**GMX: Annual Corporate Governance Report 2023**

On January 19, 2024, My Xuan Brick Tile Pottery and Construction announced Report No. 01/BCQT/2024 on the corporate governance in 2023 as follows:

* Name of company: My Xuan Brick Tile Pottery and Construction
* Address: Suoi Nhum Village - Hac Dich Ward - Phu My Town - Ba Ria Vung Tau Province.
* Tel: 0254.3893150                           Fax: 0254.3894168
* Email: [myxuanvt06@yahoo.com](mailto:myxuanvt06@yahoo.com)
* Charter capital: VND 90,406,970,000
* Securities code: GMX
* Corporate governance model:
* The General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the General Manager.
* Internal audit execution: Implemented

1. Activities of the General Meeting of Shareholders:

Information about the Meetings and General Mandates/Decisions of the General Meeting of Shareholders (including General Mandates approved by collecting opinions via a ballot)

|  |  |  |  |
| --- | --- | --- | --- |
| General Mandate No. | Date | Content | |
| Annual General Mandate 2022 | April 21, 2023 | 1 | Approve the report on production and business results in 2022 |
| 2 | Approve the Financial Statement of 2022 (after audit) |
| 3 | Approve the Profit distribution plan 2022 |
| 4 | Approve the Report on investment and development results in 2022 |
| 5 | Approve the production and business plan for 2023 |
| 6 | Approve the profit distribution plan for 2023 |
| 7 | Approve the investment and development plan for 2023 |
| 8 | Approve the remuneration for the Board of Directors and the Supervisory Board in 2023. |
| 9 | Approve the bonus for the Board of Directors, the Supervisory Board and the Executive Board. |
| 10 | Approve the list of transactions with related companies |
| 11 | Approve the plan on selecting an audit company for 2023. |
| 12 | Approve the delegation of authority to the Board of Directors, based on the production and business results of the first 6 months of the year, to adjust the production and business plan for the last 6 months of the year to suit the actual situation. |

1. Activities of the Board of Directors: (Year 2023)
2. Information about members of the Board of Directors

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position (independent member, non-executive member) | Date of appointment/dismissal as members/independent member of the Board of Directors | |
| Appointment date | Date of dismissal |
| 01 | Mr. Du Quoc Trung | Chair of the Board of Directors from March 15, 2021 | April 26, 2019 |  |
| 02 | Mr. Ngo Thanh Cuong | Non-executive member of the Board of Directors | April 26, 2019 |  |
| 03 | Mr. Nguyen Van Son | Member | April 26, 2019 |  |
| 04 | Mr. Luu Thanh Binh | Non-executive member of the Board of Directors | April 28, 2021 |  |
| 05 | Mr. Nguyen Huu Quang | Independent member of the Board of Directors | April 28, 2021 |  |

1. Board Resolutions:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Board Resolution No. | | Date | Content |
| 1 | 01/NQ/HDQT/2023 | | January 16, 2023 | * Approve the production and business results of Q4/2022 with the following targets: * Revenue: VND 71,378,324,236   Profit VND 8.08,556,014   * Assign the General Manager to negotiate and sign the economic contract of the Company with PDMR and affiliated persons (06 companies) * Phu My Xuan Company Limited * Dai Huu Corporation * Tan Quang Cuong - Binh Thuan Investment Joint Stock Company * Gia Thy Investment Corporation * Hoc Minh Thanh Co., Ltd * Gia Thy Construction Investment Joint Stock Company (tentatively translated) |
| 2 | | 02/NQ/HDQT/2023 | February 20, 2023 | - Agree on the time to organize the Annual General Meeting of Shareholders 2023 as follow:   * Time: April 21, 2023 * Meeting venue: The Company's Hall.   + Address: Suoi Nhum Village, Hac Dich Ward, Phu My Town, Ba Ria Vung Tau Province. |
| 3 | | 03/NQ/HDQT/2023 | March 28, 2023 | - Approve the documents of the Annual General Meeting of Shareholders held on April 21, 2023: |
| 4 | | 04/NQ/HDQT/2023 | April 18, 2023 | - Approve the production and business results of Q1/2023 with the following targets:  + Revenue: VND 44,622,363,457  + Profit VND 4,373,624,225 |
| 5 | | 05/NQ/HDQT/2023 | May 10, 2023 | Agree on the second dividend payment of 2022 + Division rate: 10% of charter capital + Payment time: June 15, 2023 |
| 6 | | 06/NQ/HDQT/2023 | June 14, 2023 | Approve selecting an audit company for the Financial Statement of 2023 as follows:  + Nam Viet Auditing and Accounting Financial Consulting Services Co., Ltd. (AASCN) Is selected as the audit company for the Financial Statements in the accounting period of 2023. |
| 7 | | 07/NQ/HDQT/2023 | July 19, 2023 | * Approve the production and business results of Q2/2023 with the following targets:   + Revenue: VND 61,429,476,915  + Profit : VND 7,782,462,005   * Approve the downward adjustment of the production and business plan for the last 6 months of 2023:   + Revenue: VND 114,259,000,000  + Profit: VND 14,475,000,000 |
| 8 | | 08/NQ/HDQT/2023 | October 19, 2023 | - Approve the production and business results of Q3/2023 with the following targets:  Revenue: VND 44,161,008,395  + Profit: VND 5,863,877,217  Agree the first dividend payment of 2023  + Division rate 8% of charter capital  + Payment time: December 20, 2023 |

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 | Qualification |
| 1 | Mr. Hoang Van Thai | Head of Supervisory Board | April 26, 2019 | Bachelor of Business Administration |
| 2 | Ms. Pham Thi Huong Duyen | Member | April 26, 2019 | Bachelor of Accounting |
| 3 | Mr. Pham Van Hau | Member | April 26, 2019 | Bachelor of Accounting |

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 | Mr. Nguyen Van Son | March 01, 1967 | Bachelor of Business Administration | May 08, 2019 |
| 2 | Mr. Nguyen Van Hieu | October 23, 1978 | Electrochemical and Power Supply Engineer | May 08, 2019 (reappointment) |

1. Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification: | Date of appointment /dismissal |
| Tran Thi Canh | December 17, 1976 | Bachelor of Economic, Bachelor of Business Administration | May 08, 2019 (reappointment) |

1. Corporate governance training: None
2. List of affiliated persons of the public company (2023) and transactions between affiliated persons of the Company and the Company itself
3. Transactions between the Company and related people of the company; or between the Company and major shareholder, PDMR, related people of PDMR:
4. Transactions between PDMR of the listed company, related persons of PDMR and subsidiaries, companies under the authority of the listed company
5. Transactions between the Company and other entities
   1. Transactions between the Company and the companies in which members of the Board of Directors, the Supervisory Board, the Manager (General Manager) and other managers have been founding members or members of the Board of Directors, the Executive Manager (General Manager) in three (03) latest years (calculated at the time of reporting): Yes

Details of the transactions with related parties in 2023.

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Company name | Transaction types | | Values | Total transaction value in the first 6 months of 2023 | Percentage %/ total asset in the Financial Statement audited on December 31, 2023 |  |
| 01 | PMX Co.,Ltd | Providing rental services of machinery, equipment and factories | | 742,618,460 | 52,494,803,362 | 28% | No. 10/HDNT.GMX-PMX-2020 - 05 years |
| Providing materials | | 5,486,548,690 | Contract No. 78/HDMB- BB.GMX2023 |
| Purchase: | |  |  |
| - Buy Glazed tile products | | 10,795,365,541 | No. 02/HDKT.PMX.2023 |
| - Rent machinery and equipment | | 1,541,814,528 | No. 01/HDKT.PMX.2023 |
| - Rent transportation services | | 8,265,996,968 | No. 183/HDKT.GMX.2023 |
| - Buy Color cement tile products | | 22,323,598,425 | No. 10/HDNT.GMX-PMX-2020 - 05 years |
| Buy Diesel oil | | 3,338,860,750 | No. 03/HDKT.PMX.2023 |
| 02 | Dai Huu Corporation | Supply of spare parts and materials Supply of DSN products | | 329,955,000 | 329,955,000 | 0.18% | No. 05/HDKT.GMX-2023 |
| 03 | Tan Quang Cuong - Binh Thuan Investment Joint Stock Company | Supply of equipment and machinery; spare parts | | 567,298,000 | 567,298,000 | 0.30% | No. 06/HDKT.GMX.2023 |
| 04 | Gia Thy Construction Corporation | Supply products of fired clay bricks and tiles | |  |  | 0% | No incurred. |
| 05 | Công Ty TNHH TM DV Học Minh Thành (tentatively traslated as Minh Thanh Commercial Service Co., Ltd) | | Supply products of fired clay bricks and tiles | 27,682,950,789 | 27,682,950,789 | 15% | No. 11/HDMB-BB.GMX/2023 |
| 07 | Gia Thang Investment Construction Corporation | | Supply products of fired clay bricks and tiles | 1,355,676 | 1,355,676 | 0,001% |  |

* 1. Transactions between the Company and the company that related persons of members of the Board of Directors, members of the Supervisory Board, the Executive Manager (General Manager) are members of the Board of Directors, the Executive Manager (General Manager): None
  2. Other transactions of the Company (if any) that can bring material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers. None

1. Share transactions of PDMR and affiliated persons of PDMR (Semi-annual Report 2023).
2. Transactions related to Company's shares 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 (buy, sell, convert, reward, ...) |
| Number of shares | Rate | Number of shares | Rate |
| 01 | Luu Ngoc Thanh | Biological father: Luu Thanh Binh | 93,920 | 1.04% | 76,420 | 0.85% | Sell |
| 02 | Luu Ngoc Thanh | Biological father: Luu Thanh Binh | 76,420 | 0.85% | 81,420 | 0.90% | Buy |
| 03 | Du Tuan Son | Child: Du Quoc Trung |  |  | 500 |  | Buy |
| 04 | Pham Thi Huong Duyen | Member of the Supervisory Board | 55,948 | 0.62% | 60,148 | 0.67% | Buy |

1. Other significant issues: None.