**MCC: Annual Corporate Governance Report**

On January 27, 2024, High - Grade Brick - Tile Corporation announced Report No. 01/2024/BCQT-MCC on the corporate governance 2023 as follows:

* Name of listed company: High - Grade Brick - Tile Corporation
* Head office address: No. 246 Cay Cham Street Thanh Phuoc Ward Tan Uyen City Binh Duong Province
* Tel: 0274.3658278 Fax: 0274.3625379; Email: gachngoimc@gmail.com
* Charter capital: VND 50,161,240,000
* Securities code: MCC
* Corporate Governance Model: The General Meeting of Shareholders, The Board of Directors, The Supervisory Board, and the Manager.
* Internal audit execution: Not executed.

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 Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
|  | 03/04/NQ-DHDCD. | April 28, 2023 | General Mandate of The General Meeting of Shareholders 2023 approved the following contents:   1. The General Meeting of Shareholders agree to approve the following documents and reports: Report on the production and business activities in 2022. Report on the production and business orientations and duties for 2023; Report on activities of the Board of Directors 2022 and duties plan for 2023; report on activities of the Supervisory Board 2022 and duties plan for 2023; audited Financial Statements 2022, in which approved production and business targets for 2023 as follows:  * Construction brick of all kinds 30,000,000 bricks * Clay of all kinds: 120,000 m3. * Revenue: VND 43,531,000,000 * Profit before tax: VND 5,025,000,000  1. The General Meeting of Shareholders agree to approve the salary, remuneration, and bonus for the Board of Directors and the Supervisory Board and the Plan to distribute the appropriation in Proposal No. 01/TTr-CTY as follows:    1. Dividend payment rate in cash in 2022: 4.8% (VND 480 per share)    2. Salary of the Board of Directors:  |  |  |  | | --- | --- | --- | | No. | The Board of Directors | Salary level | | 1 | Chair of the Board of Directors | VND 14 million per month | |
|  | 03/04/NQ-DHDCD. | April 28, 2023 | Approved the plan on profit distribution in 2023 as follows:.   |  |  | | --- | --- | | Appropriation rate on profit after tax 2023 | Entities with appropriation rights | | 33% | Investment and development fund. | | 10% | Bonus and welfare fund. | | 1% | Remuneration fund of the Board of Directors and Supervisory Board. | | 1% | Bonus fund for the Executive Management Board | | 55% | Dividend payment fund | | Dividend payment in cash 2023: From 5% (VND 500 per share) upward | | |
| 1. The General Meeting of Shareholders agree to approve the transfer of 5 hectares of land outside the Dong Chinh clay mine planning as per to Proposal No. 02/TTr-CTY 2. The General Meeting of Shareholders agree to assign the Board of Directors to select an audit company to audit the Financial Statement 2023 of the Company as per Proposal No. 03/TTr-CTY |

1. The Board of Directors
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 of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Mai Van Chanh | Chair of the Board of Directors | March 19, 2011 |  |
| 2 | Huynh Thanh Son | Member of the Board of Directors | March 19, 2011 |  |
| 3 | Tran Thien The | Member of the Board of Directors | March 19, 2011 |  |
| 4 | Pham Thi Bang Trang | Member of the Board of Directors | April 12, 2019 |  |
| 5 | Pham Ngu Co | Member of the Board of Directors | April 22, 2021 |  |

1. Board Resolutions/Board Decisions in 2023

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| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | No: 08-04/NQ-HDQT | February 15, 2023 | Evaluate the implementation of Resolution No. 06/04/NQ-HDQT, approve the production and business Plan for Q1/2023 and 2023 |
| 2 | No: 09/04/NQ-HDQT | April 26, 2023 | Evaluate the implementation of Resolution No. 08/04/NQ-HDQT and some key operation orientations in Q2/2023 |
| 3 | No: 10/04/NQ-HDQT | July 29, 2023 | Evaluate the implementation of Resolution No. 09/04/NQ-HDQT and some key operation orientations in Q3/2023 |
| 4 | No: 11/04/NQ-HDQT | November 17, 2023 | Evaluate the implementation of Resolution No. 10/04/NQ-HDQT and some key operation orientations in Q4/2023 |

1. The Supervisory Board:
2. Information about the members of the Supervisory Board

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| --- | --- | --- | --- | --- | --- |
| No. | Members of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | | Qualification |
| Appointment date | Dismissal date |
| 1 | Nguyen Hong Chau | Chief | March 19, 2011 |  | Bachelor of Finance and Accounting |
| 2 | Mai Thi Thanh Thuy | Member | April 22, 2021 |  | Bachelor of Business Administration |
| 3 | Nguyen Thi Anh | Member | April 22, 2021 |  | Master of Finance and Accounting |

1. The Executive Board.

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Mr. Truong Van Hien | December 24, 1967 | Mechanical Engineer | December 1, 2014 |

1. Chief Accountant:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Full name | Date of birth | Qualification | Appointment date |
| 1 | Mr. Hua Ngoc Chinh | Deccember 15, 1977 | Bachelor of Economics | December 1, 2006 |

1. Training on corporate governance
2. List of affiliated persons of the public Company and transactions between the affiliated persons of the Company with the Company itself
   * + 1. Transactions between the Company and affiliated persons of the Company; or between the Company and major shareholders, PDMR, and affiliated person of PDMR;

|  |  |  |
| --- | --- | --- |
| 1 Transactions with affiliated parties: | Relations with the Company | Occurred this year |
| 1. Binh Duong Building Materials & Construction Corporation | Joint venture |  |
| * Receivables from selling products |  | 8,509,468 |
| * Collected receivables from selling products |  | 8,509,468 |
| * Payables for purchasing products and services |  | 611,295,000 |
| * Payment for purchasing products and services |  | 611,295,000 |
| 1. Ms. Dang Thi Kim Tan | Affiliated person of the Chair of the Board of Directors | Occurred this year |
| * Loan interest payables |  | 456,000,000 |
| * Loan interest payment |  | 342,312,329 |
| 2 Debts with affiliated parties | Relations with the Company | Calculated number at the end of the period dated December 31, 2023 |
| 1. Binh Duong Building Materials & Construction Corporation | Joint venture |  |
| * Payables for purchasing products and services |  | 260,032,163 |
| * Dividend payment |  | 975,007,800 |
| 1. Ms. Dang Thi Kim Tan | Affiliated person of the Chair of the Board of Directors | Calculated number at the end of the period dated December 31, 2023 |
| Loan principal payables |  | 4,000,000,000 |
| Loan interest payables |  | 307,331,506 |

1. Transactions between PDMR of the listed company, affiliated persons of PDMR and subsidiaries or companies controlled by the listed company: none
2. Transactions between the Company and other entities:
   1. Transactions between the Company and the company that members of the Board of Directors, members of the Supervisory Board, and the Executive Manager (General Manager) have been founding members or a member of the Board of Directors, the Executive Manager (General Manager) for the past three (03) years (calculated at the time of reporting): none
   2. Transactions between the Company and the companies in which affiliated persons of members of Board of Directors, the Supervisory Board, Executive Manager (General Manager) are members of the Board of Directors and Executive Manager (General 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 (General Manager): none
3. Share transactions of PDMR and affiliated persons of PDMR:
   * + 1. Listed company’s shares transactions between PDMR and affiliated persons of PDMR:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relations with PMDR | Number of shares owned at the beginning of the period | | Number of shares owned at the end of the period | | Reasons for increase or decrease (buy, sell, convert, bonus, etc.) |
| Number of shares | Rate (%) |
| Number of shares | Rate (%) |
| 1 | Huynh Thanh Son | Member of the Board of Directors | 47,628 | 0.96% |  |  | Sell |
| 2 | Bui Hong Khanh | Wife of Mr. Huynh Thanh Son - a member of the Board os Directors | 315,405 | 6.33% |  |  | Sell |
| 3 | Huynh Bui Hoang Nam | Biological child of Mr. Huynh Thanh Son - member of the Board of Directors |  |  | 362,933 | 7.28% | Buy |
| 4 | Pham Ngu Cu | Member of the Board of Directors | 57,794 | 1.16% |  |  | Sell |

1. Other significant issues None.