**LM3: Annual Corporate Governance 2023**

On January 29, 2024, LILAMA 3 Joint Stock Company announced Report No. 02/2023-BCQT on the Corporate Governance in 2023 as follows:

* Name of listed company: LILAMA 3 Joint Stock Company
* Head office address: No. 86 Tan Xuan Street, Xuan Dinh Ward, Bac Tu Liem District, Hanoi
* Tel: 0243. 818 2554 Fax: 0243. 818 2550 Email: info@lilama3.vn
* Charter capital: VND 51,500,000,000
* Securities code: LM3
* Corporate Governance Model: The General Meeting, Board of Directors, Supervisory Board and Managing Director.
1. Activities of the General Meeting:

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

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| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting | Date | Contents |
| 1  | 04/NQ-DHDCD | May 05, 2023 | 1. Approve the production and business result report in 2022 of the Executive Board and the production and business plan for 2023.
2. Approve the report of the Board of Directors in 2022.
3. Approve the report on activities of the Supervisory Board in 2022.
4. Approve the Audited Financial Statements 2022 (Consolidated and Holding companies’ Financial Statements).
5. Approve the Plan on profit distribution and dividend payment in 2022.
6. Approve the authorization for the Board of Directors to select an audit company for the Financial Statements 2023.
7. Approve the Proposal on the remuneration for members of the Board of Directors, the Supervisory Board, and the Company’s Secretariat for 2023.
8. Approve the Proposal on the amendments and supplements to the Company’s Charter.
9. Approve the private placement plan for debt swap.
10. Approve the dismissal and election of additional members of the Supervisory Board.
11. Approve the Proposal on the acquisition of capital contribution of Dai Nippon Toryo Co., Ltd. and divestment plan at Lilama 3 - Dai Nippon Toryo Company Limited.
12. Approve the additional election results of members of the Supervisory Board for the 2021 2026 term.
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1. Board of Directors
2. Information about members of the Board of Directors:

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| --- | --- | --- | --- |
| No. | Members 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 members/independent member of the Board of Directors |
| Appointment date | Dismissal date |
| Term: 2021- 2026 |
| 1 | Nguyen Tien Thanh | Chair of the Board of Directors | March 08, 2022 |  |
| 2 | Dinh Tien Thanh | Member of the Board of Directors | June 21, 2021 |  |
| 3 | Nguyen Duc Thinh | Member of the Board of Directors | March 31, 2022 |  |
| 4 | Nguyen Hai Phong | Member of the Board of Directors | March 31, 2022 |  |
| 5 | Doan Thanh Tuan | Member of the Board of Directors | March 31, 2022 |  |

1. Board Resolutions/Board Decisions in 2023:

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| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision  | Date | Contents |
| 1 | 01/NQ-HDQT | March 08, 2023 | Board Resolution  |
| 2 | 01/QD-HDQT | March 31, 2023 | Promulgate Appendix II on Salary Regulations for Office Sector of the Company. |
| 3 | 02/NQ-HDQT | April 04, 2023 | Board Resolution |
| 4 | 03/NQ-HDQT | April 28, 2023 | Board Resolution |
| 5 | 04/NQ-HDQT | May 05, 2023 | 1. Approve the production and business result report in 2022 of the Executive Board and the production and business plan for 2023.
2. Approve the Report of the Supervisory Board in 2022.
3. Approve the Report on activities of the Supervisory Board in 2022.
4. Approve the Audited Financial Statements of the Company in 2022 (Consolidated and Holding companies’ Financial Statements).
5. Approve the Plan on profit distribution and dividend payment in 2022.
6. Approve the authorization for the Board of Directors to select an audit company to audit the Financial Statements 2023.
7. Approve the Proposal on the remuneration for members of the Board of Directors, the Supervisory Board, and the Company’s Secretariat for 2023.
8. Approve the Proposal on the amendment and supplement to the Company’s Charter.
9. Approve the private placement plan for debt swap.
10. Approve the dismissal and election of additional members of the Supervisory Board.
11. Approve the Proposal on the acquisition of capital contribution of Dai Nippon Toryo Co., Ltd. and the divestment plan at Lilama 3 - Dai Nippon Toryo Company Limited.
12. Approve the additional election results of members of the Supervisory Board for the 2021 - 2026 term.
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| 6 | 05/NQ-HDQT | December 27, 2023 | Approve the transfer of 2% of charter capital owned by Lilama 3 - Dai Nippon Toryo Company Limited. |
| 7 | 06/NQ-HDQT | December 29, 2023 | Approve the content of adjusting the production and business plan targets in 2023. |
| 8 | 07/NQ-HDQT | December 29, 2023 | Approve the extension of the credit contract 2023. |

1. Supervisory Board:
2. Information about members of the Supervisory Board

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| --- | --- | --- | --- | --- |
| No. | Members of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Ta Nhu Dien | Chief of the Supervisory Board | May 05, 2023 | Bachelor |
| 2 | Hoang Trong Kim | Member | March 31, 2022 | Engineer |
| 3 | Dang Anh Tuan | Member | May 05, 2023 | Engineer |
| 4 | Ha Thi Thanh Huyen | Chief of the Supervisory Board | April 27, 2023 | Bachelor |

1. The Executive Board:

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| --- | --- | --- | --- | --- | --- |
| No. | Members of The Executive Board | Position | Date of birth | Qualification | Date of appointment/dismissal as member of the Supervisory Board |
| 1 | Dinh Tien Thanh | Managing Director | December 06, 1981 | Construction Engineer | September 5, 2019 |
| 2 | Nguyen Tang Phuong | Deputy Managing Director | January 23, 1965 | Construction Engineer | October 01, 2007 |
| 3 | Nguyen Hai Phong | Deputy Managing Director | December 04, 1974 | Bachelor in Economics | September 05, 2019 |

1. The Chief Accountant:

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Appointment/dismissal date |
| Nguyen Duc Thinh | August 14, 1987 | Bachelor in Accounting and Finance | September 12, 2019 |

1. Training on corporate governance:
2. List of related persons of the listed company in accordance with Clause 34, Article 6 of the Law on Securities and transactions between related persons of the Company and the Company itself
3. Transactions between the Company and its related persons; or between the Company and major shareholders, PDMR, related persons of PDMR: None
4. Transactions between PDMR of the listed company, related persons of PDMR and subsidiaries or companies controlled by the listed company: None
5. Transactions between the Company and other entities:
	1. Transactions between the Company and companies in which members of the Board of Directors, members of the Supervisory Board and Managing Director have been founding members or members of the Board of Directors or Managing Director for the past three (03) years: None
	2. Transactions between the Company and the companies where the related persons of members of the Board of Directors, members of the Supervisory Board and Managing Director who are members of the Board of Directors and Managing Director: None
	3. 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 and Managing Director: None
6. Share transactions of PDMR and related persons of PDMR:
7. Listed company’s share transactions of PDMR and related persons of PDMR: None
8. Other significant issues: