**VHL: Annual Corporate Governance Report 2023**

On January 25, 2024, Viglacera Ha Long JSC announced Report No. 25.01/2024/BCQT-VHL on Corporate Governance 2023 as follow:

* Name of listed company: Viglacera Ha Long JSC
* Head office address: No. 2, An Tiem Area, Ha Khau Ward, Ha Long City, Quang Ninh Province
* Tel: 02033.845926 Fax: 02033.846577 Email: [viglacerahalongcbtt@gmail.com](mailto:viglacerahalongcbtt@gmail.com)
* Charter capital: VND 250,000,000,000
* Securities code: VHL
* Exchange: HNX
* Corporate governance model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, the Executive Board (the General Manager and the Deputy General Manager)
* Implementation of the internal audit function: Implemented

1. Activities of the General Meeting of Shareholders.

Information about meetings and General Mandates in 2023 as follows:

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| --- | --- | --- | --- |
| No. | General Mandate No. | Date | Content |
| 1 | 44/NQ-DHDCD/2023 | March 21, 2023 | Annual General Mandate 2023 |

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

On March 21, 2023, the Annual General Meeting of Shareholders of Viglacera Ha Long JSC approved the dismissal and election of additional members of the Board of Directors for a new term from 2022 to 2027.

The list of members participating in the Board of Directors for the term 2022 - 2027 as follows:

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| --- | --- | --- | --- | --- |
| No. | Members of the Board of Directors | Position (independent members of the Board of Directors, non-executive members of the Board of Directors) | Date of appointment/dismissal as member/independent member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Mr. Tran Hong Quang | Chair of the Board of Directors | April 22, 2022 |  |
| 2 | Mr. Nham Sy Tien | Vice Chair of the Board of Directors | April 22, 2022 |  |
| 3 | Mr. Dinh Quang Huy | Independent member of the Board of Directors | April 22, 2022 |  |
| 4 | Mr. Tran Thanh | Members of the Board of Directors | March 21, 2023 |  |
| 5 | Mr. Nguyen Duc Luyen | Members of the Board of Directors | April 22, 2022 |  |
| 6 | Mr. Nguyen Huu Gam | Members of the Board of Directors | April 22, 2022 |  |
| 7 | Mr. Ngo Thanh Tung | Members of the Board of Directors | April 22, 2022 |  |
| 8 | Mr. Tran Duy Hung | Members of the Board of Directors | April 22, 2022 | March 21, 2023 |

1. Board Resolutions/Board Decisions in 2023:

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| --- | --- | --- | --- |
| No. | Minutes/Board Resolution No. | Date | Meeting contents |
| 1 | 01/2023/NQ-HDQT | January 09, 2023 | Approve the Regulation on management of the Representative of the capital of Viglacera Ha Long JSC in other Companies. |
| 2 | 02/2023/NQ-HDQT | January 09, 2023 | Appoint a Representative of the capital to join the Board of Directors at Dong Trieu Viglacera Joint Stock Company |
| 3 | Meeting Minutes of the Board of Directors | January 12, 2023 | Meeting Minute of the Board of Directors on adjusting to reduce the selling price of 22v/m2 tile products for Công ty TNHH MTV TM Viglacera Hạ Long (tentatively translated asViglacera Ha Long Trading Co., Ltd) |
| 4 | 03/2023/NQ-HDQT | February 28, 2023 | Approve the organization plan and contents submitted to the Annual General Meeting of Shareholders 2023 |
| 5 | 04/2023/NQ-HDQT | March 28, 2023 | Approve the response content of the representative of the capital of Viglacera Ha Long JSC at Dong Trieu Viglacera Joint Stock Company on the voting contents atthe Annual General Meeting of Shareholders 2023 - Dong Trieu Viglacera Joint Stock Company |
| 6 | 05/2023/NQ-HDQT | March 28, 2023 | Approve the authorization of the General Manager of the Company to borrow capital at banks and credit institutions to serve the production and business activities in 2023 |
| 7 | 06/2023/NQ-HDQT | March 21, 2023 | Approve the adjustment of product selling prices for Viglacera Ha Long Trading Co., Ltd. |
| 8 | 07/2023/NQ-HDQT | March 28, 2023 | Approve the authorization of the General Manager of the Company to borrow capital at Vietnam International Commercial Joint Stock Bank to serve the production and business activities in 2023 |
| 9 | 08/2023/NQ-HDQT | March 28, 2023 | Approve the internal audit plan and internal audit topics in 2023 |
| 10 | 09/2023/NQ-HDQT | April 09, 2023 | Approve the resignation of the position of Chief Accountant and change of the Authorized Person to disclose information. |
| 11 | 10/2023/NQ-HDQT | May 05, 2023 | Assess production and business results in April 2023, accumulated in the first 4 months of 2023; duties, production and business plan in May 2023 |
| 12 | Meeting Minutes of the Board of Directors | May 10, 2023 | Meeting Minute of the Board of Directors on the implementation of the contract to purchase Liquefied Petrolium Gas in 2023 at a fixed share price |
| 13 | Meeting Minutes of the Board of Directors | May 20, 2023 | Meeting Minute of the Board of Directors on arranging The Representative of the capital to participate in the Board of Directors and additional members to join the Supervisory Board at Viglacera Clinker Tile Joint Stock Company |
| 14 | 11/2023/NQ-HDQT | May 29, 2023 | Appoint the Chief Accountant of Viglacera Ha Long JSC |
| 15 | 12/2023/NQ-HDQT | June 05, 2023 | Assess the production and business results in May 2023, accumulated in the first 5 months of 2023; duties, production and business plan in June 2023. |
| 16 | 13/2023/NQ-HDQT | June 26, 2023 | Select an audit company to review the semi-annual financial statements and audit the financial statements in 2023. |
| 17 | 14/2023/NQ-HDQT | June 29, 2023 | Approve to borrow capital at Vietnam Bank for Agriculture and Rural Development (Agribank) - Quang Ninh branch to serve production and business activities. |
| 18 | 15/2023/NQ-HDQT | July 07, 2023 | Assess the production and business results in the first 6 months of 2023, directions, tasks, production and business plans in July 2023 and QIII/2023 |
| 19 | Meeting Minutes of the Board of Directors | August 08, 2023 | Meeting Minute of the Board of Directors on approving the financial statements in the first 6 months of the year; production and business results in July and production and business plan in August 2023; consider and propose the project of Collective Houses at Viglacera Tile Brick Joint Stock Company; consider handling the resignation application of Mr. Pham Duy Huan - Deputy General Manager; plan to arrange Representative of capital of Viglacera Ha Long JSC in other units |
| 20 | 16/2023/NQ-HDQT | August 11, 2023 | Approve the hiring of 7 seat cars for production and business activities at Viglacera Ha Long JSC |
| 21 | 17/2023/NQ-HDQT | August 22, 2023 | Approve the appointment of the Deputy General Manager of Viglacera Ha Long JSC |
| 22 | 18/2023/NQ-HDQT | October 19, 2023 | Authorize to sign and transact with Quang Ninh Joint Stock Commercial Bank for Investment and Development of Vietnam to serve production and business activities |
| 23 | Meeting Minute of the Board of Directors | October 19, 2023 | Meeting Minute of the Board of Directors (extension) on assessing production and business results, product consumption market and consider plans to adjust product selling prices, to support the sales of Viglacera Ha Long Trading Co., Ltd. in the last months of 2023. |
| 24 | 19/2023/NQ-HDQT | October 21, 2023 | Approve the Financial Regulation of Viglacera Ha Long JSC |
| 25 | Meeting Minute of the Board of Directors | 30.12.2023 | Approve Mr. Nguyen Huu Gam's resignation from his specialized duties at the Board of Directors of Viglacera Ha Long JSC |

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

On March 21, 2023. The Annual General Meeting of Shareholders of Viglacera Ha Long JSC approved the election of members of Supervisory Board for the term 2022 - 2027.

Members of the Supervisory Board of the Company for the term 2022 - 2027 include:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | | Qualification |
| Appointment date | Dismissal date |
| 1 | Pham Ngoc Bich | Chief of the Supervisory Board | April 22, 2022 | March 21, 2023 | Master of Economics - Accounting |
| 2 | Mr. Nguyen Quang Hai | Chief of the Supervisory Board | March 21, 2023 |  | Bachelor of Corporate Finance |
| 2 | Pham Thi Hien | Female | April 22, 2022 |  | Bachelor of Accounting |
| 3 | Tran Trung Kien | Male | April 22, 2022 |  | Master of Business Administration |

1. The Executive Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Appointment date |
| 1 | Tran Thanh - General Manager | December 25, 1978 | Master of Business Administration | January 01, 2023 |
| 2 | Tran Duy Hung - Deputy General Manager | May 11, 1975 | Construction Engineer | May 17, 2022 |
| 3 | Bui Van Quang - the Deputy General Manager | December 18, 1978 | Master of Business Administration | August 23, 2023 |

1. Chief Accountant.

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Full name | Date of birth | Qualification | Appointment/Dismissal date |
| 1 | Pham Minh Tuan | July 28, 1969 | Master of Business Administration | Dismissed in April 10, 2023 |
| 2 | Dinh Thi Thu Hang | October 31, 1978 | Bachelor of Accounting | Appointed on June 01, 2023 |

1. Training on corporate governance
2. List of affiliated persons of the public company (Annual Report 2023) and transactions between affiliated persons of the Company and the Company itself None
3. Transactions between the Company and affiliated persons of the Company; or between the Company and major shareholders, PDMR, affiliated persons of PDMR: None
4. Transactions between PDMR of the Company, affiliated persons of PDMR and subsidiaries under the authority of the Company: None
5. Transactions between the Corporation and other entities: None
   1. Transactions between the Company and the companies in which members of the Board of directors, members of the Supervisory Board, the Executive Manager (General Manager) have been founding members or members of the Board of Directors, the Executive Manager (General Manager) for the past three (03) years (calculated at the time of reporting):
   2. Transactions between the Company and the companies in which affiliated persons of members of the Board of Directors, members of the Supervisory Board and the Executive Manager (General Manager) are members of the Board of Directors, the Executive Manager (General Manager):
   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, and the Executive Manager (General Manager).
6. Share transactions of PDMR and affiliated persons of PDMR (in 2023) None
7. Transaction of PDMR and affiliated persons related to the Company’s shares: None
8. Other significant issues: None