**AAH: Annual Corporate Governance Report 2023**

On January 29, 2024, Hop Nhat Joint Stock Company announced Report No. 2901/BCQT-2023 on the corporate governance in 2023 as follows:

* Name of company: Hop Nhat Joint Stock Company
* Head office address: Van Non Village, Luc Son Commune, Luc Nam District, Bac Giang Province
* Tel: 0204 3589599 Fax: 0204 3589981 Email:
* Charter capital: VND 1,179,000,000,000
* Securities code: AAH
* Corporate governance model:
* The General Meeting, the Board of Directors, the Supervisory Board, and the Managing Director.
* Internal audit execution: Not executed.

1. Activities of the General Meeting:

Information about meetings and General Mandates/Decisions of the General Meeting (including General Mandates approved by collecting ballots):

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting | Date | Contents |
| 1 | 01/2023/NQ-DHDCD-HN | June 25, 2023 | 1. Approve the Report on activities of the Board of Management on business results in 2022 and plans for 2023; 2. Approve the Report on activities of the Board of Directors in 2022 and the plan for 2023; 3. Approve the Report on activities of the Supervisory Board in 2022 and the plan for 2023; 4. Approve the Audited Financial Statements 2022; 5. Approve the Proposal on production and business results, the plan on profit distribution, dividend payment in 2022, and the plan for 2023; 6. Approve the remuneration for members of the Board of Directors and Supervisory Board in 2022 and plan for 2023; 7. Approve the selection of an audit company for the Financial Statements 2023; 8. Approve the continued implementation of public company registration, centralized depository and transaction registration on the UPCoM market 9. The General Meeting approves authorizing the Board of Directors to implement this General Mandate, based on the objectives, tasks and plans approved by the Annual General Meeting 2023 of Hop Nhat Joint Stock Company under applicable laws and the Company's Charter. |

1. Board of Directors (Annual Report 2023)
2. Information about members of the Board of Directors:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position (independent member, non-executive member of the Board of Directors) | Date of appointment/dismissal as member/independent member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Mr. Dang Quoc Lich | Chair of the Board of Directors | May 31, 2012 |  |
| 2 | Mr. Dao Ngoc Thao | Member of the Board of Directors | August 03, 2022 |  |
| 3 | Mr. Pham Huu Bao | Member of the Board of Directors | August 03, 2022 |  |
| 4 | Mr. Vi Thanh Chinh | Independent member of the Board of Directors | August 03, 2022 |  |
| 5 | Mr. Dong Khanh Du | Member of the Board of Directors | August 03, 2022 |  |

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

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision | Date | Contents |
| 1 | 2403/NQ-HDQT | March 24, 2023 | Approve the production and business results in 2022 and the plan for 2023 |
| 2 | 2907/NQ-HDQT | June 29, 2023 | Evaluate production and business results in the first 6 months of the year and implement plans for the last 6 months of the year |
| 3 | 3009/NQ-HDQT | September 30, 2023 | Evaluate the production and business results in the first 9 months of the year and the plan for the last 3 months of the year |
| 4 | 1612/NQ-HDQT | December 16, 2023 | Approve the policy of buying shares from outstanding shareholders at Thien Lam Dat Joint Stock Company. |
| 5 | 2912/NQ-HDQT | December 29, 2023 | Approve the results of share purchases by outstanding shareholders at Thien Lam Dat Joint Stock Company. |

1. Supervisory Board (Annual Report 2023):
2. Information about members of the Supervisory Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment as member of the Supervisory Board | Qualification |
| 1 | Ms. Le Thi Bich Yen | Chief of the Supervisory Board | August 03, 2022 | Bachelor in Accounting |
| 2 | Ms. Le Thi Xuyen | Supervisor | August 03, 2022 | Bachelor in Accounting |
| 3 | Ms. Vu Thi Thanh Hang | Supervisor | August 03, 2022 | Engineer of Business Administration |

1. Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment as member of the Executive Board |
| 1 | Mr. Pham Huu Bao | June 06, 1965 | Mining Engineer | May 31, 2022 |
| 2 | Mr. Dao Ngoc Thao | August 18, 1973 | Mining Engineer | October 02, 2021 |
| 3 | Mr. Nguyen Viet Phuong | December 27, 1978 | Mining Engineer | January 02, 2022 |
| 4 | Mr. Dong Khanh Du | August 15, 1982 | Bachelor in Economics | May 06, 2010 |

1. Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Nguyen Thi Duan | October 25, 1981 | Bachelor in Economics | Appointed on June 15, 2022  Dismissed on January 03, 2024 |
| Doan Van Cuong | September 12, 1979 | Bachelor in Accounting | Appointed on January 03, 2024 |

1. Training on corporate governance
2. List of related persons of the public company (Annual Report 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 and related persons of PDMR: None
4. Transactions between PDMR of the Company, related 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 companies where members of the Board of Directors, members of the Supervisory Board, Executive Manager (the Managing Director) and other managers have been founding members or members of the Board of Directors or Executive Manager (the Managing Director) for the past three (03) years (as at the date of reporting).

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Name of organization/individual | Position/Relations with the Company | 2021 | 2022 | 2023 | Note |
| Thien Lam Dat Joint Stock Company | Share the same Chair of Board of Directors | 2,273,225,098 | 2,255,551,210 | 16,185,368,133 | Buy goods and services |
| 0 | 60,000,000 | 7,407,253,293 | Sell goods and services |
| Công ty cổ phần khoa học sản xuất mỏ Bắc Giang tentatively translated as Bac Giang Mining Science and Production Joint Stock Company) | Share the same Chair of the Board of Directors until December 2022 | 6,147,713,000 | 840,000,000 | 0 | Sell goods and services |
| 7,525,192,408 | 9,351,129,000 | 0 | Buy goods and services |

* 1. Transactions between the Company and companies where related persons of members of the Board of Directors, members of the Supervisory Board, Executive Manager (Managing Director) and other managers who are members of the Board of Directors, the Executive Manager (the Managing Director).

1. Hop Nhat Joint Stock Company sells goods and services to Công ty cổ phần Chế biến Sàng tuyển Hợp Nhất (tentatively translated as Hop Nhat Processing and Screening Joint Stock Company) with the amount of VND 41,193,258,000.
2. Hop Nhat Joint Stock Company purchases goods and services from Hop Nhat Processing and Screening Joint Stock Company with the amount of VND 83,660,159,000.

Relation: The wife of the Chair of the Board of Directors of Hop Nhat Joint Stock Company is a member of the Board of Directors of Hop Nhat Processing and Screening Joint Stock Company

* 1. Other transactions of the Company (if any) which 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

1. Share transactions of PDMR and related persons of PDMR (Annual Report 2023)
2. Company’s share transactions of PDMR and related persons: None.
3. Other significant issues: None.