**HLC: Annual Corporate Governance Report 2023**

On January 30, 2024, Vinacomin - HaLam Coal JSC announced Report No. 04/BC-HDQT on the corporate governance in 2023 as follows:

* Name of Company: Vinacomin - HaLam Coal JSC
* Head office address: No. 1, Tan Lap Street, Ha Long City, Quang Ninh Province
* Tel: 0203 3825339; Fax: (0203) 3821 203; Email:halamcoal@vnn.vn
* Charter capital: VND 254,151,990,000
* Securities code: HLC
* Corporate Governance Model:

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

* Internal audit execution: The person in charge of internal audit has been appointed.
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 Mandates/Decisions of the General Meeting of Shareholders No. | Date | Content |
| 1 | 01/NQ-DHDCDTN | April 25, 2023 | The General Meeting of Shareholders 2023 approved the following contents:1. Report on production and business results in 2022; production and business plan for 2023; dividend payment level in 2022; Expected dividend payment in 2023 ≥ 6%/charter capital.
2. Audited Financial Statement in 2022.
3. Profit distribution in 2022: In which the rate of dividend payment in 2022 was 8%/charter capital
4. Remuneration level paid in 2022; Expected remuneration in 2023; salaries of managers in 2022 and salary plan of managers in 2023.
5. Report of the Board of Directors on governance and operating results of the Board of Directors in 2022, and operating directions of the Board of Directors in 2023.
6. Report of the Supervisory Board on the Company's business results; on the performance of the Board of Directors, the Manager, and other managers in 2022.
7. Report on the activities of the Supervisory Board in 2022, the direction of activities in 2023, Report of the Supervisory Board on the appraisal of business reports and financial reports in 2022

(viii) Report of the Supervisory Board on suggesting the General Meeting to select a list of companies to audit the Company's financial statements 20231. Approve the dismissal of 01 member of the Board of Directors.
2. Approve the contract and transaction report in 2023 with affiliated persons under the authority of the General Meeting of Shareholders.
3. Report on the results of election of members of the Board of Directors and the Supervisory Board Term IV

\* Inform the Congress about the affiliated persons of PDMR |

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 | Date of appointmentDate of dismissal as member of the Board of Directors |
| Appointment date | Dismissal date |
| 1 | Nguyen Trong Tot | Chair of the Board of Directors (Non-executive) | Appointed at the Annual General Meeting of Shareholders 2023 from April 25, 2023 (Term of 2023-2028) |  |
| 2 | Vu Ngoc Thang | Member of the Board of Directors, Manager | Appointed at the Annual General Meeting of Shareholders 2023 from April 25, 2023 (Term of 2023-2028) |  |
| 3 | Truong Ngoc Linh | Member of the Board of Directors |  | Dismissed as member of the Board of Directors from the on April 25, 2023 |
| 4 | Dinh Trung Kien | Member of Board of Directors, Deputy Manager | Appointed at the Annual General Meeting of Shareholders 2023 from April 25, 2023 (Term of 2023-2028) |  |
| 5 | Nguyen Van Son | Member of the Board of Directors | As above |  |
| 6 | Mai Huy Trung | Independent member of the Board of Directors | As above |  |

1. Board Resolutions/Board Decisions:

(Details in attached Appendix No. 01)

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

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| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment | Qualification |
| 1 | Mr. Luong Xuan Quang | Chief | Appointed at the Annual General Meeting of Shareholders 2023 from April 25, 2023 (Term of 2023-2028) | Master of Industrial Economics;Bachelor of Economics |
| 2 | Mr. Trinh Xuan Khoa | Member | Dismissed as member of the Supervisory Board from the on April 25, 2023 | Bachelor of Economics - Accounting |
| 3 | Mr. Truong Ngoc Linh | Member | Appointed at the Annual General Meeting of Shareholders 2023 from April 25, 2023(Term of 2023-2028) | Master of Mining |
| 4 | Ms. Tran Thi Ngan | Member | Appointed at the Annual General Meeting of Shareholders 2023 from April 25, 2023(Term of 2023-2028) | Bachelor of Economics - Accounting |

1. The Executive Board of Managers

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| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Vu Ngoc Thang | December 9, 1979 | Mining Engineer | Appointed on June 08, 2021 |
| 2 | Truong Ngoc Linh | September 13, 1976 | Mining engineer; Master of Mining | Appointed on October 1, 2006, dismissed on April 1, 2023 |
| 3 | Dinh Trung Kien | March 12, 1982 | Mining engineer;Master in Economic Management | Appointed on July 2, 2017 |
| 4 | Nguyen Van Son | April 18, 1967 | Electronic Engineer | Appointed on May 1, 2013, dismissed on May 1, 2023 |
| 5 | Cao Viet Phuong | December 23, 1978 | Mining engineer; Bachelor of Business Administration in Industry and Construction; Master of Economic Management | Appointed on May 1, 2010 |
| 6 | Bui Thanh Doan | June 28, 1980 | Mining Engineer | Appointed on July 25, 2023 |

1. The Chief Accountant

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Appointment date |
| Vu Thi Kim Thanh | October 15, 1974 | Bachelor of Economics majoring in Accounting; Master of economic management | Appointed on May 4, 2016 |

1. Training on corporate governance:
2. List of related person of the public Company and transactions between the related 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 and affiliated persons of PDMR: None
4. Transactions between PDMR of the Company, affiliated persons of PDMR and subsidiaries, companies controlled by the Company: None
5. Transactions between the Company and other entities.
	1. Transactions between the Company and the companies in which members of the Board of Directors, members of the Supervisory Board, the Manager and other managers have been being founding members or members of the Board of Directors, the Executive Manager for the past three (03) years (calculated at the time of reporting): None.
	2. Transactions between Company and company that affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Manager and other managers are members of the Board of Directors, the Executive Manager:

Transactions between the Company and the company where members of

Vietnam National Coal & Mineral Industries Holding Corporation Limited (including branches under the Corporation such as: Hon Gai Coal Selection Company - Vinacomin, Cam Pha Logistics Company - Vinacomin, Environment Company Limited - TKV, Mine Construction Company - TKV): Coal purchase and sale contracts in 2023 reached VND 3,335 billion; Wastewater treatment and hazardous waste treatment contracts reached VND 13.4 billion; Mining outsourcing contract with the value of VND 52 billion.

(ii) Mao Khe Mechanical Joint Stock Company-Vinacomin: Contracts for purchasing and selling materials with a value of VND 1.07 billion.

* 1. 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, the Manager and other managers: None
1. Share transactions between PDMR and affiliated persons of PDMR
2. Company’s shares transactions between PDMR and affiliated persons: None
3. Other significant issues: None

APPENDIX 01

SUMMARY OF BOARD RESOLUTIONS IN 2023

|  |  |  |  |
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| No. | Resolution No. | Date | Content |
| 1 | 85/K3/NQ-HDQT | January 3, 2023 | 1. Approve adjustments to several key indicators of the Company's production and business plan for 2022;
2. Approve several key indicators of the Company's Production and Business Plan 2023 (temporary);
3. Approve the settlement of remuneration and bonuses in 2021 for TKV's representatives at the Company;
4. Approve the labor productivity levels, salary levels, and salary gap coefficients for contracting several key jobs in 2023;
5. Review personnel to audit independent members of the Board of Directors;
6. Adjust the assignment of tasks in the Company's Board of Directors;
7. Issue the plan to organize the Annual General Meeting of Shareholders 2023;
8. Approve credit targets and authorize the Company to borrow capital and mobilize capital to serve production and business in 2023;
9. Provide comments on data included in reports prepared for the end of 2022.
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| 2 | 86.1/K3/NQ-HDQT | February 9, 2023 | Approve the capital mobilization plan, and main financial targets (temporary) and authorize the Manager - Legal Representative to borrow capital to serve production and business in 2023 |
| 3 | 86.2/K3/NQ-HDQT | February 9, 2023 | 1. Approve several key targets of the Company's Production and Business Plan 2023 (to submit to the Annual General Meeting of Shareholders 2023);
2. Approve and approve the Company's Investment Plan 2023;
3. Report on implementation of notification of audit results of the State Audit Office of Vietnam;
4. Introduce personnel of the Board of Directors and the Supervisory Board in the term of 2023-2028 to nominate and elect at the Company's Annual General Meeting of Shareholders 2023.
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| 4 | 87/K3/NQ-HDQT | February 22, 2023 | 1. On permission to send officials to join TKV's delegation in Japan
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| 5 | 88/K3/NQ-HDQT | March 15, 2023 | 1. Approve the plan to pay additional salaries for the bidding package under Contract No. 423/HD-HLC dated May 26, 2021;
2. Approve the content of the Investment Project for Production in 2023;
3. Approve the content of the investment project in equipment for transporting workers in underground mines;
4. Approval of the Company's leadership plan for the period of 2020 - 2025

(after review and supplementation) and for the period of 2025 – 2030; 1. Give comments on the contents expected to be voted on at the Annual General Meeting of Shareholders to report and seek opinions from all levels according to the regulations (according to Official Dispatch No. 249/TKV-KS dated January 19, 2023 of TKV)
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| 6 | 89.1/K3/NQ-HDQT | March 31, 2023 | 1 Approve the resignation of Mr. Truong Ngoc Linh from the position of Deputy Manager of the Company |
| 7 | 89.2/K3/NQ-HDQT | March 31, 2023 | 1. Approve the salary fund implemented in 2022:
2. Approve additional salary scale system, salary table and salary allowance regime);
3. Report on expected results of production and business performance in Q1, plans for April and Q2/2023;
4. Some contents implemented by the Board of Directors on management work.
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| 8 | 90.1/K3/NQ-HDQT | April 19, 2023 | 1. On the report summarizing the list and introducing nominations and candidates for members of the Board of Directors and the Supervisory Board (Term of 2023-2028);
2. On the adjustment of the Profit Distribution Plan 2022;
3. Approve the adjustment of the Remuneration Plan for the Board of Directors, the Supervisory Board and the Company's management staff salaries in 2023;
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| 9 | 90.2/K3/NQ-HDQT | April 19, 2023 | 1. On listening and giving comments on the Report on resolving employee regimes;
2. On reviewing and reviewing data of Reports presented at the Annual General Meeting of Shareholders 2023; Review the Regulations of the General Meeting, the Election Regulations for the Board of Directors and the Supervisory Board, and other documents expected to be applied at the General Meeting of Shareholders 2023.
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| 10 | 02.1/K4/NQ-HDQT | April 25, 2023 | Approve personnel work (Mr. Nguyen Van Son resigned from the position of Deputy Manager of the Company since May 1, 2023) |
| 11 | 02.2/K4/NQ-HDQT | April 25, 2023 | The Company's Board of Directors agreed on the plan and policy of appointing 02 Deputy Managers from the Company's on-site human resources. |
| 12 | 02.3/K4/NQ-HDQT | April 25, 2023 | * + - 1. Assign tasks to members of the Board of Directors term IV.
			2. The Board of Directors implemented a number of contents on drafting meeting documents.
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| 13 | 03/K4/NQ-HDQT | June 1, 2023 | 1. Approve the Debt Management Regulations: Approve the content of the completed draft regulations according to participating opinions and organize appraisal of the draft Regulations for approval at the next meeting.
2. Approve the average short-term credit norms and some financial coefficients in 2023.
3. Approve the Report on requesting TKV to approve additions to the planning, land use plan, land lease, additional land lease, and requesting to continue leasing land in the area of mineral mine closure.
4. Approve the report on predicting 5-month production and business results and plan for June 2023.
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| 14 | 04/K4/NQ-HDQT | June 17, 2023 | 1 Approve the Plan to implement the appointment process of 02 Deputy Managers of the Company after receiving approval from TKV. |
| 15 | 05/K4/NQ-HDQT | June 17, 2023 | 1. The Company's Board of Directors agreed on the results of implementing the process and reported to the competent authorities to request the appointment of 02 Deputy Managers of the Company. |
| 16 | 06/K4/NQ-HDQT | June 30, 2023 | 1. Approve policies and plans to appoint officials to the position of Chief of Office.
2. Approve completed project settlement for Project on investment and procurement of longwall equipment with chain link mobile hydraulic rack.
3. Approve the project and official transfer of the construction investment plan 2023 for the Project on investment in equipment to carry workers in underground mines.
4. Approve the project and official transfer of the construction investment plan 2023 for the Production Investment project 2023 - Ha Lam Coal Joint Stock Company - Vinacomin.
5. Approve the Company's Debt Management Regulations.
6. Approve the Internal Audit Implementation Report for Q2/2023 of the Person in charge of Internal Audit.
7. Suspend regulations on clerical and archival work
8. Approve the Report on production and business results in 2023 and the business and production plan in 2023 of the Company;
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| 17 | 07.1/K4/NQ-HDQT | July 21, 2023 | The Board of Directors approved and decided to appoint Mr. Bui Thanh Doan - Head of Labor Department to hold the position of Deputy Manager of Ha Lam-Vinacomin Coal Joint Stock Company |
| 18 | 07.2/K4/NQ-HDQT | July 21, 2023 | 1. Approve the list of equivalent positions and positions of officers in the Company
2. Approve the results of implementing the process and personnel to appoint the Chief of Office
3. Approve the Plan for using reward and welfare funds in 2023.
4. Approve the appraisal report and approve the Regulations on clerical and archival work.
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| 19 | 08/K4/NQ-HDQT | October 5,, 2023 | 1. Approve the main targets of production and business plan in 2024.
2. Listen and give comments on the Report on expected results of production and business performance in tQ3, accumulated for the first 9 months of the year, and the plan for Q4/2023 linked in a chain.
3. Approve regulations on selecting suppliers of goods, products, and services to serve and maintain regular and continuous production and business activities in the Company.
4. Approve Regulations on the selection of material suppliers to ensure continuity of production and business activities and maintain regular operations of the Company.
5. Approve the Report on the implementation of the Internal Audit Plan for Q3/2023.
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| 20 | 09/K4/NQ-HDQT | November 28, 2023 | 1. Review regulations on salary management and income distribution. In which: The Company's Board of Directors approved the content of the draft regulations to organize appraisal of the Regulations and consider approval at the next meeting.
2. Review regulations on personnel management. In which: The Company's Board of Directors approved the content of the draft regulations to organize appraisal of the Regulations and consider approval at the next meeting.
3. Approve the 11-month production and business results report and plan for December 2023
4. Approve the Report on Mining Technical Plans for 2023 of the Mining Investment Project below level -50 - Ha Lam Coal Mine - Ha Lam Coal Company.
5. Approve Q3/2023 Report of independent member of the Board of Directors.
6. The Board of Directors implemented a number of management documents of CSH (TKV).
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| 21 | 10/K4/NQ-HDQT | December 27, 2023 | 1. Approve regulations on salary management and income distribution.
2. Approve regulations on personnel management.
3. Approve the Construction Investment Plan 2023 (adjusted).
4. Approve the project and official transfer of the construction investment plan in 2023 for the Production Investment project 2023 - Ha Lam Coal Joint Stock Company - Vinacomin.
5. Approve completed project settlement for: Investment project for production in 2022 - Ha Lam Coal Joint Stock Company - Vinacomin.
6. Approve adjustments to a number of key indicators of the Company's Business Development Plan 2023.
7. Approve the main targets of the Business Development Plan 2024
8. Approve the report on implementation of the plan on monitoring and inspecting the compliance with the law and the compliance with the Owner's decisions in 2023; Decision to issue the 2024 plan.
9. Approve the Internal Audit implementation report for Q4 and 2023; Approve the Internal Audit work plan for 2024.
10. Approve the assessment of the results of implementing the Board of Directors' operational plan program in 2023; Promulgate the Program and Operational Plan of the Board of Directors in 2024.
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