**BTS: Annual Corporate Governance Report 2023**

On January 30, 2024, Vicem But Son Cement Joint Stock Company announced Report No. 253/BTS-HDQT on the corporate governance in 2023 as follows:

* Name of listed company: Vicem But Son Cement Joint Stock Company
* Head office address: Thanh Son Commune - Kim Bang District - Ha Nam Province
* Tel: 0226 3851323 Fax: 0226 3851320.
* Website: vicembutson.com.vn.
* Charter capital: VND 1,235,598,580,000.
* Securities code: BTS.
1. Activities of the General Meeting of Shareholders:
2. Meetings of the General Meetings of Shareholders: 02 meetings.
3. 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 of the General Meeting of Shareholders No. | Date | Content |
| 1 | 726/BTS-DHDCD | April 21, 2023 | The Annual General Mandate 2023 approves the following contents:* Approve the amendment and supplement to the Company's Charter, internal regulations on corporate governance, and operating regulations of the Board of Directors.
* Approve the Report on activities of the Board of Directors in 2022 and the operational plan 2023.
* Approve the Report on activities of the Supervisory Board in 2022 and the operational plan 2023.
* Approve the Report on production, business, and construction investment results in 2022 and the production, business, and construction investment plan 2023.
* Approve the Audited Financial Statements 2022.
* Approve the Proposal on the profit distribution plan 2022.

Approve the Proposal on dividend payment plan 2022. |
|  |  |  | * Approve the Report on remuneration settlement for the Board of Directors, the Supervisory Board, and the Secretariat of the Company and salary settlement for the General Manager and other managers in 2022; the remuneration settlement plan 2023.
* Approve the Proposal on selecting the audit company for the Financial Statements 2023.
* Approve the dismissal of members of the Board of Directors for the term 2021-2026
* Approve the election results of additional members to the Board of Directors for the term 2021-2026:
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| 2 | 2123/BTS-DHDCD | November 23, 2023 | The Extraordinary Annual General Mandate 2023 approves the following content:- Approve the supplement to the Charter of organization and operation of Vicem But Son Cement Joint Stock Company. |

1. The Board of Directors:
2. Information about members of the Board of Directors in 2023:

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| --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment/dismissal as member of the Board of Directors |
| Appointment date | Dismissal date |
| 1 | Vu The Ha | In charge of the Board of Directors | June 28, 2021 |  |
| Chair of the Board of Directors | July 29, 2021 | April 21, 2023 |
| 2 | Dao Tuan Khoi | Chair of the Board of Directors | April 21, 2023 |  |
| 3 | Do Tien Trinh |  Member of the Board of Directors, General Manager | April 22, 2016 |  |
| 4 | Nguyen The Hung | Member of the Board of Directors | April 20, 2018 |  |
| 5 | Nguyen Minh Tuan | Member of the Board of Directors | June 28, 2021 |  |
| 6 | Le Thi Khanh | Member of the Board of Directors | June 24, 2020 |  |
| 7 | Tran Viet Hong | Independent member | June 28, 2021 |  |
| 8 | Le Huy Quan | Independent member | June 28, 2021 |  |

1. Board Resolutions/Board Decisions in 2023:

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| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | Board Resolutions |  |  |
| 1 | 66/BTS-HDQT | January 12, 2023 | Resolution on assigning the General Manager of the Company to implement the content of the bidding package: "Transport cement and clinker for export in 2023” |
| 2 | 88/BTS-HDQT | January 17, 2023 | Resolution on the meeting of the Board of Directors in Q1/2023 |
| 3 | 90/BTS-HDQT | January 17, 2023 | Resolution on allocating the use of the Company Manager's bonus fund |
| 4 | 285/BTS-HDQT | February 22, 2023 | Resolution on promulgating the Regulations on construction investment project management |
| 5 | 493/BTS-HDQT | March 23, 2023 | Resolution on the policy of reappointing personnel holding the position of Head of IT Department |
| 6 | 546/BTS-HDQT | March 30, 2023 | Board Resolution on organizing the Annual General Meeting of Shareholders 2023 |
| 7 | 718/BTS-HDQT | April 19, 2023 | Resolution on the policy of reappointing personnel holding the position of Head of IT Department |
| 8 | 698/BTS-HDQT | April 18, 2023 | Resolution on reappointing Mr. Do Tien Trinh to the position of General Manager of Vicem But Son Cement Joint Stock Company |
| 9 | 729/BTS-HDQT | April 21, 2023 | Resolution on electing the Chair of the Board of Directors of the Company |
| 10 | 726/BTS-HDQT | April 21, 2023 | Annual General Mandate 2023 |
| 11 | 921/BTS-HDQT | May 11, 2023 | Resolution on the meeting of the Board of Directors in Q2/2023 |
| 12 | 916/BTS-HDQT | May 11, 2023 | Resolution on approving the signing of export entrustment contract with Vietnam Cement Industry Corporation in 2023 |
| 13 | 918/BTS-HDQT | May 11, 2023 | Resolution on approving the signing of cement processing contract with Vicem Hai Van Cement Joint Stock Company in 2023  |
| 14 | 1221/BTS-HDQT | June 30, 2023 | Resolution on reviewing and supplementing the planning for the position of Heads of the Company's units for the periods 2021-2026 and 2026-2031 |
| 15 | 1302/BTS-HDQT | July 12, 2023 | Select an audit company for the Financial Statements 2023 |
| 16 | 1358/BTS-HDQT | July 20, 2023 | Resolution on the meeting of the Board of Directors in Q3/2023 |
| 17 | 1531/BTS-HDQT | August 18, 2023 | Organize the implementation of the dividend payment plan 2022  |
| 18 | 1825/BTS-HDQT | October 05, 2023 | Resolution on the meeting of the Board of Directors in Q4/2023 |
| 19 | 1828/BTS-HDQT | October 05, 2023 | Resolution on promulgating the Regulations on product consumption |
| 20 | 1829/BTS-HDQT | October 05, 2023 | Resolution on approving the labor and salary plan 2023 |
| 21 | 1848/BTS-HDQT | October 11, 2023 | Resolution on organizing the Extraordinary General Meeting of Shareholders 2023 |
| 22 | 1943/BTS-HDQT | October 27, 2023 | Resolution on the planning of leaders and managers of Vicem But Son for the periods 2021-2026 and 2026-2031 under the management of VICEM |
| 23 | 2028/BTS-HDQT | November 09, 2023 | Resolution on promulgating the Regulations on management of procurement of goods, services, and service provision |
| 24 | 2125/BTS-HDQT | November 23, 2023 | Resolution on approving the policy of appointing the Head of Strategic Planning Department |
| 25 | 2140/BTS-HDQT | November 24, 2023 | Resolution on approving the consolidation of the organizational structure of the Consumer Enterprise |
| 26 | 2158/BTS-HDQT | November 27, 2023 | Resolution on personnel appointment |
| 27 | 2370/BTS-HDQT | December 18, 2023 | Resolution on promulgating economic and technical norms in 2023 and following years |
| 28 | 2372/BTS-HDQT | December 18, 2023 | Resolution on promulgating the Regulations on labor recruitment |
| 29 | 2523/BTS-HDQT | December 28, 2023 | Resolution on approving the signing of cement purchase and sale contract with Vicem Cement Trading Joint Stock Company in 2024  |
| 30 | 2524/BTS-HDQT | December 28, 2023 | Resolution on approving the cement processing contract with Vicem Tam Diep Cement One Member Company Limited in 2024 |
| 31 | 2525/BTS-HDQT | December 28, 2023 | Resolution on approving the trademark transfer contract with Vicem Hai Van Cement Joint Stock Company in 2024 |
| II | Board Decisions |  |
| 1 | 85/BTS-HDQT | January 17, 2023 | Regarding the bonus payment for the Manager of Vicem But Son Cement Joint Stock Company |
| 2 | 172/BTS-HDQT | February 22, 2023 | Decision on promulgating the Regulations on construction investment project management |
| 3 | 314/BTS-HDQT | March 30, 2023 | Decision on convening the General Meeting of Shareholders 2023  |
| 4 | 319/BTS-HDQT | March 30, 2023 | Decision on establishing the Organizing Committee of the General Meeting of Shareholders 2023  |
| 5 | 325/BTS-HDQT | March 31, 2023 | Decision on approving the salary fund realized in 2022 |
| 6 | 324/BTS-HDQT | March 31, 2023 | Decision on promulgating the Regulation on information disclosure |
| 7 | 396/BTS-HDQT | April 18, 2023 | Decision on reappointing Mr. Do Tien Trinh to the position of General Manager of Vicem But Son Cement Joint Stock Company |
| 8 | 423/BTS-HDQT | April 21, 2023 | Decision on assigning tasks for members of the Company Board of Directors |
| 9 | 528/BTS-HDQT | May 11, 2023 | Decision on promulgating the Charter of organization and operation of Vicem But Son Cement Joint Stock Company |
| 10 | 529/BTS-HDQT | May 11, 2023 | Decision on internal regulations on governance of Vicem But Son Joint Stock Company |
| 11 | 530/BTS-HDQT | May 11, 2023 | Decision on promulgating the Operational Regulation of the Board of Directors of Vicem But Son Cement Joint Stock Company |
| 12 | 597/BTS-HDQT | May 23, 2023 | Decision on promulgating the Regulations on in-kind compensation for employees working in conditions with dangerous and harmful factors |
| 13 | 636/BTS-HDQT | May 31, 2023 | Decision on Mr. Nguyen Dang Dung's resignation from the position of Secretariat of Vicem But Son Cement Joint Stock Company |
| 14 | 676/BTS-HDQT | June 09, 2023 | Decision on appointing the Company’s Secretariat |
| 15 | 1113/BTS-HDQT | October 06, 2023 | Decision on evaluating and ranking the quality of managers of the Company in 2022 |
| 16 | 1109/BTS-HDQT | October 05, 2023 | Decision on promulgating the Regulations on product consumption |
| 17 | 1110/BTS-HDQT | October 05, 2023 | Decision on approving the labor and salary plan 2023 |
| 18 | 1132/BTS-HDQT | October 11, 2023 | Decision on convening the Extraordinary General Meeting of Shareholders 2023 |
| 19 | 1133/BTS-HDQT | October 11, 2023 | Decision on establishing the Organizing Committee of the Extraordinary General Meeting of Shareholders in 2023 |
| 20 | 1188/BTS-HDQT | October 27, 2023 | Decision on the planning of leaders and managers of Vicem But Son for the periods 2021-2026 and 2026-2031 under the management of VICEM |
| 21 | 1236/BTS-HDQT | November 09, 2023 | Decision on promulgating the Regulations on management of procurement of goods, services, and service provision |
| 22 | 1291/BTS-HDQT | November 28, 2023 | Decision on consolidating the organizational structure of the Consumer Enterprise |
| 23 | 1440/BTS-HDQT | December 19, 2023 | Decision on promulgating economic and technical norms in 2023 and following years |
| 24 | 1441/BTS-HDQT | December 19, 2023 | Decision on promulgating the Regulations on labor recruitment |

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/dismissal as member of the Supervisory Board | Qualification |
| 1 | Doan Huu Phong | Chief | April 20, 2018 | Bachelor of Accounting, Master of Banking and Finance |
| 2 | Dang Vu Hai | Member | April 22, 2016 | Bachelor of Accounting |
| 3 | Tran Ngoc Hai | Member | April 20, 2018 | Bachelor of Accounting |

1. The Executive Board:

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| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Appointment date |
| 1 | Do Tien Trinh | June 14, 1979 | Silicate Materials Technology Engineer; Master of Business Administration | April 19, 2018 |
| 2 | Nguyen The Hung | July 21, 1980 | Chemistry - Physics Technology Engineer, Master of Business Administration | December 17, 2017 |
| 3 | Le Thi Khanh | October 05, 1974 | Bachelor of Economics majoring in credit and finance, Master of Finance and Banking | March 14, 2022 |
| 4 | Luu Vu Cam | January 28, 1972 | Electrical Engineer, Master of Business Administration | March 14, 2022 |

1. Chief Accountant/Head of Finance and Accounting Department of the Company

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Full name | Date of birth | Qualification | Date of appointment/dismissal |
| 1 | Pham Tran Viet | September 23, 1981 | Bachelor of Accounting, Master of Economics | Appointed as Head of Finance and Accounting Department of the Company from March 14, 2022 |

1. Training on corporate governance:
2. List of affiliated persons of Vicem But Son Cement Joint Stock 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, or 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/Contact address | Time of transaction with the Company | Board Resolution No. approved (including date of promulgation, if any) | Content, quantity, total value of transaction | Note |
| 1 | Vietnam Cement Industry Corporation | Organization owning 79.52% of Vicem But Son's charter capital | 0106000866 | 228 Le Duan, Dong Da, Hanoi | May 31, 2023 | 916/BTS-HDQT | Cement/clinker export entrustment contract No. 01/UTXK/VICEM-BUT SON 2023 |  |
| 2 | Vicem Hai Van Cement Joint Stock Company | All are subsidiaries of Vietnam Cement Industry Corporation | 0400101235 | Nguyen Van Cu, Lien Chieu, Da Nang | May 16, 2023 | 918/BTS-HDQT | Cement processing contract No. 164/BTS-XNTT |  |
| 3 | Vicem Cement Trading Joint Stock Company | All are subsidiaries of Vietnam Cement Industry Corporation | 0100105694 | 348 Giai Phong, Phuong Liet, Thanh Xuan, Hanoi | December 28, 2023 | 2523/BTS-HDQT | Cement purchase and sale contract No. 488/BTS-XNTT in 2024  |  |
| 4 | Vicem Tam Diep Cement One Member Company Limited | All are subsidiaries of Vietnam Cement Industry Corporation | 2700260173 | 27 Chi Lang, Quang Son, Tam Diep, Ninh Binh | December 28, 2023 | 2524/BTS-HDQT | Cement processing contract No. 02/XMTD-BUTSON/2024 in 2024Value: VND 17,845,455,600 |  |
| 5 | Vicem Hai Van Cement Joint Stock Company | All are subsidiaries of Vietnam Cement Industry Corporation | 0400101235 | Nguyen Van Cu, Lien Chieu, Da Nang | December 28, 2023 | 2525/BTS-HDQT | Trademark transfer contract No. 15/XMHV-KH in 2024Value: VND 392,727,269 |  |

1. Transactions between the Company’s PDMR, affiliated persons of PDMR and subsidiaries, companies controlled by the Company: No transaction incurred in the period.
2. Transactions between the Company and other entities:
	1. Transactions between the Company and companies that members of the Board of Directors, members of the Supervisory Board, the General Manager and other managers have been founding members or members of the Board of Directors or the Executive Manager (General Manager) in the past three years (at the time of making the Report): No transaction incurred in the period.
	2. Transactions between the Company and companies that affiliated persons of members of the Board of Directors, members of the Supervisory Board, the General Manager and other managers are members of the Board of Directors or the Executive Manager (General Manager): No transaction incurred in the period.
	3. Other transactions of the Company (if any) that can bring about material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, the General Manager and other managers: No transaction incurred in the period.
3. Share transactions of PDMR and affiliated persons of PDMR
4. Listed company’s share transactions of PDMR and affiliated persons of PDMR No transaction incurred in the period.
5. Other significant issues: None.