**VTV: Annual Corporate Governance Report 2023**

On January 30, 2024, VICEM Materials Transport Cement Joint Stock Company announced Report No. 166/NL&MT-HDQT on the corporate governance 2023 as follows:

* Name of company: VICEM Materials Transport Cement Joint Stock Company
* Head office address: No. 21B - Cat Linh - Dong Da - Hanoi
* Tel: 02438457328; Fax: 02438457186:
* Email: vtvvicem@gmail.com
* Charter capital: VND 311,998,250,000
* Securities code: VTV
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager
* Internal audit execution: Not executed

1. Activities of the General Meeting of Shareholders

VICEM Materials Transport Cement Joint Stock Company conducted the Annual General Meeting of Shareholders 2023 on April 27, 2023. The number of direct shareholders is 12 shareholders and the number of authorized shareholders is 55, representing 23,571,487 shares with voting rights, reaching 75.55% of the total number of shares with voting rights.

At the Congress, after democratic, objective and constructive discussion, the Meeting voted to approve the following contents:

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| --- | --- | --- | --- |
| No. | General Mandate/Decision No. | Date | Content |
| 1 | General Mandate No. 557/NQ-DHDCD | April 27, 2023 | 1. Approve the Report on activities in 2022 and the activities plan in 2023 of the Board of Directors. 2. Approve the Report on activities in 2022 and the activities plan in 2023 of the Supervisory Board. 3. Approve the Report on production and business results in 2022 and the production and business plan in 2023. 4. Approve the Audited Financial Statements 2022. 5. Approve the profit distribution plan 2022. 6. Approve the remuneration of the Board of Directors and the Supervisory Board in 2022 and the remuneration plan for 2023. 7. Approve the selection of an audit company to audit the Financial Statements 2023. 8. Approve contracts and transactions between the Company and affiliated persons. 9. Approve the amendments and supplements to the Company’s Charter of organization and operation. 10. Approve the amendment and supplement to the Internal regulations on corporate governance. 11. Approve the amendment and supplement to the Operational Regulation of the Board of Directors. 12. Approve the dismissal and election of additional members of the Board of Directors for the term 2021-2026. 13. The Meeting agreed to additionally elect Ms. Nguyen Thi Kim Chi as a member of the Board of Directors for the 2021-2026 term |

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

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| --- | --- | --- | --- | --- |
| No. | Members of the Board of Directors | Position | Date of appointment/dismissal as member/independent member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Ms. Nguyen Thi Kim Chi | Chair | April 27, 2023 |  |
| 2 | Mr. Tran Khac Manh | Member | June 29, 2020 |  |
| 3 | Mr. Hoang Vu Thang | Member | April 24, 2018 |  |
| 4 | Mr. Tran Dinh Dung | Member | June 30, 2021 |  |
| 5 | Mr. Pham Van Phuong | Independent member | June 30, 2021 |  |
| 6 | Mr. Nguyen Van Chang | Member | June 30, 2021 | April 27, 2023 |

1. Board Resolutions/Decisions in 2023: Details are in the attached Appendix 01.
2. 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 |
| Appointment date | Dismissal date |
| 1 | Ms. Nguyen Thi Thu Ha | Chief | April 24, 2018 |  | Bachelor of Accounting |
| 2 | Mr. Mai Thanh Hai | Member | June 30, 2021 |  | Master of Business Administration |
| 3 | Ms. Nguyen Thi Kim Oanh | Member | June 30, 2021 |  | Bachelor of Business Administration |

1. The Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Tran Khac Manh | November 05, 1970 | Master of Business Administration | January 09, 2020 |
| 2 | Trinh Cong Giang | October 12, 1969 | Bachelor of Accounting | March 30, 2017 |

1. Chief Accountant/ Head of Accounting Department

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Trinh Thi Hong | August 14, 1978 | Bachelor of Accounting | Appointed as the Chief Accountant from June 6, 2022 |

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
3. Transactions between the Company and affiliated persons of the Company; or between the Company and major shareholders, PDMR and affiliated persons of PDMR

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organizations/individuals | Relations with the Company | NSH No., Date of issue, Place of issue of NSH | Head office’s address/Contract 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 value of transaction | Note |
| 1 | Vietnam National Cement Corporation | Holding Company | 0100106320 Department of Planning and Investment of Hanoi City issued on November 11, 2021 | No. 228 Le Duan Street, Dong Da District, Hanoi | 2023 | 2104/VICEM-HDKT dated December 31, 2013 | Consulting fee, value: VND 2,836,203,505 |  |
| 580/NQ-HDQT dated April 29, 2022, 719/NQ-HDQT dated June 12, 2023 | Loan with loan interest: VND 1,227,200,000 |
| 2 | Vicem Hoang Thach Cement Company Limited | Affiliated party | 0800004797 | Area 2 Bich Nhoi, Minh Tan Ward, Kinh Mon Town, Hai Duong | 2023 | General Mandate No. 557/NQ-DHDCD of the Annual General Meeting of Shareholders 2023, Resolution No. 1965/NQ- HDQT dated December 31, 2022 of the Company's Board of Directors on related transactions | Selling coal, contract value: VND 763,488,000,000 |  |
| Selling coal, contract value: VND 99,990,000,000 |
| 3 | Vicem Hai Phong Cement Company Limited | Affiliated party | 0200155219 | Minh Duc Town, Thuy Nguyen, Hai Phong | 2023 | Selling coal, contract value: VND 186,450,000,000 |
| Selling coal, contract value: VND 59,470,400,000 |
| Selling coal, contract value: VND 57,833,600,000 |
| 4 | Vicem Tam Diep Cement One Member Company Limited | Affiliated party | 2700260173 | No. 27, Chi Lang Street, Quang Son Commune - Tam Diep City - Ninh Binh Province | 2023 | Selling coal, contract value: VND 14,740,000,000 |
| Selling coal, contract value: VND 29,480,000,000 |
| 5 | Vicem Ha Tien Cement Joint Stock Company | Affiliated party | 0301446422 | 604 Vo Van Kiet, Cau Kho, District 1, HCMC | 2023 | Selling coal, contract value: VND 764,434,000,000 |
| 6 | Vicem Hai Van Cement Joint Stock Company | Affiliated party | 0400101235 | 65 Nguyen Van Cu, Hoa Hiep Bac Ward, Lien Chieu District, Da Nang City, Vietnam | 2023 | Selling coal, contract value: VND 258,060,000,000 |
| 7 | Vicem Hoang Mai Cement JSC | Affiliated party | 2900329295 | Hoang Mai Town - Quynh Luu District - Nghe An Province | 2023 | Selling coal, contract value: VND 66,924,000,000 |
| Selling coal, contract value: VND 75,724,000,000 |
| Selling coal, contract value: VND 89,100,000,000 |
| Selling coal, contract value: VND 132,517,000,000 |
| Selling coal, contract value: VND 26,620,000,000 |
| Selling plaster, contract value: VND 15,097,500,000  Selling plaster, contract value: VND 14,355,000,000 |
| 8 | Vicem But Son Cement Joint Stock Company | Affiliated party | 0700117613 | Thanh Son Commune - Kim Bang District - Ha Nam Province | 2023 | Selling coal, contract value: VND 29,755,000,000 |
| Selling coal, contract value: VND 39,930,000,000 |
| Selling coal, contract value: VND 567,996,000,000 |
| Selling coal, contract value: VND 13,255,000,000 |
| Providing alternative materials, contract value: VND 34,265,000,000 |
| Providing sludge, contract value: VND 14,520,000,000 |
| 9 | Bim Son Cement Joint Stock Company | Affiliated party | 2800232620 | Quarter 7 - Ba Dinh Ward - Bim Son Town - Thanh Hoa Province | 2023 | Selling coal, contract value: VND 147,268,000,000 |
| Selling coal, contract value: VND 23,859,000,000  Selling coal, contract value: VND 16,005,000,000 |
| 10 | Vicem Song Thao Cement Joint Stock Company | Affiliated party | 2600279082 | Area 9, Ninh Dan Commune, Thanh Ba District, Phu Tho Province, Vietnam | 2023 | Selling coal, contract value: VND 90,055,350,000 |
| 11 | Vicem Ha Long Cement Joint Stock Company | Affiliated party | 5700466028 | Thong Nhat Commune, Ha Long City, Quang Ninh Province | 2023 | Selling coal, contract value: VND 339,238,416,000 |
| Selling coal, contract value: VND 23,577,136,000 |
| Selling coal, contract value: VND 44,995,500,000 |
| Selling coal, contract value: VND 69,062,400,000 |
| Selling coal, contract value: VND 418,825,000,000 |
| Selling coal, contract value: VND 466,257,000,000 |
| 12 | Logistics Vicem Joint Stock Company | Affiliated party | 0301975289 | 405 Song Hanh, Xa Lo Ha Noi, Truong Tho Ward, Thu Duc City, Ho Chi Minh City, Vietnam | 2023 | Resolution No. 1965/NQ-HDQT dated December 31, 2022 of the Company's Board of Directors on related transactions | Boat rental, contract value: VND 4,368,387,097 |  |
| Freight, value: VND 5,388,692,937 |

1. Transactions between the Company’s PDMR, affiliated persons of PDMR and subsidiaries or companies controlled by the Company: None.
2. Transactions between the Company and other entities:
3. 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):

* The Company signed a coal supply contract in 2021 with Vicem But Son Cement Joint Stock Company. At the time of signing the contract, Mr. Pham Duc Cuong was the Chair of the Board of Directors of 02 companies (The signing of the contract was agreed upon by the Company's Board of Directors in Resolution No. 349/NQ-HDQT dated March 29, 2021); The Company signed a contract to supply sludge and a contract to supply alternative materials with Vicem But Son Cement Joint Stock Company (The Board of Directors agreed to issue Resolution No. 209/NQ-HDQT dated February 23, 2021, Resolution No. 213/NQ-HDQT dated February 24, 2021)
* The Company signed a coal supply contract in 2021 with Vicem Ha Long Cement Joint Stock Company. A At the time of signing the contract, Mr. Pham Duc Cuong was the Chair of the Board of Directors of 02 companies (The signing of the contract was agreed upon by the Company's Board of Directors in Resolution No. 365/NQ-HDQT dated April 1, 2021).

1. Transactions between company and company that affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Manager are members of the Board of Directors, the executive General Manager: None.
2. Other transactions (if any) that can bring about material or non-material benefits to the members of the Board of Directors, the 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.

APPENDIX 1: Board Resolutions/Decisions (2023):

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| --- | --- | --- | --- |
| No. | Resolution/Decision No. | Date | Content |
| 1 | 89/NQ-HDQT | January 18, 2023 | On promulgating the Regulations on emulation and rewards for VICEM Materials Transport Cement Joint Stock Company |
| 2 | 90/QD-HDQT | January 19, 2023 | On promulgating the Regulations on emulation and rewards for VICEM Materials Transport Cement Joint Stock Company |
| 3 | 161/NQ-HDQT | February 08, 2023 | On rewards in 2022 |
| 4 | 194/NQ-HDQT | February 15, 2023 | On the organization of the Annual General Meeting of Shareholders 2023 |
| 5 | 292/NQ-HDQT | March 14, 2023 | Meeting of the Board of Directors in Q1/2023 |
| 6 | 500/NQ-HDQT | April 17, 2023 | Meeting of the Board of Directors in Q2/2023 |
| 7 | 558/NQ-HDQT | April 27, 2023 | On the election of the Chair of the Board of Directors of the Company |
| 8 | 626/QD-HDQT | May 18, 2023 | On promulgating the Internal Regulations on Corporate Governance |
| 9 | 627/QD-HDQT | May 18, 2023 | Decision on promulgating the Operational regulation of the Board of Directors. |
| 10 | 714/NQ-HDQT | June 06, 2023 | On quality assessment and ranking in 2022 |
| 11 | 719/NQ-HDQT | June 12, 2023 | On extending the loan of Vietnam National Cement Corporation |
| 12 | 751/NQ-HDQT | June 20, 2023 | On authorizing the selection of the audit company for the Financial Statements 2023 |
| 13 | 808/QD-HDQT | June 30, 2023 | On removing from the planning and supplementing the planning for the Company's leadership and management officials for the period 2021-2026 and the planning for the Company's leadership and management officials for the period 2026-2031 under the management of VICEM |
| 14 | 963/NQ-HDQT | August 14, 2023 | Meeting of the Board of Directors in Q3/2023 |
| 15 | 964/NQ-HDQT | August 14, 2023 | On the assignment of tasks to members of the Company's Board of Directors. |
| 16 | 1049/NQ-HDQT | September 08, 2023 | On the dividend payment of 2022 |
| 17 | 1077/QD-NL&MT | September 18, 2023 | On the assessment and quality rating for Company managers in 2022 |
| 18 | 1115/NQ-HDQT | September 29, 2023 | On approving the labor plan and salary plan in 2023 |
| 19 | 1116/QD-HDQT | September 29, 2023 | On approving the labor plan and salary plan in 2023 |
| 20 | 1170/NQ-HDQT | October 11, 2023 | On the establishment of the Alternative Materials department |
| 21 | 1171/QD-HDQT | October 11, 2023 | On the establishment of the Alternative Materials department |
| 22 | 1212/NQ-HDQT | October 17, 2023 | Meeting of the Board of Directors in Q4/2023 |
| 23 | 1445/NQ-HDQT | November 09, 2023 | Board Resolution on short-term loans to supplement working capital |
| 24 | 1705/NQ-HDQT | December 29, 2023 | On approving the coal purchase and sale contract in 2024 with Vietnam National Coal and Mineral Industries Group |