**CMK: Annual Corporate Governance Report 2023**

On January 29, 2023, Vinacomin - MaoKhe Mechanical Joint Stock Company announced Report No. 266/BC-CKMK on the corporate governance situation in 2023, as follows:

* Name of company: Vinacomin - MaoKhe Mechanical Joint Stock Company
* Head office address: Quang Trung District, Mao Khe Ward, Dong Trieu Town, Quang Ninh Province
* Tel: 0333871312 Fax: 0333871 387 Email:
* Charter capital: VND 14,325,870,000.
* Securities code: CMK
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the Manager.
* Internal audit execution 2023: Unimplemented

1. Activities of the General Meeting of Shareholders

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

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| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | 46/NQ-CKMK | 1 May 02, 2023 | 1. Approve the Report on production and business results in 2022 and the production and business plan for 2023; 2. Approve the Report on activities of the Board of Directors in 2022. 3. Approve the Audited Financial Statement 2022. Plan on profit distribution and appropriation for funds 2022. Dividend payment of 2022 4. Approve the remuneration, salary settlement for the Board of Directors, the Supervisory Board and managers in 2022 and settlement plan for 2023. 5. Report on transaction contracts between the Company and businesses and affiliated persons in 2023. 6. Approve the Report of the Supervisory Board on supervising activities of the Board of Directors, Executive Manager and managers in 2022 and Appraisal Report of the Financial Statements 2022. 7. Approve the proposal on the selection of an audit company to audit the Financial Statements 2023. |

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

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| --- | --- | --- | --- | --- |
| No. | Member 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 Trong Tot | Non-Executive member of the Board of Directors | May 26, 2020 | July 31, 2023 |
| 2 | Mr. Pham Dang Phu | Non-Executive member of the Board of Directors | August 01, 2023 |  |
| 3 | Mr. Nguyen Hai Long | The member Board of Director, Manager | May 26, 2020 |  |
| 4 | Pham Xuan Phi | The member Board of Director, Manager | August 01, 2023 | July 31, 2023 |
| 5 | Mr. Dang Van Phoi | Member of the Board of Directors | May 26, 2020 |  |
| 6 | Mr. Vuong Quoc Ha | Deputy Director | May 26, 2020 |  |
| 7 | Mr. Do Van Hinh | Non-Executive member of the Board of Directors | May 26, 2020 |  |

* Mr. Pham Dang Phu replaces Mr. Nguyen Trong Tot as Chair of the Board of Directors from August 1, 2023.
* Mr. Pham Xuan Phi replaces Mr. Nguyen Hai Long as a member of the Board of Directors, Director of the Company from August 1, 2023.

1. Board Resolutions/Board Decisions:

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| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | 37/NQ-CKMK | January 12, 2023 | 1. Approve the liquidation of fixed assets. 2. Approve the Company's main production and business targets for 2023. 3. Approve the draft of the Financial Regulations of the Company 4. Implement periodic reports in 2023 |
| 2 | 38/NQ-CKMK | January 12, 2023 | Approve the plan to organize the Annual General Meeting of Shareholders 2023 |
| 3 | 39/NQ-CKMK | February 08, 2023 | Approve the content of the Board of Directors meeting to approve the staff appointment plan |
| 4 | 40/NQ-CKMK | February 08, 2023 | Approve the content of the Board of Directors meeting through the results of implementing the staff appointment process |
| 5 | 41/NQ-CKMK | February 08, 2023 | 1. Approve the Company's 2023 Construction Investment Plan 2. Approve the production and business plan in 2023 of the Company 3. Implement a number of administrative management tasks. |
| 6 | 42/NQ-CKMK | March 27, 2023 | 1. Approve additional approval of the Company's 2023 Construction Investment Plan. 2. Approve the planning for leadership staff for the period 2020-2025 after additional review and the period 2025-2030. 3. Approve the salary fund realized in 2022 4. Review the preparations for the Annual General Meeting of Shareholders 2023 5. Financial monitoring report for 12 months, 2022 |
| 7 | 43/NQ-CKMK | April 10, 2023 | 1. Approve the capital mobilization plan and loan authorization in 2023 2. Review reported data for the Q1/2023 |
| 8 | 44/NQ-CKMK | April 10, 2023 | Approve the appointment of the General Manager of the Company |
| 9 | 45/NQ-CKMK | April 18, 2023 | 1. Adjust the time to hold the Annual General Meeting of Shareholders 2023 2. Approve the Agenda, Meeting Notice and reports, voting content at the Annual General Meeting of Shareholders 2023 |
| 10 | 47/NQ-CKMK | June 15, 2023 | 1. Production and business results in the first 6 months of the year and production and business plan for the last 6 months of 2023. 2. Approve the Financial Management Regulations of Vinacomin - MaoKhe Mechanical Joint Stock Company 3. Approve the plan for average short-term credit limits and some financial rate of the Company in 2023 4. On profit distribution and dividend payment plan in 2022 |
| 11 | 48/NQ-CKMK | July 12, 2023 | 1. On personnel of the Company's Supervisory Board and the organization of an extraordinary General Meeting of Shareholders to elect additional Supervisory Board of the Company 2. On the performance of production and business in June and 6 months of 2023, resolving the Company's debts and some other aspects of management work |
|  | 49/NQ-CKMK | July 31, 2023 | Approve the staff appointment process |
| 12 | 50/NQ-CKMK | July 31, 2023 | On the dismissal and appointment of the Company Director. |
| 13 | 51/NQ-CKMK | July 31, 2023 | On the dismissal and appointment of members of the Board of Directors and Directors. |
| 14 | 52/NQ-CKMK | July 31, 2023 | on dismissal and appointment as Chair of the Board of Directors. |
| 15 | 53/NQ-CKMK | July 31, 2023 | Approve of the results of the election of Chair of the Board of Directors. |
| 16 | 54/NQ-CKMK | August 08, 2023 | 1. Assign tasks to the members of the Board of Directors 2. On operating solutions to complete the plan 2023 3. On the plan to perfect the Company's organization 4. Implement human resource work and strengthen the Supervisory Board. |
| 17 | 55/NQ-CKMK | September 08, 2023 | Approve business results in August and mission directions for September 2023 |
| 18 | 56/NQ-CKMK | September 08, 2023 | Approve the plan on holding the Extraordinary General Meeting of Shareholders 2023 |
| 19 | 57/NQ-CKMK | September 08, 2023 | Approve to taking loan authorization |
| 20 | 58/NQ-CKMK | September 18, 2023 | 1. Approve the results of production and business implementation in 7 months and expected implementation in 2023 2. Assign the Director to handle the Company's inventory |

1. The Supervisory Board (Annual Report 2021)
2. Information on 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 | Mr. Le Hong Quang | Chief of the Supervisory Board | May 26, 2020 | Economic engineer |
| 2 | Ms. Nguyen Thi Lan Anh | Chief of the Supervisory Board | November 04, 2023 | Bachelor of Economics |
| 3 | Mr. Dinh Mai Lam | Member | May 26, 2020 | Mechanical Engineer |
| 4 | Mr. Nguyen Dai Duong Anh | Member | May 26, 2020 | Mechanical Engineer |

* Ms. Nguyen Thi Lan Anh, Chief of the Supervisory Board, replaces Mr. Le Hong Quang from November 4, 2023. Mr. Le Hong Quang retired according to State regulations.

1. The 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 | Pham Xuan Phi | June 04, 1969 | Master of Dynamic Mechanical Engineer | Appointed on August 01, 2023 |
| 2 | Vuong Quoc Ha | August 10, 1978 | Master of Dynamic Mechanical Engineer | Appoint on May 01, 2017 |
| 3 | Do Xuan Vung | December 21, 1983 | Master of Dynamic Mechanical Engineer | Appoint on April 10, 2023 |

* Mr. Pham Xuan Phi was appointed Manager to replace Mr. Nguyen Hai Long from August 1, 2023.

1. Chief Accountant.

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification: | Date of appointment / dismissal |
| Bui Thi Khanh Ha | October 06, 1985 | Bachelor of Financial Accounting | September 07, 2022 |

1. Training on corporate governance
2. List of affiliated persons of the public Company and transactions between the affiliated persons 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 None
4. Transactions between Company’s PDMR, affiliated persons of PDMR and subsidiaries or companies controlled by the Company None
5. Transactions between the Company and other entities
   1. Transactions between the Company and the Company where the Chair of the Board of Directors of the Company is the Chair of the Board of Directors of the company in 2023:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Unit name/Contract number | Contract content: | Value of the contract: | Note |
| I | Vinacomin - Ha Lam Coal JSC |  |  |  |
| 1 | Contract No. 101/2023/HDMB dated February 24, 2023 | Supply ladders and chain locks MC 520/40 | 134,300,000 |  |
| 2 | Contract No. 207/2023/HDMB dated April 5, 2023 | Supply smoke screening of all kinds | 550,430,000 |  |
| II | Vinacomin - Vang Danh Coal JSC | |  |  |
| 1 | Contract No. 244/HD-TVD- KH dated February 28, 2023 | Supply scraper chains and spare parts for Skat 80 scraper chains | 3,448,285,632 |  |
| 2 | Contract No. 264/HD-TVD-KH dated March 3, 2023 | Repair XD 0.32 underground rock excavator | 494,355,799 |  |
| 3 | Contract No. 652/TVD-KH dated June 01, 2023 | Supply scraper chains and spare parts for Skat 80 scraper chains | 3,902,678,400 |  |
| 4 | Contract No. 777/TVD-KH dated June 29, 2023 | Repair 12-900AT battery electric trains | 386,088,145 |  |
| III | Vinacomin - DeoNai Coal JSC |  |  |  |
| 1 | Contract No. 03.05.19/HD-TDN dated March 29, 2023 | Move, repair, install bran tape 2 | 440,634,564 |  |

* 1. Transactions between the Company and companies executed by the affiliated people of members of the Board of Directors, members of the Supervisory Board, the Manager (the General Manager) and other managers who are members of the Board of Directors, the Executive Manager (the General Manager). None
  2. 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 the Manager (General Manager) and other managers: None

1. Share transactions of PDMR and affiliated persons of PDMR (report 6 months/year).
2. Company’s share transactions between PDMR and affiliated persons: None
3. Other significant issues: None