**KLM: Annual Corporate Governance Report 2023**

On January 04, 2024, Nghe Tinh Non - Ferous Metal Joint Stock Company announced Report No. 07/BC-HDQT on the corporate governance 2023 as follows:

* Name of Company: Nghe Tinh Non - Ferous Metal Joint Stock Company
* Head office: Hop Xuan Block, Quy Hop Town, Quy Hop District, Nghe An Province
* Tel: Fax: Email:hanhkh.klmqh@gmail.com
* Charter capital: VND 38,850,000,000
* Securities code: KLM
* Corporate governance model:
* The General Meeting, Board of Directors, Supervisory Board and Managing Director.
* Internal audit execution: Implemented

1. Activities of the General Meeting:

Information about the meetings and General Mandates/Decisions of the General Meeting (including General Mandates approved by collecting shareholders' ballots):

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| --- | --- | --- | --- |
| No. | General Mandate, Decision No. | Date of issue | Approved contents |
| 1 | No. 03/BB-DHDCD | April 21, 2023 | Meeting minutes of the Annual General Meeting 2023  Approved contents   * Content 1: Report on Production and Business Results in 2022 and the Production and Business Plan for 2023. * Content 2: Audited Financial Statements 2022 * Content 3: Report of the Board of Directors on evaluating the status of the business management in 2022 and the operational plan for 2023 * Content 4: Report on the activities of the Supervisory Board in 2022 * Content 5: Proposal on the remuneration settlement of the Board of Directors, Supervisory Board and Secretariat of the Board of Directors in 2022 and remuneration plan for 2023. * Content 6: Proposal on the selection of the audit company for the Financial Statements 2023. * Content 7: Proposal on canceling the status of a Public Company * Content 8: Proposal on the dismissal of members of the Board of Directors and the Supervisory Board for the 2018-2023 term * Content 9: Elect members of the Board of Directors and the Supervisory Board for the 2023 – 2028 term; * Content 10: Approve the election of the Chair of the Board of Directors and the Chief of the Supervisory Board of the Company for the 2023-2028 term |
| 2 | No. 04/NQ-DHDCD | April 21, 2023 | Annual General Mandate 2023  Approved contents  ‎‎Article 1. Approve the Agenda, Organizational Regulations, and Election Regulations at the 2023 Annual General Meeting.  Article 2: Approve the Report on implementation results of the Annual General Mandate 2022 and the production and business plan for 2023.  ‎‎Article 3. Approve the Audited Financial Statements 2022.  ‎‎Article 4. Approve the Report on evaluating the business management status in 2022 and plan for 2023 of the Board of Directors.  ‎‎Article 5. Approve the Report on activities of the Supervisory Board in 2022  ‎‎Article 6. Approve the Proposal on the remuneration settlement for the Board of Directors, the Supervisory Board, the Secretariat of the Board of Directors in 2022 and the remuneration settlement plan for 2023.  ‎‎Article 7. Approve the proposal on authorizing the Supervisory Board to coordinate with related departments to select an independent audit company under applicable laws to audit the Company’s Financial Statements 2023.  **‎‎**Article 8. Approve the Proposal on canceling the status as a Public Company. The Meeting delegates authority to the Board of Directors and Executive Board to carry out the required dossiers and procedures as stipulated.  ‎‎Article 9. Approve the Proposal on the dismissal of members of Board of Directors and Supervisory Board of the Company in the 2018-2023 term.  ‎‎Article 10. Approve the results of electing members of the Board of Directors and Supervisory Board for the 2023-2028 term.  ‎‎Article 11. Approve the election results for the Chair of Board of Directors andChief of Supervisory Board in the 2023 - 2028 term. |

1. 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 of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Mr. Pham Hong Thinh | Chair of the Board of Directors | April 21, 2023 |  |
| 2 | Mr. Bui Van Tien | Member | April 21, 2023 |  |
| 3 | Mr. Vu Son Hai | Member | April 21, 2023 |  |
| 4 | Mr. Pham Huu Bac | Member | April 21, 2023 |  |
| 5 | Ms. Tran Thi Lan Huong | Member | April 21, 2023 |  |

1. Board Resolutions/Decisions in 2023

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| --- | --- | --- | --- |
| No. | Resolution/ Decision No. | Date | Content |
| 1 | 104/NQ-HDQT | March 01, 2023 | On borrowing funds, utilizing assets as collateral at the Joint Stock Commercial Bank for Investment and Development of Vietnam (BIDV) - Phu Quy Branch. |
| 2 | 105/NQ-HDQT | March 03, 2023 | Board Resolution on approving the 2022 production - business result, the 2023 production and business plan, and some content related to investment in capital construction. |
| 3 | 02/NQ-DHDCD | April 21, 2023 | Board Resolution on electing the Chair of the Board of Directors for the 2023-2028 term |

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment as member of the Supervisory Board | Qualification |
| 1 | Ms. Pham Thanh Hoa | Chief of the Supervisory Board | April 21, 2023 | Bachelor |
| 2 | Ms. Vo Thi Dung | Member | April 21, 2023 | Bachelor |
| 3 | Ms. Dau Thi Quyen | Member | April 21, 2023 | Bachelor |

1. Executive Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Appointment date |
| 1 | Mr. Nguyen Ngoc Nam | September 13, 1967 | Bachelor of Economics | April 16, 2018 |
| 2 | Mr. Tran Van Chien | March 21, 1967 | Electronic engineer | February 01, 2019 |

1. Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Appointment date |
| Mr. Dinh Huu Hanh | October 20, 1967 | Bachelor of Economics | July 15, 2020 |

1. Training on corporate governance
2. List of related persons of the public Company (in 2023) and transactions of related persons of the Company with the Company itself:
3. Transactions between the Company and related persons of the Company; or between the Company and major shareholders, PDMR, related persons of PDMR:
4. Transactions between the Company’s PDMR, related persons of PDMR and subsidiaries, companies controlled by the Company.
5. Transactions between the Company and other entities: None
   1. Transactions between the Company and the company in which members of the Board of Directors, members of the Supervisory Board, Executive Manager (Managing Director) and other managers who have been founding members or members of the Board of Directors and Executive Manager (Managing Director) for the past three (03) years (calculated at the date of reporting).
   2. Transactions between the Company and companies where the related persons of members of the Board of Directors, members of the Supervisory Board, Executive Manager (Managing Director) and other managers who are members of the Board of Directors and Executive Manager (Managing Director).
6. 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 Executive Manager (Managing Director) and other managers.
7. Share transactions of PDMR and related persons of PDMR in 2023
8. Company’s share transactions of PDMR and related persons: