**DTC: Annual Corporate Governance Report 2023**

On January 29, 2024, Viglacera Dong Trieu JSC announced Report No. 01/BC-DTC on Corporate Governance in 2023 as follows:

* Name of the company: Viglacera Dong Trieu JSC
* Head office address: Xuan Son Commune, Dong Trieu District, Quang Ninh Province
* Tel: 020 03671 011 Fax: 020 03670067 Email: Dongtrieu.dtc@gmail.com
* Charter capital: VND 100,000,000,000
* Securities code: DTC
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the Board of Managers.
* Internal audit execution:
1. Activities of the General Meeting of Shareholders:

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

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| --- | --- | --- | --- |
| No. | General Mandate/Decision No. | Date | Content |
| 01 | 09/2023/NQ-DHDCD.DTC | March 29, 2023 | A. Approve the following contents:1. Report of the Board of Directors
2. Report of the Supervisory Board
3. Report of the Board of Managers
4. Audited Financial Statements 2022
5. Profit distribution in 2022
6. Targets of production, business and investment plan in 2022
7. Elect new members of the Supervisory Board;
8. Remuneration payment for the Board of Directors, the Supervisory Board and the Company’s Secretariat in 2022 and plan for 2023
9. Contract implementation results in 2022 and approval of the policy of signing product sales and consumption contracts in 2023 are under the approval of the General Meeting of Shareholders.
10. Authorize the selection of an audit company in 2022 to the Board of Directors.
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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 of the Board of Directors |
| Appointment date | Date of dismissal |
| 1 | Tran Thanh | Chair of the Board of Directors | April 15, 2014 |  |
| 2 | Tran Hong Quang | Non-executive member of the Board of Directors | November 30, 2011 |  |
| 3 | Tran Duy Hung | Non-executive member of the Board of Directors | March 16, 2017  |  |
| 4 | Vuong Van Sang | Member of the Board of Directors | May 14, 2015 |  |
| 5 | Ngo Thanh Tung | Non-executive member of the Board of Directors | March 16, 2017  |  |
| 6 | Nguyen The Viet | Independent member of the Board of Directors | March 31, 2022 |  |
| 7 | Hoang Minh Ngoc | Independent member of the Board of Directors | March 31, 2022 |  |

Note: Mr. Tran Duy Hung holds the position of Chair of the Board of Directors until June 2, 2023 (There is an application to resign from the position of Chair of the Board of Directors), Mr. Tran Thanh was elected to hold the position of Board of Directors of the Company in Resolution No. 15/2023/NQ-HDQT on June 2, 2023.

1. Board Resolutions/Board Decisions

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| --- | --- | --- | --- |
| No. | Board Resolutions/Board Decisions No. | Date | Content |
| 1 | 04/NQ/HDQT | March 1, 2023  | On organizing the Annual General Meeting of Shareholders 2023 |
| 2 | 12/2023/NQ-HDQT | May 8, 2023 | On Approving the salary and support plans of executive managers, the salary and support fund plan, and productivity incentives for employees in 2023. |
| 3 | 13/QD- HDQT | May 8, 2023 | Approve the salary and support plans of executive managers, the salary and support fund plan, and productivity incentives for employees in 2023. |
| 4 | 15/2023/NQ-HDQT | March 4, 2022 | On the dismissal of Mr. Tran Duy Hung from the position of the Board of Directors and the election of Mr. Tran Thanh to hold the position of Chair of the Board of Directors for the term 2019-2024. |
| 5 | 17/2023/NQ-HDQT | June 20, 2023  | Resolution of the Board of Directors on the selection of AASC Auditing Firm Company Limited as the audit company of the Company's Financial Statements 2023. |
| 6 | 18/2023/BB-HDQT | July 10, 2023  | Minutes of the Board of Directors meeting on price reduction for tile products of 22 tiles/m2 - type A2 and A3  |
| 7 | 20/2023/BB-HDQT | October 10, 2023  | Record of the meeting of the Board of Directors on the sale of clay materials at Dam Ha factory material warehouse and brick factory part (Dong Trieu 2 Factory) to Viglacera Clinker Tile Joint Stock Company |
| 8 | 23/2023/NQ-HDQT | December 28, 2023  | Board Decision on re-appointing the Chief Accountant of the Company |
| 9 | 24/QD- HDQT | December 28, 2023 | Board Decision on re-appointing officers (Reappointment of Mr. Duong Duc Vi as Chief Accountant of the Company) |

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

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| --- | --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment as the member of the Supervisory Board | Date of dismissal as a member of the Supervisory Board | Professional Qualification |
| 1 | Pham Phung Duong | Chief of the Supervisory Board | March 16, 2017 |  | Master in Business Administration - Bachelor of Accounting |
| 2 | Mr. Pham Van Quynh  | Member of the Supervisory Board | March 29, 2023  |  | Master of Business Administration, Electrical Engineer |
| 3 | Bui Hai Dang | Member of the Supervisory Board | March 29, 2023 |  | Economics and Corporate Governance Engineer |
| 2 | Hoang Thi Xuan Huong | Member of the Supervisory Board | May 8, 2012 | March 29, 2023  | Bachelor of Economics |
| 3 | Bui Thi Thanh Nga | Member of the Supervisory Board | May 6, 2013  | March 29, 2023  | Master of Business Administration |

Notes: At the Annual General Meeting of Shareholders 2023 on March 29, 2023, Ms. Hoang Thi Xuan Huong and Bui Thanh Nga were dismissed as members of the Supervisory Board due to a request to resign as members of the Supervisory Board and the Annual General Meeting of Shareholders additionally elected Mr. Pham Van Quynh and Bui Hai Dang as members of the Supervisory Board for the term 2019-2024.

1. The Executive Board.

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| --- | --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Professional Qualification | Appointment date | Date of dismissal |
| 1 | Vuong Van Sang | February 11, 1976 | Mechanical Engineer | January 1, 2023  |  |
| 2 | Nguyen Duc Hai | June 27, 1975 |  | January 1, 2023  |  |
| 3 | Tran Van Thang | November 1, 1977 |  | January 1, 2023  |  |

1. The Chief Accountant

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| --- | --- | --- | --- | --- | --- |
| No. | Full name | Date of birth | Professional Qualification | Appointment date | Date of dismissal |
| 1 | Duong Duc Vi | September 30, 1970 | Bachelor of Economics | January 1, 2019 |  |

1. Training on Corporate Governance
2. List of affiliated person of the public Company and transactions between the affiliated person 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:
* The company signed a principle contract on purchasing products produced by DTC Company No. 01/2023/DTC-VTH dated January 1, 2023 with Viglacera Ha Long Trading Limited Company, a subsidiary of Major shareholder of Viglacera Ha Long Joint Stock Company and approved by the Annual General Meeting of Shareholders 2023 in Article 7 of the General Mandate No. 09/2023/NQ-DHDCD.DTC dated March 29, 2023; The realized value in 2023 is VND 176,033 million.
* The company transacts with Viglacera Clinker Tile Joint Stock Company, which is a subsidiary of major shareholder of Viglacera Ha Long Joint Stock Company, and the Board of Directors agree to approve the purchase and sale policy in the Board of Directors meeting’s minutes No. 01/ BB-HDQT dated February 10, 2023 and Minutes No. 20/2023/BB-HDQT dated October 10, 2023; Total transaction value is VND 4,224.72 million.
1. Transactions between PDMR of the listed company, affiliated persons of PDMR and subsidiaries or companies under the listed company: None
2. Transactions between the Company and other entities:
	1. Transactions between the Company and the companies that the members of the Board of Directors, the Supervisory Board, the Executive Manager have been founding members or members of the Board of Directors, the Executive Manager for the past three (03) years (as at the time of reporting): None
	2. Transactions between the Company and companies where affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Executive Manager are members of the Board of Directors, the Executive Manager: None
	3. Other transactions of the Company (if any) can bring about material or non-material benefits to the members of the Board of Directors, the members of the Supervisory Board, the General Manager: None
3. Share transactions of PDMR and affiliated persons of PDMR:
4. Transaction of PDMR and affiliated persons related to the Company’s shares: None
5. Other significant issues: None.