**AMD: Annual Corporate Governance Report 2023**

On January 30, 2024, FLC Stone Mining and Investment Joint Stock Company announced Report No. 04/2024/BC-FS on the corporate governance in 2023 as follows:

* Name of company: FLC Stone Mining and Investment Joint Stock Company
* Head office address: Floor 3, FLC Landmark Tower, Le Duc Tho Street, My Dinh 2 Ward, Nam Tu Liem District, Hanoi
* Tel: 024.3292 9222 Fax: 024.3291 9222
* Charter capital: VND 1,635,048,740,000
* Securities code: AMD
* Corporate Governance Model: Under Point a Section 1 Article 137 of the Law on Enterprises 2020, including: The General Meeting, Board of Directors, Supervisory Board and Managing Director.
* Internal audit: Implemented
1. Activities of the General Meeting:

Information about 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 of the General Meeting  | Date | Contents |
| 1 | Extraordinary General Mandate No. 59/2023/NQ-DHDCD-FS  | May 30, 2023 | * Approve the dismissal of the position of member of the Company's Supervisory Board for Ms. Pham Thi Thu, Ms. Tran Thi My Dung and Ms. Dang Thi Thuy Lien from May 30, 2023
* Approve the change of head office address of the Company
* Approve the change of title of the legal representative of the Company.
* Approve the amendment to the Company's Charter
* Approve the assignment and authorization of the Board of Directors/Legal Representative of the Company to implement General Mandates approved by the General Meeting
* Approve the policy of restructuring and handling existing problems in the financial operations of FLC Stone Mining and Investment Joint Stock Company in the period from 2015 to present and authorize the implementation of tasks under the authority of the General Meeting to the Board of Directors and Board of Management
* Add Ms. Tran Thi Huong to hold the position of member of the Board of Directors of the Company in the term of 2022 - 2027 from May 30, 2023
* Add Ms. Nguyen Thi Thom, Ms. Nguyen Thi Kim Hoa, Ms. Nguyen Thi My Le to hold the positions of members of the Company's Supervisory Board in the term of 2022 - 2027, from May 30, 2023
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1. Board of Directors (Report of 2023):
2. Information about members of the Board of Directors:

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| --- | --- | --- | --- |
| 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 member of the Board of Directors |
| Appointment date | Dismissal date |
| 1 | Mr. Nguyen Duc Cong | Chair of the Board of Directors | April 25, 2021 | May 31, 2023 |
| Member of the Board of Directors | April 27, 2020 |  |
| Permanent Vice Chair of the Board of Directors | May 31, 2023 |  |
| 2 | Mr. Bui Van Ngoc | Member of the Board of Directors | June 16, 2022 |  |
| 3 | Ms. Vu Thi Minh Hue | Non-executive member of the Board of Directors | June 16, 2022 |  |
| 4 | Mr. Nguyen Cong Lai | Independent member of the Board of Directors | June 16, 2022 |  |
| 5 | Ms. Tran Thi Huong | Chair of the Board of Directors | May 31, 2023 |  |

1. Board Resolutions/Decisions (Report of 2023):

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| No. | Resolution/Decision  | Date | Contents |
| 1 | 02/2023/NQ-HDQT-FS | January 7, 2023 | Appoint the Deputy Managing Director of the Company |
| 2 | 10/2023/NQ-HDQT | February 20, 2023 | Convene an Extraordinary General Meeting 2023 |
| 3 | 16/2023/NQ-HDQT-FS | March 7, 2023 | Change the Head of the company's branch in Thanh Hoa |
| 4 | 27/2023/NQ-HDQT | April 12, 2023 | Organize the second extraordinary General Meeting in 2023 |
| 5 | 30/2023/NQ-HDQT | April 24, 2023 | Extend the convening date of the Annual General Meeting 2023 |
| 6 | 37/2023/NQ-HDQT | April 27, 2023 | Amend contents and documents of the Extraordinary General Meeting 2023 |
| 7 | 43/2023/NQ-HDQT | May 6, 2023 | Organize the third Extraordinary General Meeting in 2023 and update and supplement documents for the Extraordinary General Meeting 2023 |
| 8 | 59A/2023/NQ-HDQT | May 29, 2023 | Amend documents of the Extraordinary General Meeting in 2023 |
| 9 | 55/2023/NQ-HDQT | May 31, 2023 | Approve the proposal on resigning from the position of Chair of the Board of Directors of Mr. Nguyen Duc Cong |
| 10 | 56/2023/NQ-HDQT | May 31, 2023 | Appoint Ms. Tran Thi Huong as the Chair of the Board of Directors |
| 11 | 57/2023/NQ-HDQT | May 31, 2023 | Appoint Mr. Nguyen Duc Cong - member of the Board of Directors to hold the position of Permanent Vice Chair of the Board of Directors |
| 12 | 58/2023/NQ-HDQT | May 31, 2023 | Change the legal representative of the Company |
| 13 | 67/2023/NQ-HDQT | June 21, 2023 | Dismiss Mr. Nguyen Cong Tuan from the position of Deputy Managing Director |
| 14 | 76/2023/NQ-HDQT | July 26, 2023 | Appoint Ms. Hoang Thanh Phuong as Deputy Managing Director of the Company  |
| 15 | 86/2023/NQ-HDQT | August 30, 2023 | Dismiss Ms. Ho Thi Hien from the position of Managing Director of the Company  |
| 16 | 87/2023/NQ-HDQT | August 30, 2023 | Dismiss Mr. Nguyen Trung Kien from the position of the Chief Accountant of the Company |
| 17 | 88/2023/NQ-HDQT | August 30, 2023 | Appoint Mr. Le Anh Tuan as the Managing Director of the Company |
| 18 | 89/2023/NQ-HDQT | August 30, 2023 | Appoint Mr. Vu Quang Hai as Chief Accountant of the Company |
| 19 | 90/2023/NQ-HDQT | August 30, 2023 | Change the legal representative of the Company |
| 20 | 95/2023/NQ-HDQT | September 6, 2023 | Approve the use of the Company's assets as collateral to secure loans at Vietnam - Russia Joint Venture Bank |
| 21 | 96/2023/NQ-HDQT | September 6, 2023 | Approve the loan plan for production and business activities of the Company |
| 22 | 115/2023/NQ-HDQT | November 14, 2023 | Divest at Decohouse Joint Stock Company |
| 23 | 120/2023/NQ-HDQT | November 20, 2023 | Adjust the organizational structure chart and personnel title system of departments and divisions under the Company |
| 24 | 121A/2023/NQ-HDQT | December 4, 2023 | Appoint representatives of the Company's capital contribution at subsidiaries and joint ventures  |

1. Supervisory Board (Report of 2023):
2. Information about the 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 | Ms. Pham Thi Thu | Chief of the Supervisory Board | Dismissed on May 30, 2023 | Bachelor in Economics |
| 2 | Ms. Tran Thi My Dung  | Member of the Supervisory Board | Dismissed on May 30, 2023 | Bachelor in Economics |
| 3 | Ms. Dang Thi Thuy Lien | Member of the Supervisory Board | Dismissed on May 30, 2023 | Bachelor in Accounting |
| 4 | Ms. Nguyen Thi Thom | Chief of the Supervisory Board | Appointed on May 31, 2023 | Master of Economics |
| 5 | Ms. Nguyen Thi Kim Hoa | Member of the Supervisory Board | Appointed on May 30, 2023 | Diploma in Accounting |
| 6 | Ms. Nguyen Thi My Le | Member of the Supervisory Board | Appointed on May 30, 2023 | Bachelor in Laws |

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 Executive Board |
| 1 | Ms. Ho Thi Hien | September 28, 1981 | Bachelor in Business Administration | Dismissed from the position of the Managing Director from August 30, 2023 |
| 2 | Mr. Nguyen Cong Tuan | November 18, 1978 | Bachelor in Economics | Dismissed as the Deputy Managing Director on June 30, 2023 |
| 3 | Mr. Le Anh Tuan | June 28, 1980 | Bachelor in Business Administration | Appointed as Managing Director on August 30, 2023 |
| 4 | Ms. Hoang Thanh Phuong | December 21, 1983 | Bachelor in Business Administration | Appointed as the Deputy Managing Director on July 26, 2023 |

1. Chief Accountant

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Nguyen Trung Kien | October 18, 1975 | Bachelor in Accounting | Dismissed on August 30, 2023 |
| Vu Quang Hai | May 30, 1990 | Master of Economics | Appointed on August 30, 2023 |

1. Training on corporate governance:
2. List of related persons of the public company (Report of 2023) and transactions between the 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 principal shareholders, PDMR, or related persons of PDMR

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| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organizations/individuals | 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 No. or Board Resolution/Decision No. (including date of promulgation, if any) | Content, quantity, total value of transaction | Note |
| 1 | Van Xuan Construction Commerce and Import - Export Joint Stock Company | Subsidiaries | Enterprise Registration Certificate No. 0107369657, issued on March 24, 2016, issued by Hanoi Department of Planning and Investment | 9th floor, Suced Building, 108 Nguyen Hoang, My Dinh 2 Ward, Nam Tu Liem, Hanoi | January 2023 |  | Import and purchase goods, Total value is VND 25,483,087,634  |  |

1. Transactions between Company’s PDMR, related persons of PDMR and subsidiaries or companies controlled by the Company None.
2. 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, the Manager (the Managing Director) and other managers 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). None.
	2. Transactions between the Company and companies in which related persons of members of the Board of Directors, members of the Supervisory Board, Executive Manager (Managing Director) and other managers are members of the Board of Directors or Executive Manager (the Managing Director): None.
	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, Executive Manager (Managing Director) and other managers: None.
3. Share transactions of PDMR and related persons of PDMR (Report of 2023):
4. Transaction of PDMR and related persons related to the Company’s shares: None.
5. Other significant issues None