**VDB: Annual Corporate Governance Report 2023**

On January 29, 2024, Dong Bac Transport And Processing Of Coal Joint Stock Company announced Report No. 142/BC-VTCB on the annual corporate governance of the Company in 2023 as follows:

* Name of Company: Dong Bac Transport And Processing Of Coal Joint Stock Company
* Head office address: Area 6B, Cam Thinh Ward, Cam Pha City, Quang Ninh Province.
* Phone number: 02033.866.268, Fax: 02033.865.732
* Charter capital: VND 86,782,380,000
* Securities code: VDB
* Operation model: The General Meeting, Board of Directors, Supervisory Board and Managing Director
* Internal audit: Unimplemented

I. ACTIVITIES OF THE GENERAL MEETING

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate/Decision | Date | Contents |
| 1 | No. 04/NQ-HDQT | February 20, 2023 | Resolution on noticing the record date to record the list of shareholders exercising the rights to attend the General Meeting 2023 |
| 2 | No. 07/NQ-DHDCD | April 12, 2023 | The Annual General Mandate 2023 approved the following contents:   1. Report on the production and business results in 2022, the orientation for production and business tasks in 2023. 2. Approve the Financial statement in 2022 audited by the UHY Auditing and Consulting Company Limited. 3. Report on operation results of the Board of Directors in 2022; operational orientation in 2023. 4. Report on operation results of the Board of Directors in 2022; operational orientation in 2023. 5. Report on remuneration settlement of members of the Board of Directors, the Supervisory Board, person in charge of corporate governance in 2022 and proposal in 2023. 6. The plan to distribute profits, appropriate for funds in 2022 and the plan for 2023. 7. Approve the investment plan for 2023. 8. Approve the Company restructuring project for the period 2021-2025. 9. Approve the selection of the audit company for the Financial Statements 2023. 10. Approve the authorization of the approval of a number of contents under the authority of the General Meeting to the Board of Directors of the Company. 11. Approve the resignation of Directors, list of candidates participating in the supplementary election of Board of Directors members and approve the results of the supplementary election of Board of Directors members for the term 2022-2027. |

II. BOARD OF DIRECTORS

1 Information about the members of the Board of Directors

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment/dismissal as member/independent member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Mr. Trinh Van Thanh | Chair of the Board of Directors | April 04, 2018 |  |
| 2 | Mr. Phuong Kim Mung | Member of the Board of Directors | April 04, 2018 |  |
| 3 | Mr. Nguyen Duy Tien | Member of the Board of Directors | April 25, 2022 |  |
| 4 | Mr. Vu Xuan Hoat | Member of the Board of Directors | April 23, 2019 |  |
| 5 | Mr. Nguyen Van Chi | Member of the Board of Directors | April 23, 2019 |  |

1. Board Resolutions in 2023:

(Appendix 1 attached)

III. SUPERVISORY BOARD:

1 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 | Ms. Nguyen Thi Thu Huong | Chief of the Supervisory Board | May 19, 2023 | Economic Engineer and Business Administration |
| 2 | Mr. Nguyen Long Giang | Member of the Supervisory Board | April 25, 2022 | Bachelor in Business Administration |
| 3 | Ms. Nguyen Thi Nguyet | Member of the Supervisory Board | April 25, 2022 | Bachelor in Accounting |

IV. EXECUTIVE BOARD

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Position | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Mr. Phuong Kim Mung | Company’s Managing Director | March 02, 1971 | Bachelor in Accounting | April 2022 |
| 2 | Mr. Nguyen Duy Tien | Deputy Managing Director | June 12, 1974 | Business Administration | May 2019 |
| 3 | Mr. Phuong Anh Dung | Deputy Managing Director | July 10, 1984 | Automotive Mechanical Engineer | June 2022 |

V. The Chief Accountant

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Full name | Position | Date of birth | Qualification | Date of appointment/dismissal |
| 1 | Ms. Tran Thi Quynh Trang | The Chief Accountant | December 03, 1972 | Economic Engineer | April 2018 |

VI. TRAINING ON CORPORATE GOVERNANCE

VII. List of related persons of the public company and transactions of the related persons of the Company with the Company itself.

1. Transactions between the Company and related persons of the Company; or between the Company and principal shareholders, PDMR, related persons of PDMR: (Appendix III attached)
2. Transactions between Company’s PDMR, related persons of PDMR and subsidiaries or companies controlled by the Company: None.
3. 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, Managing Director

and other managers for the past three (03) years: None.

* 1. Transactions between the Company and the companies that the related persons of members of the Board of Directors, members of the Supervisory Board, Managing Director and other managers: None.
  2. Other transactions of the Company (if any) which can bring material or non-material benefits to members of the Board of Directors and members of the Supervisory Board, Managing Director and other managers: None.

VIII. Share transactions of PDMR and related persons of PDMR in 2023

1. Transaction of PDMR and related persons related to the Company’s shares: None

IX. Other significant issues None

Board Resolutions of Dong Bac Transport And Processing Of Coal Joint Stock Company in 2023

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Decision Number | Date | Contents |
| 1 | 1 | January 06, 2023 | Buy imported coal, build a production and business plan for 2023 |
| 2 | 2 | January 31, 2023 | Sift the finished coal |
| 3 | 3 | February 02, 2023 | Approve the plan to purchase supplies to respond to natural disasters - Search and rescue in 2023 |
| 4 | 4 | February 20, 2023 | Approve the time of the Annual General Meeting 2023 and the record date to exercise the right to attend the Meeting |
| 5 | 5 | February 20, 2023 | Supplement the volume and adjust the unit price of outsourcing waterway transport vehicles |
| 6 | 6 | February 23, 2023 | Approve the plan on regular repair of fixed assets in 2023 |
| 7 | 7 | March 20, 2023 | Consume imported 3C coal dust for customers in 2023 |
| 8 | 8 | March 24, 2023 | Liquidation of the fixed assets |
| 9 | 9 | March 27, 2023 | Buy imported Australia coal, SEAFIGHTER ship |
| 10 | 10 | April 07, 2023 | Resolve the application for resignation of Board of Directors member, application for resignation of Chief of the Supervisory Board (Giang, Chung) |
| 11 | 11 | April 17, 2023 | Buy imported Australia coal |
| 12 | 12 | April 18, 2023 | Approve the investment plan for 2023 |
| 13 | 13 | April 19, 2023 | Accelerated depreciation in 2023 |
| 14 | 14 | April 20, 2023 | Dividends payment in 2022 and the record date to exercise the rights to recieve dividends of 2022 in cash |
| 15 | 15 | May 08, 2023 | Buy imported coal from YUE DIAN 102 ship |
| 16 | 16 | May 18, 2023 | Approve the election results of the Chief of the Supervisory Board for the term 2022 – 2027 |
| 17 | 17 | June 01, 2023 | Buy imported coal from CAPE SEAGULL ship and PIAVIA ship |
| 18 | 18 | June 08, 2023 | Buy imported supplementary coal from CAPE SEAGULL ship and PIAVIA ship |
| 19 | 19 | June 09, 2023 | Select an audit company for the Financial Statements 2023 |
| 20 | 20 | June 21, 2023 | Buy imported coal from ALPHA ship and NAVIOS ship |
| 21 | 21 | June 14, 2023 | Supplement the outsourcing volume for 2023 |
| 22 | 22 | June 29, 2023 | reversal of provision for decline in inventories |
| 23 | 23 | June 30, 2023 | Buy imported coal |
| 24 | 24 | July 03, 2023 | On buying imported coal |
| 25 | 25 | July 11, 2023 | On buying imported coal |
| 26 | 26 | July 14, 2023 | Implement the 2023 investment project |
| 27 | 27 | July 17, 2023 | Borrow capital to maintain production at Vietnam Joint Stock Commercial Bank for Industry and Trade |
| 28 | 28 | July 28, 2023 | Buy imported coal from BIG FISH ship |
| 29 | 29 | August 08, 2023 | Supplement the contract to supply coal to retail customers |
| 30 | 30 | August 16, 2023 | Supplement the volume of transport outsourcing plan |
| 31 | 31 | August 21, 2023 | Buy imported coal from South Africa |
| 32 | 32 | August 21, 2023 | Buy imported coal from South Africa |
| 33 | 33 | September 08, 2023 | Borrow capital to invest in the project to maintain production in 2023 at MB Bank |
| 34 | 34 | September 11, 2023 | Support families under preferential treatment policy in 2023 |
| 35 | 35 | September 22, 2023 | Supplement contract to supply coal to retail customers |
| 36 | 36 | October 10, 2023 | Borrow capital to maintain production and business |
| 37 | 37 | October 12, 2023 | Transport coal for thermal power plants in 2024 |
| 38 | 38 | October 26, 2023 | Buy imported coal from PELOREUS ship |
| 39 | 39 | October 27, 2023 | Supplement contract to supply coal to retail customers in 2023 |
| 40 | 40 | October 31, 2023 | Implement the outsourcing plan in 2024 |
| 41 | 41 | October 31, 2023 | Buy imported coal from SHALL LUSALL ship |
| 42 | 42 | November 03, 2023 | On buying imported coal from AKTI ship |
| 43 | 43 | November 27, 2023 | Buy imported coal from NAVIOS ship |
| 44 | 44 | November 28, 2023 | Adjust and supplement the plan to outsource waterway coal transport on ND Thang Long route |
| 45 | 45 | December 04, 2023 | Buy imported coal from SUDESTADA ship |
| 46 | 46 | December 14, 2023 | Buy imported coal from CLIMATE ship and ROBERT ship |
| 47 | 47 | December 21, 2023 | Buy imported coal from YASA ship and STORMHARBOUR ship |
| 48 | 48 | December 27, 2023 | Buy imported coal from GOLDEN ship |
| 49 | 49 | December 28, 2023 | Buy imported coal from SASEBO GREEN ship |
| 50 | 50 | December 29, 2023 | Adjust the mid - overhaul plan for 2023 |
| 51 | 51 | December 31, 2023 | Announce the targets of the plan for 2024 |

APPENDIX III

Transactions between the Company and related persons of the Company

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| 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 with the Company | Approved General Mandate/ Decision or Board Resolution/ Board Decision No. (including promulgation date, if any) | Content, quantity, total value of transaction (VND) | Note |
| I | Revenue from sales of goods and services provision | |  |  |  |  | 4,841,930,149,017 |  |
| 1 | Dong Bac Corporation | Holding Company | 5700101468, issued on September 29, 2017 by Department of Planning and Investment of Quang Ninh Province | Group 3, Area 8 Hong Ha, Ha Long, Quang Ninh | January 01, 2023 |  | 4,823,522,557,752 |  |
| 2 | Phuong Son Company Limited | Strategic company | 0800284946 issued on June 01, 2020 by Department of Planning and Investment of Hai Duong | Viet My Hamlet, Lai Cach Commune, Cam Giang District, Hai Duong | January 01, 2023 |  | 4,216,082,829 |  |
| 3 | Mineral Exploitation Company | Dong Bac Corporation Branch | 5700101468-045 issued on September 25, 2019 by Department of Planning and Investment of Quang Ninh Province | Group 1, Thuy Son Area, Cam Son, Cam Pha City, Quang Ninh | January 01, 2023 |  | 115,004,445 |  |
| 4 | Northeast South Company | Dong Bac Corporation Branch | No. 5700101468-039 issued on September 25, 2019 by Department of Planning and Investment of Quang Ninh Province | No. 39 Street 37, KN in Southeast, KP5, Hiep Binh Phuoc, Thu Duc, Ho Chi Minh City | January 01, 2023 |  | 13,799,625,840 |  |
| 5 | 35 Company - Dong Bac Corporation Branch | Dong Bac Corporation Branch | 5700101468-049 issued on September 25, 2019 by Department of Planning and Investment of Quang Ninh Province | Km5 Cam Tay Ward, Cam Pha City, Quang Ninh Province | January 01, 2023 |  | 276,878,151 |  |
| II | Buy products and services: |  |  |  |  |  | 5,932,308,352,914 |  |
| 1 | Dong Bac Corporation | Holding Company | 5700101468, issued on September 29, 2017 by Department of Planning and Investment of Quang Ninh Province | Group 3, Area 8 Hong Ha, Ha Long, Quang Ninh | January 01, 2023 |  | 5,622,957,847,905 |  |
| 2 | Mining Construction Company | Dong Bac Corporation Branch | 5700101468-031 issued on March 28, 2018 by Department of Planning and Investment of Quang Ninh Province | Area 7B, Cam Phu, Cam Pha, Quang Ninh | January 01, 2023 |  | 66,686,518,201 |  |
| 3 | Quality Control Centre | Dong Bac Corporation Branch | 5700101468-042 issued on April 10, 2019 by Department of Planning and Investment of Quang Ninh Province | No. 01, Nguyen Van Troi, Cam Thuy, Cam Pha, Quang Ninh | January 01, 2023 |  | 419,797,423 |  |
| 4 | Mine Management Team | Dong Bac Corporation Branch | 5700101468-043 issued on October 01, 2021 by Department of Planning and Investment of Quang Ninh Province | Area 1A, Quang Hanh, Cam Pha City, Quang Ninh Province | January 01, 2023 |  | 38,975,041,951 |  |
| 5 | Khe Sim Company | Dong Bac Corporation Branch | 5700101468-044 issued on September 25, 2019 by Department of Planning and Investment of Quang Ninh Province | No. 1, Area 7B, Quang Hanh Ward, Cam Pha City, Quang Ninh Province | January 01, 2023 |  | 514,462,638 |  |
| 6 | Phuong Son Company Limited | Strategic company | 0800284946 issued on June 01, 2020 by Department of Planning and Investment of Hai Duong | Viet My Hamlet, Lai Cach Commune, Cam Giang District, Hai Duong | January 01, 2023 |  | 156,804,529,890 |  |
| 7 | Dongbac Shipbuilding Industry JSC | Strategic company | 5700780594, issued on March 31, 2020 by Department of Planning and Investment of Quang Ninh Province | Port km6, Group 14, Zone 1, Quang Hanh, Cam Pha, Quang Ninh | January 01, 2023 |  | 45,950,154,906 |  |
| 12 | Total |  |  |  |  |  | 10,774,238,501,931 |  |