**VIH: Annual Corporate Governance Report 2023**

On January 29, 2024, Viglacera Ha Noi Joint Stock Company announced Report No. 01/VIH-HDQT on the corporate governance in 2023 as follows:

* Name of company: Viglacera Ha Noi Joint Stock Company
* Head office address: 15th floor, Viglacera building, No. 1, Thang Long Avenue, Me Tri, Nam Tu Liem, Hanoi, Vietnam.
* Tel: 0222 3689 234 Fax: 0222 3689 189
* Email: ctcpviglacerahanoi@gmail.com
* Charter capital: VND 56,000,000,000
* Securities code: VIH
* Corporate governance model:
* The General Meeting, the Board of Directors, the Supervisory Board and the Managing Director/Manager
* Internal audit: 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 | Date | Contents |
| 1 | 16/VIH-DHCD | March 30, 2023 | The Annual General Mandate approves the Financial Statements 2022, the business plan of the Company in 2023 and other issues under the authorities of the General Meeting |

1. Board of Directors (Annual Report)
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 | |
| Date of appointment | Date of dismissal |
| 1 | Mr. Quach Huu Thuan | Chair of the Board of Directors | December 18, 2017 |  |
| 2 | Mr. Dinh Quang Huy | Non-executive member of the Board of Directors | April 25, 2013 |  |
| 3 | Mr. Le Tien Dung | Member of the Board of Director-cum-Manager of the Company | April 25, 2013 |  |
| 4 | Ms. Cao Thi Nhung | A | April 9, 2013 | March 30, 2023 |
| 5 | Mr. Doan Hai Mau | Independent member of the Board of Directors | March 18, 2020 |  |
| 6 | Mr. Mai Xuan Duc | Non-executive member of the Board of Directors | March 30, 2023 |  |

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

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Decision | Date | Contents |
| 1 | 03/VIH-HDQT | February 11, 2023 | Asking for votes for the Annual General Meeting 2023 |
| 2 | 04/VIH-HDQT | February 21, 2023 | Reappoint Ms. Bui Thu Hang as the Chief Accountant |
| 3 | 05/VIH-HDQT | February 27, 2023 | Borrow capital and use assets as guarantee at Vietinbak - Ba Dinh Branch |
| 4 | 06/VIH-HDQT | March 15, 2023 | Financial lease of 01 CPCD35-Q22K2 forklift |
| 5 | 07/VIH-HDQT | March 15, 2023 | Approve loans and collateral at Vietcombank - Chuong Duong Branch |
| 6 | 17/VIH-HDQT | March 30, 2023 | Elect the Chair of the Board of Directors of the Company |
| 7 | 18/VIH-HDQT | March 31, 2023 | Sell ​​A2 products to offtake agents |
| 8 | 18A/VIH-HDQT | March 31, 2023 | Assign duties to members of the Board of Directors |
| 9 | 20/VIH-HDQT | April 15, 2023 | Reappoint Mr. Le Tien Dung as the Managing Director of the Company |
| 10 | 20A/VIH-HDQT | April 16, 2023 | Sell ​​slow-moving inventory |
| 11 | 23/VIH-HDQT | April 24, 2023 | Register to adjust the investment project "Relocation and additional investment of Hanoi ceramic tile factory" stipulated in Investment License No. 174/GPDT-KCN-BN issued by the Management Board of Bac Ninh Industrial Parks for the first time on March 2, 2006 |
| 12 | 23A/VIH-HDQT | July 12, 2023 | Approve the technical and economic report on the investment in 2 automatic packaging lines at Hai Duong Factory |
| 13 | 25/VIH-HDQT | July 25, 2023 | Approve the contractor selection plan to invest in 2 automatic packaging lines at Hai Duong Factory |
| 14 | 25.1/VIH-HDQT | July 25, 2023 | Approve the of production and business results in the first 6 months of 2023 and the production and business plan and orientation for the last 6 months of 2023 |
| 15 | 27/VIH-HDQT | August 7, 2023 | Pay dividends in 2022 in cash |
| 16 | 27.2/VIH-HDQT | September 8, 2023 | Approve the Investment in 2 automatic packaging lines for Production Lines No. 1 and No. 2 at Hai Duong Factory |
| 17 | 28/VIH-HDQT | September 9, 2023 | Reappoint Mr. Nguyen Chi Hoa as the Deputy Manager of the Company |
| 18 | 29A/VIH-HDQT | September 18, 2023 | Approve the appointment of contractors to invest in 2 automatic packaging lines at Hai Duong Factory |
| 19 | 30/VIH-HDQT | September 26, 2023 | Handle situations during the contractor selection process for Package No. 01: Providing 02 new generation synchronous automatic packaging lines for production lines No. 1 and No. 2 at Hai Duong Factory |
| 20 | 32/VIH-HDQT | October 04, 2023 | Borrow capital and use assets as collaterals at BIDV - Thanh Dong Branch |
| 21 | 33/VIH-HDQT | October 16, 2023 | Approve loans and collaterals at Vietcombank - Chuong Duong Branch |
| 22 | 34/VIH-HDQT | December 12, 2023 | Explain certain financial targets in 2023 and plans and roadmap to overcome negative net working capital |
| 23 | 35/VIH-HDQT | December 15, 2023 | Approve the production, business and investment plan in 2024 |

1. Supervisory Board/Audit Committee (Annual Report)
2. Information about members of the Supervisory Board/Audit Committee:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board/Audit Committee | Position | Date of appointment/dismissal as member of the Supervisory/Audit Committee | Qualification |
| 1 | Mr. Ngo Trong Toan | Chief of the Supervisory Board | December 18, 2017 | Bachelor in Economics, Master of Business Administration |
| 2 | Mr. Nguyen Quang Nam | Member of the Supervisory Board | March 28, 2014 | Master of Business Administration, Bachelor in Science |
| 3 | Ms. Ho Thi Thuy | Member of the Supervisory Board | April 25, 2013 | Bachelor in Economics |

1. Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Mr. Le Tien Dung |  | Silicate Chemical Engineer, Master of Business Administration | April 17, 2013 |
| 2 | Mr. Nguyen Chi Hoa |  | Construction Engineer | September 10, 2018 |

1. Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Ms. Bui Thu Hang |  | Master of Accounting | December 22, 2012 |

1. Training on corporate governance
2. List of related persons of the public company (Annual report) and transactions between the related persons of the Company and the Company itself
3. Transactions between the Company and related persons of the Company; or between the Company and principal shareholders, PDMR, or related persons of PDMR: None
4. Transactions between the Company’s PDMR, related persons of PDMR and subsidiaries, companies controlled by the Company: None
5. Transactions between the Company and other entities
6. Transactions between the Company and the company in which members of the Board of Directors, members of the Supervisory Board, Executive Manager (Managing Director) and other managers have been founding members or members of the Board of Directors and Executive Manager (Managing Director) for the past three (03) years (as at the date of reporting):

None

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 and Executive Manager (Managing Director):

None

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)

2. Company’s share transactions of PDMR and related persons

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| 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, reward,...) |
| Number of shares | Rate | Number of shares | Rate |
| 1 | Bui Thu Hang |  | 66,200 | 1.18% | 10,000 | 0.18% | Sell |

1. Other significant issues: None