**GAB: Annual Corporate Governance Report 2023**

On January 26, 2024, FLC Mining Investment & Asset Management Joint Stock Company announced Report No. 01/2024/BC-GAB on the Annual Corporate Governance Report 2023 as follows:

* Name of Company: FLC Mining Investment & Asset Management Joint Stock Company
* Head office address: Chau Tu Village, Trieu Loc Commune, Hau Loc District, Thanh Hoa Province
* Phone number: 0378860866 Email: ctcpgab.info@gmail.com
* Charter capital: VND 149,039,870,000
* Securities code: GAB
* Corporate governance model:

The General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the General Manager.

* Internal audit execution: Implemented.

1. Activities of the General Meeting of Shareholders:

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

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandates/Decisions of the General Meeting of Shareholders No. | Date | Content |
| 1 | 01/2023/NQ-DHDCD | January 17, 2023 | The Extraordinary General Mandate 2022:   * Dismiss Mr. Nguyen Duc Cong and Ms. Vu Thi Minh Hue from member of the Board of Directors from January 17, 2023 * Dismiss Ms. Nguyen Thi Thu Hang from member of the Supervisory Board from January 17, 2023 * Elect Mr. Luu Van Thinh and Mr. Vu Anh Tuan to be members of the Board of Directors for the 2020-2025 term from January 17, 2023   After dismissing and appointing, members of the Board of Directors for the 2020-2025 term include:   * + - 1. Mr. Luu Van Thinh       2. Mr. Vu Anh Tuan       3. Ms. Phung Thi Thu Thao * Elect Ms. Le Thi Thanh to be member of the Supervisory Board for the 2020-2024 term from January 17, 2023   After dismissing and additional appointment, members of the Supervisory Board for the 2020-2025 term include:  Ms. Nguyen Thi Thom  Ms. Le Thuy Dung  Ms. Le Thi Thanh |

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Members of the Board of Directors | Position (independent member, non-executive member of the Board of Directors) | Date of appointment/dismissal as members/independent members of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Mr. Luu Van Thinh | Chair of the Board of Directors | January 17, 2023. |  |
| 2 | Mr. Vu Anh Tuan | Member of the Board of Directors | January 17, 2023. |  |
| 3 | Ms. Phung Thi Thu Thao | Member of the Board of Directors | February 03, 2020. |  |
| 4 | Mr. Nguyen Duc Cong | Chair of the Board of Directors | February 03, 2020. | January 17, 2023 |
| 5 | Ms. Vu Thi Minh Hue | Member of the Board of Directors | April 24, 2020. | January 17, 2023 |

1. Board Resolutions/Board Decisions 2023:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | 01/2023/NQ-HDQT | January 17, 2023 | Elect the Chair of the Board of Directors of the Company |
| 2 | 02/2023/NQ-HDQT | March 31, 2023. | Approve the proposal to resign from the position of General Manager of Ms. Ho Thi Hien |
| 3 | 03/2023/NQ-HDQT | March 31, 2023. | Appoint Mr. Lam Duc Toan to the position of General Manager |
| 4 | 04/2023/NQ-HDQT | March 31, 2023. | Approve the proposal to resign from the position of Chief Accountant of Mr. Nguyen Trung Kien |
| 5 | 05/2023/NQ-HDQT | March 31, 2023. | Appoint Mr. Luong Ngoc Son to the position of Chief Accountant |
| 6 | 05A/2023/NQ- HDQT | March 31, 2023. | Evaluate the Production and Business results |
| 7 | 06/2023/NQ-HDQT | June 05, 2023 | Convene the Extraordinary General Meeting of Shareholders 2023 |
| 8 | 07/2023/NQ-HDQT | July 06, 2023 | Disapprove the recorded list of shareholders to implement the rights to attend the Extraordinary General Meeting of Shareholders 2023 |

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Nguyen Thi Thom | Chief of the Supervisory Board | Appointed on June 17, 2022 | Master of Economics |
| 2 | Le Thuy Dung | Member of the Supervisory Board | Appointed on June 17, 2022 | Bachelor of Laws |
| 3 | Nguyen Thi Thu Hang | Member of the Supervisory Board | Dismissed on January 17, 2023 | Bachelor of Labor Law and Economics |
| 4 | Le Thi Thanh | Member of the Supervisory Board | Appointed on January 17, 2023 | Bachelor of Economics |

1. The Executive Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Mr. Luu Van Thinh | February 27, 1964 | Bachelor | Appointment date: January 17, 2023 |
| 2 | Mr. Lam Duc Toan | October 25, 1974 | Bachelor | Appointment date: February 03, 2020 |
| 3 | Ms. Ho Thi Hien | September 28, 1981 | Bachelor | Dismissal date: April 01, 2023 |
| 4 | Mr. Nguyen Duc Cong | September 07, 1981 | Bachelor | Dismissal date: January 17, 2023 |

1. Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Mr. Luong Ngoc Son | November 19, 1970 | Bachelor | Appointment date: April 01, 2023 |
| Mr. Nguyen Trung Kien | October 18, 1975 | Bachelor | Dismissal date: April 01, 2023 |

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

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | NSH No.\*, Date of issue, Place of issue | Head office address/Contact address | Time of transaction | General Mandate/Decision of the General Meeting of Shareholder No. or Board Resolution/Decision No. (including date of promulgation, if any) | Contents, quantity, total value of transaction | Note |
| None | | | | | | | | |

1. Transactions between PDMR of the Company, affiliated persons of PDMR and subsidiaries or companies controlled by the Company:

|  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relations with PMDR | Position at the listed Company | ID card/Passport No., date of issue, place of issue | Address | Name of subsidiaries or companies controlled by the Listed Company | Time of transaction | Content, quantity, total value of transaction | Note |
| None | | | | | | | | | |

4. Transactions between the Company and other entities:

1. Transactions between the Company and the company in which members of the Board of Directors, members of the Supervisory Board, the Manager (the General Manager) and other managers have been founding members or members of the Board of Directors, the Executive Manager (the General Manager) for the past three (03) years (calculated at the time of reporting): Not incurred during the reporting period.
2. Transactions between the Company and the companies where affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Manager (the General Manager) and other managers are members of the Board of Directors, the Executive Manager (the General Manager): Not incurred during the reporting period.
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, the Manager (General Manager), and other managers Not incurred during the reporting period.
4. Share transactions of PDMR and affiliated persons of PDMR 2023
5. The 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 | | Reasons for increase or decrease (purchase, sell, convert, reward, etc.) |
| Number of shares | Rate | Number of shares | Rate |  |
|  | No transaction incurred | | | | | | |

IX. Other significant issues