**HOM: Annual Corporate Governance Report 2023**

On January 29, 2024, VICEM Hoang Mai Cement JSC announced Report No. 388/XMHM-HDQT on corporate governance 2023 as follows:

* Name of listed company: VICEM Hoang Mai Cement JSC
* Head office address: Block 7, Quynh Thien Ward, Hoang Mai Town, Nghe An Province
* Tel. 02383866170; Fax: 02383866648; Email: [sales@ximanghoangmai.com.vn](mailto:sales@ximanghoangmai.com.vn)
* Charter capital: VND 747,691,310,000
* Securities code: HOM
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager.
* Internal audit execution: Being implemented

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 | 02/2023/NQ-DHDCD | April 21, 2023 | * Approve the Charter on organization and operation of the Company; the Internal Regulations on Corporate Governance and the Operational Regulation of the Board of Directors. * Approve the Report on the operations of the Board of Directors in 2022; * Approve the Report on the production and business results in 2022 and the expected targets in 2023 of the Company; * Approve the Audited Financial Statements 2022; * Approve the Proposal on profit after tax distribution plan in 2022; * Approve the Report on activities of the Supervisory Board in 2022; * Approve the authorization of the Board of Directors to select an audit company for the Financial Statements 2023 of the Company; * Approve the remuneration settlement for the Board of Directors, the Supervisory Board, and the Secretariat of the Company in 2022 and the remuneration settlement plan in 2023. * Approve the investment policy of the Vicem Hoang Mai cement grinding station project in Dong Hoi - Nghe An. * Approve the Proposal at the end of the terms of the members of the Board of Directors and Supervisory Board for the 2018-2023 term and the election of members of the Board of Directors and Supervisory Board of the Company for the 2023-2028 term. * Approve the results of counting votes to elect members of the Board of Directors and Supervisory Board for the 2023-2028 term. |

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

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| No. | Member of the Board of Directors | Position | Date of appointment/dismissal as member/independent member of the Board of Directors | | Note |
| Appointment date | Dismissal date |
| 1 | Mr. Dinh Quang Dung | Chair of the Board of Directors (Non-executive) | February 08, 2018 | April 21, 2023 | Dismissed |
| 2 | Mr. Nguyen Quoc Viet | Member of the Board of Directors | April 01, 2008 | April 21, 2023 | Dismissed |
| 3 | Mr. Dau Thi Nga | Member of the Board of Directors, the Chief Accountant | June 17, 2020 | April 21, 2023 | Dismissed |
| 4 | Mr. Le Trung Kien | Chair of the Board of Directors (non-executive) | February 08, 2018 | April 21, 2023 | Re-elected |
| April 21, 2023 |  |
| 5¬ | Mr. Nguyen Dinh Dung | Member of the Board of Directors,  Acting General Manager | April 21, 2023 |  | Appointed |
| 6 | Mr. Le Dinh Thang | Member of the Board of Directors,  Deputy General Manager | April 21, 2023 |  | Appointed |
| 7 | Mr. Nguyen Ngoc Tinh | Member of the Board of Directors,  Deputy General Manager | April 21, 2023 |  | Appointed |
| 8 | Mr. Nguyen Van Dung | Independent member of the Board of Directors | April 24, 2021 | April 21, 2023 | Re-elected |
| April 21, 2023 |  |

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

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| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | 01/NQ-XMHM-HDQT | January 04, 2023 | Approve the product consumption contract with Dung Tram Trading Services Company Limited |
| 2 | 02/NQ-XMHM-HDQT | January 04, 2023 | Approve the signing of the 2023 product consumption contract between VICEM Hoang Mai Cement JSC and major distributors |
| 3 | 08/NQ-XMHM-HDQT | February 14, 2023 | * Approve expected production and business results for Q1/2023, expectations and solutions to implement the production and business plan for 2023 * Approve the organization time and contents submitted to the Annual General Meeting of Shareholders 2023 * Approve the Proposal on mobilizing capital for production and business, investment and signing financial transactions in 2023. |
| 4 | 09/QD-XMHM-HDQT | February 15, 2023 | Assign the General Manager of the Company to sign financial transaction contracts serving production, business and construction investment in 2023. |
| 5 | 11/NQ-XMHM-HDQT | March 03, 2023 | Approve the policy of outsourcing loading and transportation of limestone at Hoang Mai B limestone mine/quarry for a period of 3 years, period of 2023 - 2026 |
| 6 | 12/NQ-XMHM-HDQT | March 14, 2023 | Agree on the policy of appointing Deputy General Manager of VICEM Hoang Mai Cement JSC to be in charge of Construction Investment work from on-site human resources. |
| 7 | 14/NQ-XMHM-HDQT | March 20, 2023 | Approve investment policy for the project to utilize exhaust heat to generate electricity - Hoang Mai Cement Factory. |
| 8 | 15/QD-XMHM-HDQT | March 20, 2023 | Approve investment policy for the project to utilize exhaust heat to generate electricity - Hoang Mai Cement Factory. |
| 9 | 16/NQ-XMHM-HDQT | March 24, 2023 | Approve cement processing contract with Vicem Ha Tien Cement Joint Stock Company and clinker trading with Siam City Cement (Vietnam) Limited |
| 10 | 18/NQ-XMHM-HDQT | March 28, 2023 | Approve the 2022 salary fund of VICEM Hoang Mai Cement JSC |
| 11 | 21/NQ-XMHM-HDQT | March 30, 2023 | Approve the policy of signing coal dust purchase and sale contracts No. 4b. 1 and 4a. 1 to serve production in Q2/2023 with Vicem Energy and Environment Joint Stock Company |
| 12 | 23/NQ-XMHM-HDQT | April 03, 2023 | Approve the Cost Plan in the investment preparation phase of the project to utilize exhaust heat to generate electricity - Hoang Mai Cement Factory |
| 13 | 24/QD-XMHM-HDQT | April 03, 2023 | Approve the Cost Plan in the investment preparation phase of the project to utilize exhaust heat to generate electricity - Hoang Mai Cement Factory |
| 14 | 35/NQ-XMHM-HDQT | April 21, 2023 | Agree to appoint Mr. Le Dinh Thang, Member of the Board of Directors, Head of the Planning Department to the position of Deputy General Manager of VICEM Hoang Mai Cement JSC, term of 2023-2028 |
| 15 | 36/QD-XMHM-HDQT | April 21, 2023 | Appoint Mr. Le Dinh Thang, Member of the Board of Directors, Head of the Planning Department to the position of Deputy General Manager of VICEM Hoang Mai Cement JSC, term of 2023-2028 |
| 16 | 38/QD-XMHM-HDQT | May 05, 2023 | Approve the salary of the Chief of the Supervisory Board |
| 17 | 40/NQ-XMHM-HDQT | May 08, 2023 | Agree to authorize the General Manager to carry out several works in the investment preparation phase of Vicem Hoang Mai Cement Grinding Station Project in Dong Hoi - Nghe An |
| 18 | 42/NQ-XMHM-HDQT | May 10, 2023 | * Mobilize and transfer Mr. Huynh Van Cuong, Manager of Industrial Services Enterprise to hold the position of Head of Safety & Environment Department. * Mobilize and transfer Mr. Hoang Trong Trung, Manager of Raw Materials Factory to hold the position of Manager of Industrial Services Enterprise. * Mobilize and transfer Mr. Dinh Van Vinh, Cement Factory Manager to the position of Raw Materials Factory Manager. * Mobilize and transfer Mr. Luu Van Kiem, Head of Testing Department, to hold the position of Cement Factory Manager. * Mobilize and appoint Mr. Hoang Dinh Phu, Deputy Manager of Clinker Workshop to the position of Head of Testing Department. * Appointed Mr. Ta Khac Ky, Deputy Head of the Construction Investment Committee to hold the position of Head of the Construction Investment Committee. |
| 19 | 44/NQ-XMHM-HDQT | June 06, 2023 | * General assessment of the Company's production and business activities in the first 5 months of 2023. * Agree to assign key targets for production and business plan for the last 7 months of 2023. * Agree to approve Proposal No. 1805/TTr-XMHM dated May 16, 2023, on shifting the 2023 Construction Investment Plan. * Regarding Proposal No. 1917/TTr-XMHM dated May 25, 2023, on the signing of the appendix to Contract No. 242/XMHM-KH.2014, request the General manager Manager to continue to carry out the work to apply for re-issuance of the Hoang Mai B Limestone Mining License to save time and costs. * Agree to approve Proposal No. 2036/TTr-XMHM dated June 5, 2023, on promulgating the Regulations on salary, remuneration, and bonuses for Managers of VICEM Hoang Mai Cement JSC. * Agree to approve Proposal No. 2037/TTr-XMHM dated June 5, 2023, on promulgating salary regulations for employees of VICEM Hoang Mai Cement JSC. * Agree to approve Proposal No. 1933/TTr-XMHM dated May 26, 2023, on the proposal to use the Company manager bonus fund. * Agree to approve Proposal No. 2024/TTr-XMHM dated June 2, 2023, on the appointment of Secretariat of VICEM Hoang Mai Cement JSC. * Agree to approve the Draft assignment of tasks to the Company's Board of Directors members for the 2023-2028 term. |
| 20 | 45/QD-XMHM-HDQT | June 06, 2023 | Assign tasks to members of the Board of Directors |
| 21 | 46/QD-XMHM-HDQT | June 06, 2023 | Appoint Mr. Nguyen Van Tuan, Deputy Head of Planning Department to hold the position of Company Secretariat (non-executive). |
| 22 | 47/QD-XMHM-HDQT | June 28, 2023 | Promulgate regulations on payment of salaries, remunerations, and bonuses for Managers of VICEM Hoang Mai Cement JSC. |
| 23 | 48/QD-XMHM-HDQT | June 28, 2023 | Promulgate salary regulations for employees of VICEM Hoang Mai Cement JSC. |
| 24 | 53/NQ-XMHM-HDQT | June 29, 2023 | Approve the selection of a unit to perform audit services for the Semi-annual and Annual Financial Statements 2023 |
| 25 | 54/NQ-XMHM-HDQT | June 30, 2023 | Approve the policy of signing a contract to supply Lao Cai artificial plaster for the last 6 months of 2023 with Vicem Energy and Environment Joint Stock Company |
| 26 | 55/NQ-XMHM-HDQT | July 07, 2023 | Promulgate regulations on personnel work of VICEM Hoang Mai Cement JSC |
| 27 | 57/NQ-XMHM-HDQT | July 14, 2023 | Approve the policy of signing a cement export entrustment contract with Vicem Tam Diep Cement One Member Company Limited and Ha Long Cement Joint Stock Company |
| 28 | 59/NQ-XMHM-HDQT | August 09, 2023 | Approve additional planning for leaders and managers of companies managed by VICEM for the period 2021-2026; Approve the planning of leaders and managers of companies managed by VICEM for the period of 2026-2031 |
| 29 | 60/QD-XMHM-HDQT | August 09, 2023 | Decision on the removal from the planning list and supplement of the planning of leaders and managers of companies managed by VICEM, period of 2021-2026 |
| 30 | 61/QD-XMHM-HDQT | August 09, 2023 | Decision on approving the planning list of leaders and managers of companies managed by VICEM, period of 2026-2031 |
| 31 | 63/QD-XMHM-HDQT | August 18, 2023 | Approve investment policy for the project of using waste as an alternative fuel in clinker production. |
| 32 | 66/QD-XMHM-HDQT | August 25, 2023 | Approve the main targets of the 2023 Production, Business and Construction Investment Plan |
| 33 | 69/QD-XMHM-HDQT | August 28, 2023 | Approve the project to use waste as alternative fuel in clinker production. |
| 34 | 70/QD-XMHM-HDQT | August 31, 2023 | Adjust and rearrange salaries for managers |
| 35 | 72/NQ-XMHM-HDQT | August 31, 2023 | Approve the policy of signing a cement export entrustment contract with Vicem Tam Diep Cement One Member Company Limited |
| 36 | 76/NQ-XMHM-HDQT | September 05, 2023 | Approve the contractor selection plan for the project of using waste as an alternative fuel in clinker production. |
| 37 | 77/QD-XMHM-HDQT | September 05, 2023 | Approve the contractor selection plan for the project of using waste as an alternative fuel in clinker production. |
| 38 | 83/QD-XMHM-HDQT | September 26, 2023 | Approve the results of evaluating and ranking the quality of the Company's managers |
| 39 | 85/NQ-XMHM-HDQT | September 26, 2023 | Approve the policy of signing a contract to purchase and sell processed coal dust for trial use with Vicem Energy and Environment Joint Stock Company. |
| 40 | 88/NQ-XMHM-HDQT | September 29, 2023 | Approve the policy of signing a cement export entrustment contract with Vicem Tam Diep Cement One Member Company Limited |
| 41 | 94/NQ-XMHM-HDQT | October 12, 2023 | * Approve expected production and business results for Q4/2023 and implementation solutions; * Approve the amendment and promulgation of: Financial management regulations; Debt management regulations; Regulations on management and use of fixed assets and regulations on information disclosure of the Company. * Agree to approve the Company's 2023 economic and technical norms. |
| 42 | 95/QD-XMHM-HDQT | October 12, 2023 | Promulgate regulations on financial management of VICEM Hoang Mai Cement JSC |
| 43 | 96/QD-XMHM-HDQT | October 12, 2023 | Promulgare debt management regulations of VICEM Hoang Mai Cement JSC |
| 44 | 97/QD-XMHM-HDQT | October 12, 2023 | Promulgate regulations on management and use of assets of VICEM Hoang Mai Cement JSC |
| 45 | 98/QD-XMHM-HDQT | October 12, 2023 | Promulgation of Information Disclosure Regulations of VICEM Hoang Mai Cement JSC |
| 46 | 99/QD-XMHM-HDQT | October 12, 2023 | Approve economic and technical norms in 2023 |
| 47 | 102/NQ-XMHM-HDQT | October 30, 2023 | Approve the policy of signing a cement export entrustment contract with Vicem Tam Diep Cement One Member Company Limited |
| 48 | 106/NQ-XMHM-HDQT | November 03, 2023 | Approve the policy of signing a cement purchase and sale contract with Vietnam National Cement Corporation |
| 49 | 112/NQ-XMHM-HDQT | November 24, 2023 | Approve the policy of signing a cement export entrustment contract with Vicem Tam Diep Cement One Member Company Limited and Ha Long Cement Joint Stock Company |
| 50 | 118/NQ-XMHM-HDQT | December 01, 2023 | Agree on the policy of consolidating the personnel appointed to the position of General Manager of the Company from on-site human resources |
| 51 | 122/NQ-XMHM-HDQT | December 19, 2023 | Resolution on approving the project to utilize exhaust heat to generate electricity - Hoang Mai Cement Factory |
| 52 | 123/QD-XMHM-HDQT | December 19, 2023 | Decision on approving the project to utilize exhaust heat to generate electricity - Hoang Mai Cement Factory |
| 53 | 124/QD-XMHM-HDQT | December 19, 2023 | Promulgate regulations on rewards for saving materials and costs of VICEM Hoang Mai Cement JSC |
| 54 | 125/NQ-XMHM-HDQT | December 19, 2023 | Approve the policy of signing a cement purchase and sale contract with Vietnam National Cement Corporation |
| 55 | 126/NQ-XMHM-HDQT | December 19, 2023 | Approve the policy of signing processing and product consumption contracts between VICEM Hoang Mai Cement JSC and customers being affiliated persons in 2024 |
| 56 | 127/NQ-XMHM-HDQT | December 19, 2023 | Approve the policy of signing a contract to buy and sell Lao Cai artificial plaster in 2024 with Vicem Energy and Environment Joint Stock Company. |

1. The Supervisory Board (Annual Report 2023)
2. Information about the members of the Supervisory Board:
   1. Term of 2018-2023: From April 24, 2018 to April 21, 2023

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| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment as member of the Supervisory Board | Qualification |
| 1 | Mr. Nguyen Van Tuan | Chief | April 24, 2018 | Bachelor of Accounting |
| 2 | Mr. Cao Trong Nghien | Member of the Supervisory Board | April 24, 2018 | Bachelor of Accounting |
| 3 | Mr. Thai Huy Chuong | Member of the Supervisory Board | April 24, 2018 | Bachelor of Accounting |

1.2. Term of 2023-2028: From April 21, 2023

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| No. | Member of the Supervisory Board | Position | Date of appointment as member of the Supervisory Board | Qualification |
| 1 | Ms. Nguyen Thi Anh Tu | Chief | April 21, 2023 | Bachelor of Accounting |
| 2 | Mr. Cao Trong Nghien | Member of the Supervisory Board | April 21, 2023 | Bachelor of Accounting |
| 3 | Mr. Nguyen Quang Ton | Member of the Supervisory Board | April 21, 2023 | Construction Engineer, Bachelor of Accounting |

1. The Executive Board:

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| --- | --- | --- | --- | --- |
| No. | Member of The Executive Board | Date of birth | Qualification | Date of appointment/dismissal |
| 1 | Mr. Nguyen Dinh Dung | November 23, 1976 | Bachelor of Economic Laws | Appointed as Deputy General Manager on December 14, 2021 Assigned as Acting General Manager on July 15, 2022 |
| 2 | Mr. Dang Ngoc Long | September 22, 1965 | Master of Mining Economics, Bachelor of Accounting | Appointed as Deputy General Manager on September 16, 2016, Reappointed on September 16, 2019 |
| 3 | Mr. Le Dinh Thang | September 06, 1986 | Bachelor of Accounting | Appointed Deputy General Manager on April 21, 2023 |
| 4 | Mr. Nguyen Ngoc Tinh | September 20, 1985 | Silicate Engineer | Appointed as Deputy General Manager on December 14, 2021 |

1. Chief Accountant:

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Dau Thi Nga | February 15, 1980 | Master of Economics, Bachelor of Accounting | Appointed as the Chief Accountant on October 20, 2016, Reappointed on October 20, 2019 |

1. Training on corporate governance
2. List of affiliated person of the public Company and transactions between the affiliated 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, affiliated persons of PDMR:

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| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organizations/individuals | Relations with the Company | NSH No.\* Date and place of issue | Head office address/Contact address | Time of transaction with the Company | General Mandate/Decision of General Meeting of Shareholders No. or Board Resolution/Board Decision No. | Content, quantity, total transaction value (excluding VAT) | Note |
| 1 | Vietnam National Cement Corporation | Holding Company | 0100106320 | No. 228 Le Duan Street, Trung Phung Ward, Dong Da District, Hanoi | 2023 | * 106/NQ-XMHM-HDQT dated November 3, 2023 * 125/NQ-XMHM-HDQT dated December 19, 2023 | 2,363,646,433 | Selling cement |
| 2 | Vicem Ha Tien Cement Joint Stock Company | Affiliated person of VICEM | 0301446422 | 604 Vo Van Kiet, Cau Kho, District 1, HCMC | 2023 | * 16/XMHM-HDQT dated March 24, 2023 | 19,725,720,127 | Sell clinker + Hire cement processing |
| 3 | Vicem Energy and Environment Joint Stock Company | Affiliated person of VICEM | 0100106352 | 21B Cat Linh, Cat Linh Ward, Dong Da District, Hanoi | 2023 | * 21/NQ-XMHM-HDQT dated March 30, 2023 * 54/NQ-XMHM-HDQT dated June 30, 2023 * 85/NQ-XMHM-HDQT dated September 26, 2023 * 127/NQ-XMHM-HDQT dated December 19, 2023 | 296,853,544,400 | Buy Coal, Artificial Gypsum |
| 4 | Vicem Tam Diep Cement One Member Company Limited | Affiliated person of VICEM | 2700260173 | No. 27, Chi Lang Street, Quang Son Commune, Tam Diep City | 2023 | * 57/NQ-XMHM-HDQT dated July 14, 2023 * 72/NQ-XMHM-HDQT dated August 31, 2023 * 88/NQ-XMHM-HDQT dated September 29, 2023 * 102/NQ-XMHM-HDQT dated October 30, 2023 * 112/NQ-XMHM-HDQT dated November 24, 2023 | 60,118,104,475 | Entrusted export of Cement |
| 5 | Ha Long Cement Joint Stock Company | Affiliated person of VICEM | 5700466028 | Thong Nhat Commune, Ha Long City, Quang Ninh Province | 2023 | * 57/NQ-XMHM-HDQT dated July 14, 2023 * 112/NQ-XMHM-HDQT dated November 24, 2023 | 30,067,015,000 | Entrusted export of Cement |
| 6 | Dung Tram Trading Services Company Limited | Affiliated person of VICEM | 2900817045 | Southern block, Dien Chau, Nghe An | 2023 | * 01/NQ-XMHM-HDQT dated March 24, 2023 | 108,137,186,649 | Selling cement |

1. Transactions between Company’s PDMR, affiliated persons of PDMR and subsidiaries or companies controlled by the Company: None.
2. Transactions between the Company and other entities.
   1. Transactions between the Company and the company in which members of the Board of Directors, members of the Supervisory Board, the Executive General Manager have been being founding members or members of the Board of Directors, the Executive General Manager for the past three (03) years (calculated at the time of reporting):
   2. Transactions between the Company and the companies where affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Executive General Manager are members of the Board of Directors, the Executive General Manager:
   3. Other transactions (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 General Manager: None.
3. Share transactions of PDMR and affiliated persons of PDMR
4. Listed Company’s share transactions of PDMR and affiliated persons: None.
5. Other significant issues: None