualification |
| 1 | Ms. Le Thi Kim Dung | Chief | Appointed on January 1, 2016 and re-appointed on April 28, 2021 | Bachelor in Accounting |
| 2 | Mr. Hoang Kim An | Member | Appointed on January 1, 2016 and re-appointed on April 28, 2021 | Bachelor in Accounting |
| 3 | Mr. Nguyen Duc Luan | Member | Appointed on January 1, 2016 and re-appointed on April 28, 2021 | Geological engineer |

1. Executive Board

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| --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Supervisory Board |
| 1 | Mr. Ha Minh Tho | March 3, 1974 | Master of Science in Geotechnical Engineering; Geological engineer | Date of re-appointment: December 1, 2023 |
| 2 | Mr. Pham Van Ngon | September 9, 1964 | Electronic Engineer | Date of re-appointment: January 01, 2021 |
| 3 | Mr. Nguyen Xuan Hue | April 10, 1974 | Master of Science in Geotechnical Engineering; Geological engineer | Appointment date: April 28, 2020 |
| 4 | Mr. Tran Van Toi | April 12, 1983 | Drilling technology engineer | Appointment date: June 6, 2023 |

1. Chief Accountant

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| No. | Full name | Date of birth | Qualification | Date of appointment/dismissal |
| 1 | Ms. Nguyen Thi Hong Lan | September 27, 1973 | Bachelor in Accounting | Date of re-appointment July 1, 2021 |

1. Training on corporate governance:
2. List of related persons of the public company in 2023 and transactions between related persons of the Company and the Company itself
3. Transactions between the Company and related persons of the Company, or between the Company and principal shareholders, PDMR, or related persons of PDMR

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| No. | Name of individual/institution | Relations with the Company | NSH\* No., date of issue, place of issue | Head office address: | Time of transaction with the Company | Approved General Mandate/ Decision of General Meeting or Board Resolution/ Decision No. | Content, quantity, total value of transaction | | | Note |
| Transactions | Quantity (package) | Total value after Value-Added Tax (VND) |
| 1 | Vietnam National Coal and Mineral Industries Holding Corporation Limited | Related organization of PDMR | Business Registration No. 5700100256 Date of issue: October 21, 2014 Place of issue: Hanoi | No. 3 Duong Dinh Nghe Street, Yen Hoa Ward, Cau Giay District, Hanoi | Contract No. 216/HD-DCM-VBG- VIMCC-TKV dated December 19, 2022 | Resolution No. 17/2021/NQ-HDQT dated August 16, 2021. | Mine volume measurements in 2022 | 01 | 14,497,069,420 |  |
| 2 | Vietnam National Coal and Mineral Industries Holding Corporation Limited | Related organization of PDMR | Business Registration No. 5700100256 Date of issue: October 21, 2014 Place of issue: Hanoi | No. 3 Duong Dinh Nghe Street, Yen Hoa Ward, Cau Giay District, Hanoi | Contract No. 103/HD-DCM dated November 10, 2021 | Resolution No. 17/2021/NQ-HDQT dated August 16, 2021. | Store exploration documents using the Scan method | 01 | 991,471,483 |  |
| 3 | Vietnam National Coal and Mineral Industries Holding Corporation Limited | Related organization of PDMR | Business Registration No. 5700100256 Date of issue: October 21, 2014 Place of issue: Hanoi | No. 3 Duong Dinh Nghe Street, Yen Hoa Ward, Cau Giay District, Hanoi | Contract No. 169/HD-DCM-TKV dated October 11, 2022 | Resolution No. 17/2021/NQ-HDQT dated August 16, 2021. | Construct 3LK Suoi Lai Project (JOGMEC) | 01 | 15,591,631,001 |  |
| 4 | Vinacomin Geology and Mineral Resources Joint Stock Company | Related organization of PDMR | Business Registration No, 300424948 Date of issue: September 22, 2004; Place of issue: Ho Chi Minh City | No. 173 Truong Dinh Street, Ward 9, District 3, Ho Chi Minh City | Contract No. 05/HD-DCM dated January 06, 2023 | Resolution No. 17/2021/NQ-HDQT dated August 16, 2021. | Measurements for borehole geophysical (Karota) and sample processing and analysis |  |  |  |
| 5 | Vietnam National Coal And Mineral Industries Holding Corporation Limited | Related organization of PDMR | Business Registration No. 5700100256 Date of issue: October 21, 2014 Place of issue: Hanoi | No. 3 Duong Dinh Nghe Street, Yen Hoa Ward, Cau Giay District, Hanoi | Contract No. 74/HD/2023/DCM-TKV dated June 02, 2023 | Resolution No. 17/2021/NQ-HDQT dated August 16, 2021. | Management and preservation of the historic site of the first coal mining site in Vietnam in 2023 | 01 | 3,186,000,000 |  |
| 6 | Vietnam National Coal And Mineral Industries Holding Corporation Limited | Related organization of PDMR | Business Registration No. 5700100256 Date of issue: October 21, 2014 Place of issue: Hanoi | No. 3 Duong Dinh Nghe Street, Yen Hoa Ward, Cau Giay District, Hanoi | Contract No. 108/HD-DCM dated August 18, 2023 | Resolution No. 17/2021/NQ-HDQT dated August 16, 2021. | Construct 02LK Suoi Lai Project (JOGMEC) | 01 | 7,263,604,623 |  |
| 7 | Vietnam National Coal And Mineral Industries Holding Corporation Limited | Related organization of PDMR | Business Registration No. 5700100256 Date of issue: October 21, 2014 Place of issue: Hanoi | No. 3 Duong Dinh Nghe Street, Yen Hoa Ward, Cau Giay District, Hanoi | Contract No. 132/HD-DCM-VBG- VIMCC-TKV dated September 28, 2023 | Resolution No. 17/2021/NQ-HDQT dated August 16, 2021. | Measurements for mine volume in 2023 | 01 | 13,366,438,518 |  |
| 8 | Vietnam National Coal And Mineral Industries Holding Corporation Limited | Related organization of PDMR | Business Registration No. 5700100256 Date of issue: October 21, 2014 Place of issue: Hanoi | No. 3 Duong Dinh Nghe Street, Yen Hoa Ward, Cau Giay District, Hanoi | Contract No. 123/HD-DCM dated September 14, 2023 | Resolution No. 17/2021/NQ-HDQT dated August 16, 2021. | Store exploration documents using the Scan method | 01 | 762,679,299 |  |
| 9 | Cao Son Coal Joint Stock Company | Related organization of PDMR | Business Registration No. 702053837. Date of issue: August 05, 2020, Place of issue: Quang Ninh Province | Cam Son Ward, Cam Pha City, Quang Ninh Province | Contract No. 5105/HD-TCS-KH dated July 12, 2023 | Resolution No. 17/2021/NQ-HDQT dated August 16, 2021. | Construct demarcation of exploitation boundaries | 01 | 282,079,152 |  |
| 10 | Vietnam National Coal And Mineral Industries Holding Corporation Limited | Related organization of PDMR | Business Registration No. 5700100256 Date of issue: October 21, 2014 Place of issue: Hanoi | No. 3 Duong Dinh Nghe Street, Yen Hoa Ward, Cau Giay District, Hanoi | Contract No. 110/HD/2023/DCM-TKV dated August 28, 2023 | Resolution No. 17/2021/NQ-HDQT dated August 16, 2021. | Planting to improve the environmental landscape, preserve and restore the historical site of Vietnam's first coal mining site | 01 | 838,434,974 |  |
| 11 | Vietnam National Coal And Mineral Industries Holding Corporation Limited | Related organization of PDMR | Business Registration No. 5700100256 Date of issue: October 21, 2014 Place of issue: Hanoi | No. 3 Duong Dinh Nghe Street, Yen Hoa Ward, Cau Giay District, Hanoi | Contract No. 182/HD-DCM dated December 15, 2023 | Resolution No. 17/2021/NQ-HDQT dated August 16, 2021. | Printing and publication of quotations for coal and mineral exploration survey projects | 01 | 169,228,268 |  |

1. Transactions between PDMR of the Company, related person of PDMR and subsidiaries, companies controlled by the Company: None.
2. Transactions between the Company and other entities: None.
3. Share transactions of PDMR and related persons of PDMR (Report 6 months/year).
4. Company’s shares transactions of PDMR and related persons: None.
5. Other significant issues: None.