**TXM: Annual Corporate Governance Report 2023**

On January 26, 2024, Vicem Gypsum and Cement Joint Stock Company announced Report No. 120/BC-TXM on corporate governance 2023 as follows:

* Name of Company: Vicem Gypsum and Cement Joint Stock Company
* Head office address: No. 24 Hanoi Street, Phu Nhuan Ward, Hue City, Thua Thien Hue Province
* Phone number: 02343.823625; Fax: 02343.825422; Email: [contact.txm@gmail.com](mailto:contact.txm@gmail.com)
* Charter capital: VND 70,000,000,000
* Securities code: TXM
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the Board of Managers
* Internal audit execution: None.

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 in the form of collecting shareholders' opinions via a ballot)

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| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | General Mandate No. 640/2023/NQ-DHDCD | April 14, 2023. | Annual General Mandate 2023 |

1. The Board of Directors 2023
2. Information about members of the Board of Directors

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|  | 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. Nguyen Tu Thanh | Chair of the Board of Directors | June 25, 2021 (the 2021 - 2026 term) |  |
| 2 | Mr. Nguyen Hoa Nam | Member of the Board of Directors | April 22, 2022 (elected in The Annual General Meeting of Shareholders 2022) |  |
| 3 | Mr. Dao Tuan Khoi | Member of the Board of Directors | June 25, 2021 (the 2021 - 2026 term) |  |
| 4 | Mr. Nguyen Hoang Tri | Member of the Board of Directors | June 25, 2021 (the 2021 - 2026 term) |  |
| 5 | Mr. Nguyen Thanh Phuc | Independent member of the Board of Directors | June 25, 2021 (the 2021 - 2026 term) |  |

1. Board Resolutions/Board Decisions 2023

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| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | 27/QD-TXM | January 06, 2023. | Decision on sending employees to work abroad in Lao PDR |
| 2 | 123/NQ-HDQT | February 06, 2023. | Resolution on approving the plan of holding the Annual General Meeting of Shareholders 2023. |
| 3 | 536/NQ-HDQT | March 29, 2023 | Resolution on reviewing, supplementing staff planning in the term of 2021 - 2026 and developing staff planning for the term 2026 - 2031 under the management of Vietnam National Cement Corporation |
| 4 | 621/NQ-HDQT | April 13, 2023. | Resolution on the Board of Directors meeting in Q2/2023 |
| 5 | 622/NQ-HDQT | April 13, 2023. | Decision on personnel work |
| 6 | 886/NQ-HDQT | June 02, 2023. | Resolution on selecting an audit company to audit the financial statements 2023 of Vicem Gypsum and Cement Joint Stock Company |
| 7 | 982/NQ-HDQT | June 28, 2023. | Resolution on personnel work at Vicem Gypsum and Cement Joint Stock Company |
| 8 | 989/QD-HDQT | June 29, 2023. | Decision on appointing Mr. Tran Xuan Trung to the position of Deputy Manager of Vicem Gypsum and Cement Joint Stock Company. |
| 9 | 990/QD-HDQT | June 29, 2023. | Decision on applying the salary for Mr. Tran Xuan Trung - Deputy Manager of Vicem Gypsum and Cement Joint Stock Company. |
| 10 | 1223/NQ-HDQT | July 28, 2023. | Resolution of the Board of Directors meeting in Q3/2023 |
| 11 | 1311/NQ-HDQT | August 21, 2023. | Resolution on adjusting and supplementing the “Financial management regulation” of Vicem Gypsum and Cement Joint Stock Company |
| 12 | 1397/QD-HDQT | September 13, 2023. | Decision on removing leaders and managers of the company from the list of planning in the term of 2021 - 2026, supplementing the list of planning in the term of 2021 - 2026 and 2026 - 2031 with leaders and managers of the company under the management of Vietnam National Cement Corporation |
| 13 | 1398/QD-HDQT | September 13, 2023. | Decision on adjusting and supplementing the “Financial management regulation” of Vicem Gypsum and Cement Joint Stock Company |
| 14 | 1485/QD-HDQT | October 09, 2023 | Decision on evaluating and ranking the quality of managers of Vicem Gypsum and Cement Joint Stock Company 2022 |
| 15 | 1682/NQ-HDQT | November 22, 2023 | Resolution on the Board of Directors meeting in Q4/2023 |
| 16 | 1821/NQ-HDQT | December 23, 2023 | Resolution on approving the resignation of Mr. Nguyen Hoa Nam from the position of Executive Manager of Vicem Gypsum and Cement Joint Stock Company. |
| 17 | 1822/NQ-HDQT | December 23, 2023 | Resolution on receiving and appointing Mr. Truong Phu Cuong to the position of Executive Manager of Vicem Gypsum and Cement Joint Stock Company |
| 18 | 1823/QD-HDQT | December 25, 2023 | Decision on approving the resignation of Mr. Nguyen Hoa Nam from the position of Executive Manager of Vicem Gypsum and Cement Joint Stock Company. |
| 19 | 1824/QD-HDQT | December 25, 2023 | Decision on appointing Mr. Truong Phu Cuong to the position of Executive Manager of Vicem Gypsum and Cement Joint Stock Company. |
| 20 | 1828/QD-HDQT | December 25, 2023 | Decision on changing the legal representatives of Vicem Gypsum and Cement Joint Stock Company |
| 21 | 1831/QD-HDQT | December 25, 2023 | Decision on applying the salary for Mr. Truong Phu Cuong - Manager of Vicem Gypsum and Cement Joint Stock Company. |

1. The Supervisory Board (in 2023)
2. Information about members of the Supervisory Board

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| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Ta Huu Hien | Chief of the Supervisory Board | June 25, 2021 (term 2021 - 2026) | Bachelor of Enterprise Accounting |
| 2 | Nguyen Hoang Bang Chau | Member of the Supervisory Board | June 25, 2021 (term 2021 - 2026) | Bachelor of Enterprise Accounting |
| 3 | Tran Nguyen Huy Hung | Member of the Supervisory Board | June 25, 2021 (term 2021 - 2026) | Master of Business Administration |

1. The Executive Board (2023)

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| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Supervisory Board |
| 1 | Mr. Nguyen Hoa Nam (Manager) | May 30, 1972. | * Bachelor of Economics * Intermediate Degree in business plans | May 01, 2021 (appointment date)  December 25, 2023 (resignation date) |
| 2 | Mr. Truong Phu Cuong (Manager) | July 07, 1984. | * Master in Economic Management * Silicate Technology Engineer | December 25, 2023 (appointment date) |
| 3 | Mr. Tran Xuan Trung (Deputy Manager) | October 20, 1987. | Bachelor of Economics | June 29, 2023 (appointment date) |

1. Chief Accountant/ Accountant:

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| --- | --- | --- | --- | --- |
| No. | Full name | Date of birth | Qualification | Date of appointment/dismissal |
| 1 | Mr. Tran Xuan Trung (Chief Accountant) | October 20, 1987. | Bachelor of Economics (Accounting) | * Reappointed as the Chief Accountant on April 15, 2020 * Resigned from the position of Chief Accountant as appointed to the position of the Deputy Executive Manager of the Company on June 29, 2023 |
| 2 | Ms. Nguyen Hoang Yen (Person in charge of accounting) | October 27, 1981. | Bachelor of Economics (Accounting and Business Administration) | Arranged and assigned tasks on June 29, 2023 |

1. Training on corporate governance:
2. List of affiliated persons of the public company in 2023 and transactions of 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: None
   1. Transactions between the Company and companies in which members of the Board of Directors, the Supervisory Board, the Executive Manager and other managers have been 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 companies where affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Executive Manager and other managers are members of the Board of Directors, the Executive Manager: None
   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, the Executive Manager and other managers: None
6. Share transactions of PDMR and affiliated persons of PDMR 2023:
7. Company’s shares transactions of PDMR and affiliated persons: None
8. Other significant issues: None