**VIT: Annual Corporate Governance Report 2023**

In January, 2023, Viglacera Tien Son JSC announced Report on Corporate Governance 2023 as follows:

* Name of listed company: Viglacera Tien Son JSC
* Head office address: Tien Son Industrial Park, Tien Du District, Bac Ninh Province
* Tel: 0222.3839395 Fax: 0222.3838917
* Charter capital: VND 500,000,000,000
* Securities code: VIT
1. Activities of the General Meeting of Shareholders:

Information about the meetings and General Mandate/Decisions of the General Meeting of Shareholders.

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | General Mandate/ Decision of the General Meeting of Shareholders No. | Date |  | Contents |
| 1 | 02 | March 31, 2023 | Minutes of the General Meeting of Shareholders 2023. |
| 2 | 03 | March 31, 2023 | Annual General Mandate 2023 |

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

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | Members of the Board of Directors | Position | Date of appointment/dismissal as a member of the Board of Directors | Number of attended meetings | Attendance rate | Reason for not attending |
| 1 | Mr. Nguyen Anh Tuan | Chair | March 6, 2020 | 22 | 100% |  |
| 2 | Mr. Dinh Quang Huy | Member | March 22, 2013 | 22 | 100% |  |
| 3 | Mr. Quach Huu Thuan | Member | March 22, 2013 | 22 | 100% |  |
| 4 | Mr. Nguyen Manh Hieu | Member | From March 06, 2020, to March 31, 2023 | 05 | 100% |  |
| 5 | Mr. Mai Xuan Duc | Member | September 21, 2021 | 22 | 100% |  |
| 6 | Mr. Nguyen Duy Truc | Member | March 31, 2023 | 18 | 100% |  |

1. Board Resolutions/Board Decisions

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Date | Board Resolution/ Decision No. | Contents |
| 1 | January 17, 2023 | 01/VIT-HDQT | Meeting Minutes of the Board of Directors on the trial production plan for the project "Buying and renovating Bach Ma Ceramic Tiles Factory - Viglacera Eurotile Ceramic Factory with the capacity of 9.0 million m2/year” |
| 2 | January 17, 2023 | 02/VIT-HDQT | Board Decision on approving the trial production plan for the project "Buying and renovating Bach Ma Ceramic Tiles Factory - Viglacera Eurotile Ceramic Factory with the capacity of 9.0 million m2/year” |
| 3 | January 18, 2023 | 03/VIT-HDQT | Meeting Minutes of the Board of Directors on approving the production and business results in Q4/2022 and the production and business plan for Q1/2023 |
| 4 | January 18, 2023 | 04/VIT-HDQT | Board Resolution on approving the production and business results in Q4/2022 and the production and business plan for Q1/2023 |
| 5 | February 15, 2023 | 05/VIT-HDQT | Proposal submitted to the company on the approving the Annual General Meeting of Shareholders 2023 |
| 6 | February 28, 2023 | 06/VIT-HDQT | Meeting Minutes of the Board of Directors on the financial lease at Vietnam International Financial Leasing Company  |
| 7 | March 31, 2023 | 07/VIT-HDQT | Report of the Board of Directors in 2022 and solutions to implement production and business tasks in 2023 at the Annual General Meeting of Shareholders in 2023 |
| 8 | March 31, 2023 | 08/VIT-HDQT | Meeting Minutes of the Board of Directors on electing the Chair of the Board of Directors in the term of 2023-2027 |
| 9 | March 31, 2023 | 09/VIT-HDQT | Meeting Minutes of the Board of Directors on the financial lease at Finance Leasing Company Limited - Vietnam Joint Stock Commercial Bank For Industry And Trade |
| 10 | March 31, 2023 | 10/VIT-HDQT | Meeting Minutes of the Board of Directors on the loan and authorization of loans at Vietnnam Joint Stock Commercial Bank For Industry And Trade - Tien Son Industrial Branch and Ba Dinh Branch |
| 11 | May 15, 2023 | 11/VIT-HDQT | Meeting Minutes of the Board of Directors on approving the settlement on regular maintenance and repair in 2023 at Tien Son Viglacera Factory, Thai Binh Viglacera Factory and My Duc Viglacera Factory - Viglacera Tien Son JSC |
| 12 | May 15, 2023 | 12/VIT-HDQT | Board Resolution on approving the plan on approving the settlement on regular maintenance and repair in 2023 at Tien Son Viglacera Factory, Thai Binh Viglacera Factory and My Duc Viglacera Factory - Viglacera Tien Son JSC |
| 13 | May 19, 2023 | 13/VIT-HDQT | Meeting Minutes of the Board of Directors on approving the production and business results in Q1/2023 and the production and business plan for Q4/2023 |
| 14 | May 19, 2023 | 14/VIT-HDQT | Board Resolution on approving the production and business results in Q1/2023 and the production and business plan for Q4/2023 |
| 15 | May 20, 2023 | 15/VIT-HDQT | Meeting Minutes of the Board of Directors on approving the results of the trial production plan for the project "Buying and renovating Bach Ma Ceramic Tiles Factory - Viglacera Eurotile Ceramic Factory with the capacity of 9.0 million m2/year” |
| 16 | May 20, 2023 | 16/VIT-HDQT | Board Decision on approving the result of the trial production plan for the project "Buying and renovating Bach Ma Ceramic Tiles Factory - Viglacera Eurotile Ceramic Factory with the capacity of 9.0 million m2/year” |
| 17 | June 20, 2023 | 17/VIT-HDQT | Meeting Minutes of the Board of Directors on approving the independent audit company to review the Semi-Annual Financial Statements 2023 and audit for the fiscal year 2023. |
| 18 | June 20, 2023 | 18/VIT-HDQT | Board Resolution on approving the independent audit company to review the Semi-Annual Financial Statements 2023 and audit for the fiscal year 2023. |
| 19 | June 20, 2023 | 19/VIT-HDQT | Meeting Minutes of the Board of Directors on the loans and authorization of the loans at Joint Stock Commercial Bank for Investment and Development of Vietnam - Trang Tien Branch - Ha Noi |
| 20 | June 26, 2023  | 19.1/VIT-HDQT | Board Decision on approving adjustments to the total expense estimate of the project “Buying and renovating Bach Ma Ceramic Tiles Factory - Viglacera Eurotile Ceramic Factory with the capacity of 9.0 million m2/year”. |
| 21 | June 27, 2023  | 19.2/VIT-HDQT | Meeting Minutes of the Board of Directors on the investment project (adjustment) “Buying and renovating Bach Ma Ceramic Tiles Factory - Viglacera Eurotile Ceramic Factory with the capacity of 9.0 million m2/year”- Viglacera Tien Son JSC |
| 22 | June 28, 2023  | 19.3/VIT-HDQT | Board Decision on approving the investment project (adjustment) of "Buying and renovating Bach Ma Ceramic Tiles Factory - Viglacera Eurotile Ceramic Factory with the capacity of 9.0 million m2/year" |
| 23 | August 2, 2023  | 20/VIT-HDQT | Meeting Minutes of the Board of Directors on personnel work of Mr. Truong Ngoc Minh - Deputy Manager of the Company  |
| 24 | August 2, 2023  | 21/VIT-HDQT | Document to Viglacera Tien Son JSC on personnel work of Mr. Truong Ngoc Minh - Deputy Manager of the Company  |
| 25 | August 30, 2023  | 22/VIT-HDQT | Meeting Minutes of the Board of Directors on approving the production and business results in Q4/2023 and the production and business plan for Q3/2023 |
| 26 | August 30, 2023  | 23/VIT-HDQT | Board Resolution on approving the production and business results in Q4/2023 and the production and business plan for Q3/2023 |
| 27 | August 31, 2023  | 24/VIT-HDQT | Board Decision on personnel work of Mr. Truong Ngoc Minh - Deputy Manager of the Company  |
| 28 | September 5, 2023  | 25/VIT-HDQT | Meeting Minutes of the Board of Directors on approving the loan plan at VIB Bank - Exchange Branch |
| 29 | September 14, 2023  | 26/VIT-HDQT | Meeting Minutes of the Board of Directors on approving the settlement of the project “Buying and renovating Bach Ma Ceramic Tiles Factory - Viglacera Eurotile Ceramic Factory with the capacity of 9.0 million m2/year” - Viglacera Tien Son JSC |
| 30 | September 14, 2023  | 27/VIT-HDQT | Board Decision on approving the settlement of the project “Buying and renovating Bach Ma Ceramic Tiles Factory - Viglacera Eurotile Ceramic Factory with the capacity of 9.0 million m2/year” - Viglacera Tien Son JSC |
| 31 | December 2, 2023  | 28/VIT-HDQT | Proposal to the Company on approving the production and business plan and investment in 2024 |
| 32 | December 2, 2023  | 29/VIT-HDQT | Meeting Minutes of the Board of Directors on loans plan at TP Bank  |
| 33 | December 26, 2023  | 30/VIT-HDQT | Proposal to the Company on the application for approval of the policy on buying cars for work |

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

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Number of attended meetings | Attendance rate |
| 1 | Ms. Nguyen Thi Cam Van | Chief | From June 25, 2021 to March 31, 2023 | 01 | 100% |
| 2 | Mr. Nguyen Quang Hai | Chief | March 31, 2023 | 04 | 100% |
| 3 | Mr. Phan Van Huyen | Member | April 7, 2021 | 05 | 100% |
| 4 | Mr. Dang Quoc Tuan | Member | April 7, 2021 | 05 | 100% |

1. Training on corporate governance:
2. List of affiliated persons of the listed company as prescribed in Clause 34, Article 6 of the Law on Securities and transactions between affiliated persons of the Company and the Company itself.
3. Transactions between the Company and affiliated persons of the Company; or between the Company and major shareholders, PDMR and affiliated persons of PDMR announced in the Financial Statement of Q2/2023 of the Company.
4. Transactions between PDMR of the listed company, affiliated persons of PDMR and subsidiaries or companies controlled by the listed company: announced in the Financial Statement of Q4/2023 of the Company.
5. Transactions between the Company and other entities/ announced in the Financial Statement of Q4/2023 of the Company.
6. Share transactions of PDMR and affiliated persons of PDMR
7. Company’s share transactions of PDMR and affiliated persons: none