**VCS: Annual Corporate Governance Report 2023**

On January 30, 2024, Vicostone Joint Stock Company announced Report No. 09/2024 BC/VCS-QHCD on the corporate governance in 2023 as follows:

* Name of listed company: Vicostone Joint Stock Company
* Address of Head office: Hoa Lac High-tech Industrial Zone, Thach Hoa Commune, Thach That District, Hanoi City, Vietnam
* Tel: (024) 3368 5826
* Fax: (024) 3368 6652
* Email: quanhecodong@vicostone.com
* Charter capital: VND 1,600,000,000,000
* Securities code: VCS
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the General Manager and the Audit Committee under the Board of Directors.
* Internal audit execution: Executed.

1. Activities of the General Meeting of Shareholders:

The Annual General Meeting of Shareholders 2023:

On April 12, 2023, Vicostone Joint Stock Company successfully organized the Annual General Meeting of Shareholders 2023 and approved General Mandate No. 01/2023 NQ/VCS- DHDCD with the following specific contents:

* Approve the Report of the Board of Directors on the Operating Situation in 2022;
* Approve the Report of the Audit Committee on internal audit activities in 2022;
* Approve the production and business results in 2022 and the production and business plan for 2023.
* Approve the audited Financial Statements 2022 and select an audit company for the Financial Statements 2023;
* Approve the Profit Distribution Plan for 2022, the Profit Distribution and Dividend Payment Plan for 2023; Approve the remuneration plan for the Board of Directors in 2023;
* Approve authorizing the Board of Directors to approve the investment projects that are under the decision authority of the General Meeting of Shareholders, transactions and contracts signed by Vicostone Joint Stock Company and related parties;
* Approve the policy of receiving the transfer of the Project "Investment in building a factory to produce unsaturated Polyester plastic capable of withstanding UV radiation and weather resistance, used in the production of quartz-based artificial stone and other composite materials." ”;
* Approve the cancellation of the Plan to repurchase its own shares;
* Elect replacement members of the Board of Directors;

1. The Board of Directors (Report of 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 | |
| Appointment date | Dismissal date |
| 1 | Ho Xuan Nang | Chair of the Board of Directors | April 12, 2019 |  |
| 2 | Pham Tri Dung | Member of the Board of Directors | April 12, 2023 |  |
| 3 | Pham Anh Tuan | Member of the Board of Directors | April 12, 2019 |  |
| 4 | Tran Lan Phuong | Member of the Board of Directors | April 12, 2019 |  |
| 5 | Nguyen Quang Hung | Member of the Board of Directors | May 30, 2020 |  |
| 6 | Nguyen Dieu Thuy Ngoc | Member of the Board of Directors | April 12, 2019 | April 12, 2023 |

Members of the Company's Board of Directors ensures diversity in many aspects: Diversity in gender (with female Board members); diversity in job expertise; Ensure the number of independent members of the Board of Directors according to regulations, ensure the presence of members in the Executive Board and non-executive members.

1. Approved Board Resolutions

* The Board Resolutions were approved at the meetings of the Board of Directors

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| --- | --- | --- | --- | --- |
| No. | Date | Board Resolution No. | Content | Approval rate |
| 01 | January 11, 2023 | 01/2023 NQ/VCS-HDQT | Approve transactions of buying and selling goods and services between the Company and affiliated companies in 2023 | 100% |
| 02 | February 27, 2023 | 02/2023 NQ/VCS-HDQT; | Change senior personnel of the Company | 100% |
| 03 | February 28, 2023 | 03/2023 NQ/VCS-HDQT; | Convene the Annual General Meeting of Shareholders 2023 | 100% |
| 04 | March 23, 2023 | 05/2023 NQ/VCS-HDQT; | Approve the time and documents of the Annual General Meeting of Shareholders 2023. | 100% |
| 05 | April 13, 2023 | 05A/2023 NQ/VCS-HDQT | Elect replacement members of the Audit Committee: | 100% |
| 06 | May 11, 2023 | 06/2023 NQ/VCS-HDQT; | Promulgate the Regulation on salary of Vicostone Joint Stock Company | 100% |
| 07 | June 07, 2023 | 07/2023 NQ/VCS-HDQT; | Prepay dividend in cash for the first time in 2023 | 100% |
| 08 | June 22, 2023 | 08/2023 NQ/VCS-HDQT; | Appoint the key employees of the Company | 100% |
| 09 | June 22, 2023 | 09/2023 NQ/VCS-HDQT | Approve the change of the information on appointing capital representatives and changing the legal representative at Phenikaa Hue | 100% |
| 10 | July 04, 2023 | 10/2023 NQ/VCS-HDQT; | Select an audit company to review the Semi-Annual Financial Statements and audit the Company’s Financial Statements 2023. | 100% |
| 11 | August 03, 2023 | 11/2023 NQ/VCS-HDQT; | Re-appoint the key employees of the Company | 100% |
| 12 | September 14, 2023 | 12/2023 NQ/VCS-HDQT; | Collect shareholders’ opinions via a ballot | 100% |
| 13 | September 22, 2023 | 13/2023 NQ/VCS HDQT; | Establish Polymer Center | 100% |
| 14 | October 13, 2023 | 14/2023 NQ/VCS-HDQT; | Temporarily postpone the collection of shareholders’ opinions via a ballot | 100% |
| 15 | November 22, 2023 | 15/2023 NQ/VCS-HDQT | Prepay dividend in cash for the 2nd time in 2023 | 100% |

1. The Audit Committee
2. Information about members of the Audit Committee:

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| --- | --- | --- | --- | --- |
| No. | Members of the Audit Committee: | Position | Date of appointment/dismissal as member of the Audit Committee | Qualification |
| 1 | Mr. Nguyen Quang Hung | Chair of the Audit Committee | Appointed on May 07, 2021 | Master of Economics |
| 2 | Ms. Tran Lan Phuong | Member of the Audit Committee | Appointed on April 13, 2023 | Master in Business Administration |
| 3 | Ms. Nguyen Dieu Thuy Ngoc | Member of the Audit Committee | Dismissed on April 13, 2023 | Bachelor of Accounting |

1. The Executive Board

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| --- | --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Position | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Pham Tri Dung | General Manager | October 18, 1971 | Mechanical Engineer, Master of Business Administration | Appointed on February 27, 2023 |
| 2 | Pham Anh Tuan | General Manager | September 12, 1981 | Doctor in High Element and Composite Materials, Master of Business Administration | Dismissed on February 27, 2023 |
| 3 | Nguyen Chi Cong | Deputy General Manager | August 16, 1981 | Control engineer | Re-appointed on August 04, 2023 |
| 4 | Luu Cong An | Deputy General Manager | July 15, 1965 | Dynamics Engineer | Re-appointed on June 22, 2023 |
| 5 | Dong Quang Thuc | Deputy General Manager | February 02, 1985 | Master of Chemistry  Master in Business Administration | Appointed on May 07, 2021 |
| 6 | Nguyen Quang Anh | Deputy General Manager | June 29, 1976 | Construction and handling machinery engineer | Appointed on June 22, 2023 |

1. Chief Accountant

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Nguyen Phuong Anh | October 10, 1986 | Bachelor of Economics, majoring in Accounting | Appointed on August 30, 2022 |

1. Training on corporate governance
2. List of affiliated persons of the public company 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, affiliated persons of PDMR:

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| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | NSH No.\*, Date of issue, Place of issue | Head office address: | Time of transaction with the Company | Approved Resolution No. | Quantity and shareholding rate after transactions | Note (Content of transaction) |
| 1 | A&A Green Phoenix Group Joint Stock Company | Holding Company | 0104961939, issued on October 20, 2010 at Hanoi Authority for Planning and Investment | No. 167 Hoang Ngan Street, Trung Hoa Ward, Cau Giay District, Hanoi. | In 2023 | Resolution No. 01/2023 NQ/VCS-HDQT; | 134,647,082 shares, accounting for 84.15% of outstanding shares with voting rights | Buy and sell quartz-based artificial stone products |
| Provide services of manufacturing, processing, installation and construction... of quartz-based artificial stone products and provide accompanying goods and services |
| Buy and sell chemicals, raw materials and supplies |
| 2 | Style Stone Joint Stock Company | Subsidiary of A&A Green Phoenix Group Joint Stock Company | 0500570960, issued on October 17, 2007 at Hanoi Authority for Planning and Investment | High-Tech Industrial Zone II, Hoa Lac Hi-Tech Zone, Thach Hoa Commune, Thach That District, Hanoi City | In 2023 | Resolution No. 01/2023 NQ/VCS-HDQT; | 0 shares | Buy and sell quartz-based artificial stone products |
| Provide services of manufacturing, processing, installation and construction... of quartz-based artificial stone products and provide accompanying goods and services |
| Buy and sell chemicals, raw materials and supplies |
| 3 | VietNam Stone Work - Top Fabrication JSC | Subsidiary of A&A Green Phoenix Group Joint Stock Company | 0500555916, issued on February 13, 2007 at Hanoi Authority for Planning and Investment | High-Tech Industrial Zone, Hoa Lac Hi-Tech Zone, Thach Hoa Commune, Thach That District, Hanoi City | In 2023 | Resolution No. 01/2023 NQ/VCS-HDQT; | 0 share | Buy and sell quartz-based artificial stone products |
| Provide services of manufacturing, processing, installation and construction... of quartz-based artificial stone products and provide accompanying goods and services |
| Buy and sell processed quartz-based artificial stone products |
| 4 | Phenikaa Hue Mineral Processing & Investment One Member Company Limited | Subsidiary | 3301601070, issued on December 20, 2016 at Business Registration Office in Thua Thien Hue Province | Lot CN15, Zone B, Phong Dien Industrial Zone, Phong Hoa Commune, Phong Dien District, Thua Thien Hue province, Vietnam | In 2023 | Resolution No. 01/2023 NQ/VCS-HDQT; | 0 share | Buy and sell Cristobalite and Quartz products crushed into grain strips for production |
| 5 | Tran Long Industry Joint Stock Company | Subsidiary of VietNam Stone Work - Top Fabrication JSC | 3602398753, issued on November 03, 2010 at Business Registration Office in Dong Nai Province. | Street No. 8, Nhon Trach 3 Industrial Zone, Hiep Phuoc Commune, Nhon Trach District, Dong Nai Province, Vietnam | In 2023 | Resolution No. 01/2023 NQ/VCS-HDQT; | 0 shares. | Buy and sell quartz-based artificial stone products |
| Provide services of manufacturing, processing, installation and construction... of quartz-based artificial stone products and provide accompanying goods and services |
| Buy and sell processed quartz-based artificial stone products |
| 6 | Phenikaa University | Subsidiary of A&A Green Phoenix Group Joint Stock Company |  | Yen Nghia Ward - Ha Dong District - Hanoi | In 2023 | Resolution No. 01/2023 NQ/VCS-HDQT; | 0 share | Buy and sell quartz-based artificial stone products |
| Provide services of manufacturing, processing, installation and construction... of quartz-based artificial stone products and provide accompanying goods and services |
| 7 | Sec G3 Center Joint Stock Company | Subsidiary of A&A Green Phoenix Group Joint Stock Company | 0102048184, issued on October 11, 2006 at Hanoi Authority for Planning And Investment | Service Center No. 1, New Urban Area Trung Hoa - Nhan Chinh, Trung Hoa Ward, Cau Giay District, Hanoi | In 2023 | Resolution No. 01/2023 NQ/VCS-HDQT; | 0 share | Buy and sell supplies, materials, spare parts, office equipment, stationery, industrial cleaning supplies, labor protection equipment, machinery, tools, industrial grease, and other goods serving manufacturing business |
| 8 | Vinh Thien Medical Joint Stock Company | Subsidiary of A&A Green Phoenix Group Joint Stock Company | 0108052589 issued on November 08, 2017 at Hanoi Authority for Planning And Investment | C18 My Dinh 1 Urban Area, Cau Dien Ward, Nam Tu Liem District, Hanoi City, Vietnam | In 2023 | Resolution No. 01/2023 NQ/VCS-HDQT; | 0 share | Buy and sell quartz-based artificial stone products |
| Provide services of manufacturing, processing, installation and construction... of quartz-based artificial stone products and provide accompanying goods and services |

1. Transactions between Company’s PDMR, affiliated persons of PDMR and subsidiaries or companies controlled by the Company
2. Transactions between the Company and other subjects.
   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 General Manager
   3. Other transactions of the Company (if any) that can offer material or non-material benefits to members of the Board of Directors, members of the Audit Committee or the General Manager:
3. Share transactions of PDMR and affiliated persons of PDMR
4. Company’s share transaction of PDMR and affiliated persons
5. Other significant issues: None.