

APPENDIX V

REPORT ON CORPORATE GOVERNANCE

(Issued in conjunction with Circular No. 96/2020/TT-BTC dated November 16, 2020, by the Ministry of Finance providing guidance on information disclosure in the securities market)

VIGLACERA CORPORATION - JSC
Viglacera Ha Long Joint Stock Company

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness.

No.: 21.01/2025/BCQT-VHL

Ha Long, January 21, 2025

REPORT ON CORPORATE GOVERNANCE Year 2024

To: - State Securities Commission
- Hanoi Stock Exchange

- Name of the Listed Company: **VIGLACERA HA LONG JOINT STOCK COMPANY**
- Head Office Address: **No. 2, An Tiem Area, Ha Khau Ward, Ha Long City, Quang Ninh Province**
- Telephone: **02033.845926** Fax: **02033.846577** Email: **viglacerahalongbtt@gmail.com**
- Charter Capital: **250.000.000.000 VNĐ**
- Stock Code: **VHL**
- Trading Floor: **HNX**
- Corporate Governance Model: General Meeting of Shareholders, Board of Directors, Supervisory Board, and Executive Board (including the General Director, Deputy General Directors, and Chief Accountant).
- Internal Audit Implementation: Conducted.

I. Activities of the General Meeting of Shareholders.

Information on the Meeting and Resolutions of the General Meeting of Shareholders in 2024:

No.	Resolution Number	Date	Content
1	62/NQ-DHDCD/2024	20/04/2024	Resolution of the 2024 Annual General Meeting of Shareholders

II. Board of Directors (Report for 2024):

1. Information on Members of the Board of Directors (BOD):

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List of Members of the Board of Directors for the 2022–2027 Term:

No.	BOD Member	Position (Independent BOD Member, Non-Executive BOD Member)	Start/End Date as BOD Member/Independent BOD Member	
			Appointment Date	Dismissal Date
1	Mr. Tran Hong Quang	Chairperson of the BOD	22.04.2022	
2	Mr. Nham Sy Tien	Vice Chairperson of the BOD, Independent BOD Member	22.04.2022	
3	Mr. Dinh Quang Huy	Independent BOD Member	22.04.2022	
4	Mr. Tran Thanh	BOD Member	21.03.2023	
5	Mr. Nguyen Duc Luyen	BOD Member	22.04.2022	
6	Mr. Nguyen Huu Gam	Independent BOD Member	22.04.2022	
7	Mr. Ngo Thanh Tung	BOD Member	22.04.2022	

2. Meetings of the Board of Directors:

No.	BOD Member	Number of BOD Meetings Attended	Attendance Rate (%)	Reason for Non-Attendance
1	Mr. Tran Hong Quang	11	100%	
2	Mr. Nham Sy Tien	11	100%	
3	Mr. Dinh Quang Huy	11	100%	
4	Mr. Tran Thanh	11	100%	
5	Mr. Nguyen Duc Luyen	11	100%	
6	Mr. Ngo Thanh Tung	11	100%	
7	Mr. Nguyen Huu Gam	11	100%	

3. Supervision Activities of the BOD over the Executive Board: The supervision activities have been carried out in compliance with the provisions of the Law on Enterprises and the Company Charter.

4. Activities of Subcommittees under the BOD: Currently, the Board of Directors has not established any subcommittees.

5. Resolutions/Decisions of the BOD in 2024:

No.	Resolution/Decision Number and Code	Date	Meeting Content
1	01/2024/NQ-HĐQT	08/3/2024	Response to the Capital Representative at Dong Trieu Viglacera JSC regarding matters of the 2024 Annual General Meeting of Shareholders of Dong

No.	Resolution/Decision Number and Code	Date	Meeting Content
			Trieu Viglacera JSC
2	02/2024/NQ-HĐQT	18/3/2024	Approval of the 2023 audited business results and the 2024 plan, along with matters to be presented at the 2024 Annual General Meeting of Shareholders.
3	03/2024/NQ-HĐQT	10/4/2024	Response to the Capital Representative at Viglacera Ha Long II JSC and Viglacera Clinker Tile Joint Stock Company regarding matters of the 2024 Annual General Meeting of Shareholders.
4	04/2024/NQ-HĐQT	19/4/2024	Evaluation of Q1/2024 business results; directions, business plans, and key tasks for Q2/2024.
5	05/2024/NQ-HĐQT	17/5/2024	Completion of procedures to terminate the investment preparation activities for the clay mining project at Rocket Hill (Gieng Day Ward, Ha Long City).
6	06/2024/NQ-HĐQT	25/6/2024	Selection of the auditing firm for the review of the semi-annual financial statements and the audit of the 2024 financial statements.
7	07/2024/NQ-HĐQT	17/7/2024	Evaluation of business results for the first 6 months of 2024; directions and business plans for the last 6 months of 2024.
8	08/2024/NQ-HĐQT	09/8/2024	Reduction of selling prices to support the sales activities of Viglacera Ha Long Trading Company in the last months of 2024.
9	09/2024/NQ-HĐQT	30/8/2024	Policy to invest in additional warehouse space for raw material storage to support production at Viglacera Clinker Tile Joint Stock Company (a subsidiary).
10	10/2024/NQ-HĐQT	30/8/2024	Borrowing and securing loans from banks, financial institutions, and individuals.
11	11/2024/NQ-HĐQT	24/10/2024	Reorganization and reassignment of personnel representing capital at Viglacera Ha Long II JSC.

III. Supervisory Board (Report for 2024):

1. Information on Members of the Supervisory Board (SB):

The members of the Supervisory Board for the 2022–2027 term include the following individuals:

No.	SB Member	Position	Start/End Date as SB Member		Professional Qualification
			Appointment Date	Dismissal Date	
1	Nguyen Quang Hai	Chairperson of SB	21.03.2023		Bachelor's Degree in Corporate Finance
2	Pham Thi Hien	Member	22.04.2022		Bachelor's Degree in Accounting
		Member	22.04.2022		Master's Degree in

No.	SB Member	Position	Start/End Date as SB Member		Professional Qualification
			Appointment Date	Dismissal Date	
3	Tran Trung Kien				Business Administration

2. Meetings of the Supervisory Board (SB):

No.	SB Member	Number of Meetings Attended	Attendance Rate (%)	Voting Rate (%)	Reason for Non-Attendance
1	Mr. Nguyen Quang Hai	05	100%	100%	
2	Mrs. Pham Thi Hien	05	100%	100%	
3	Mr. Tran Trung Kien	05	100%	100%	

3. Supervisory Activities of the SB over the BOD, Executive Board, and Shareholders:

In the first six months of 2024, the Supervisory Board organized 5 meetings with the following agendas:

- Meeting to review the 2023 financial statements
- Meeting to propose an independent auditing firm for the semi-annual financial statements of the first six months of 2024 and the full-year financial statements of 2024.
- Meeting to assign specific tasks to individual SB members for inventory checks as of June 30, 2024, at the Company.
- Meeting to plan the review of data for the Parent Company and the Trading Company for the first five months of 2024.
- Meeting to assign responsibilities for inventory checks as of December 31, 2024.
- The Supervisory Board has also conducted regular monthly inspections of the Company's production and business activities.

4. Coordination Between the SB, the BOD, the Executive Board, and Other Management Personnel.

The coordination between the Board of Directors, the Executive Board, and the Supervisory Board has been effectively implemented. The Company's departments have actively collaborated and provided the required documents in a timely manner, contributing to the improvement and enhanced efficiency of the Supervisory Board's operations.

5. Other Activities of the SB (if any): None

IV. Executive Board:

No.	Member	Date of Birth	Professional Qualification	Appointment Date
1	Tran Thanh - General Director	25/12/1978	Master's Degree in Business Administration	01.01.2023
2	Tran Duy Hung - Deputy General	11/05/1975	Civil Engineer	17/05/2022

	Director			
3	Bui Van Quang - Deputy General Director	18/12/1978	Master's Degree in Business Administration	22/8/2023

V. Chief Accountant:

No.	Name	Date of Birth	Professional Qualification	Appointment/Dismissal Date
1	Dinh Thi Thu Hang	31/10/1978	Bachelor's Degree in Accounting	Appointed on 01.06.2023

VI. Corporate Governance Training:

Corporate governance training programs attended by members of the Board of Directors, members of the Supervisory Board, the Executive Director (General Director), other management personnel, and the Company Secretary were conducted in accordance with corporate governance regulations..

VII. List of Related Parties of the Public Company (Report for 2024) and Transactions Between Related Parties and the Company. None

1. List of Related Parties of the Company.

No.	Name of Organization/Individual	Securities Trading Account (if any)	Position at the Company	NSH Number, Date of Issuance, Place of Issuance*	Registered Office/Contact Address	Start Date as Related Party	End Date as Related Party	Reason	Relationship with the Company

Note: NSH Number: Refers to the National ID/Passport Number (for individuals) or Business Registration Certificate Number, Operating License, or equivalent legal documents (for organizations).*

2. Transactions Between the Company and Related Parties, Major Shareholders, Insiders, or Related Persons of Insiders.

No.	Name of Organization/Individual	Relationship with the Company	NSH Number, Date of Issuance, Place of Issuance*	Registered Office/Contact Address	Transaction Date with the Company	Resolution/Decision Number by GMS/BOD (if any, specify date of issuance)	Number and Percentage of Shares Held After the Transaction	Notes

Note: NSH Number: Refers to the National ID/Passport Number (for individuals) or Business Registration Certificate, Operating License, or equivalent legal documents (for organizations)*.*

3. Transactions Between Insiders, Related Persons of Insiders, and Subsidiaries or Controlled Companies

No.	Transacting Party	Relationship with Insider	Position at the Public Company	ID/Passport Number, Date of Issuance, Place of Issuance	Address	Subsidiary/Controlled Company	Transaction Date	Content, Quantity, Total Transaction Value	Notes

4. Transactions Between the Company and Other Entities

4.1. Transactions Between the Company and Companies Where Members of the Board of Directors, Supervisory Board, or Executive Director (General Director) Are or Have Been Founders, Members of the BOD, or Executive Directors in the Last Three (3) Years (as of the Report Date).

4.2. Transactions Between the Company and Companies Where Related Persons of Members of the Board of Directors, Supervisory Board, or Executive Director (General Director) Are Members of the BOD or Executive Directors.

4.3. Other Transactions of the Company (if any) That May Provide Material or Non-Material Benefits to Members of the Board of Directors, Supervisory Board, or Executive Director (General Director).

VI. Share Transactions of Insiders and Related Persons of Insiders (Report for 2024). None

1. List of Insiders and Related Persons.

(Attached list included separately)

2. Transactions of Insiders and Related Persons Involving the Company's Shares. None

No.	Transacting Party	Relationship with Insider	Shares Owned at Beginning of Period		Shares Owned at End of Period		Reason for Increase/Decrease (e.g., Purchase, Sale, Conversion, Bonus, etc.)
			Number of Shares	Percentage	Number of Shares	Percentage	

VII. Other Noteworthy Issues. None

Other Noteworthy Issues. None

(Signed and sealed)



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VIGLACERA CORPORATION - JSC
Viglacera Ha Long Joint Stock Company

List of Insiders and Individuals/Organizations Related to Insiders

Stock Code **VHL**
 Company Name **Viglacera Ha Long Joint Stock Company**

No.	Full name	Securities Trading Account	Position in the Company	Type of Identification Document (ID Card, Citizen ID, Passport, Business Registration Certificate)	Securities Registration Certificate Number	Date of Issuance of Securities Registration Certificate	Place of Issuance of Securities Registration Certificate	Head Office Address/Contact Address	Number of Shares Owned as of Current Date	Ownership Percentage as of Current Date (%)	Remarks
1	Tran Hong Quang		Chairman of the Board of Directors						112.353	0,45	
2	Dao Thi Thanh Hai										Tran Hong Quang - Wife
3	Tran Thi Quynh Anh										Tran Hong Quang - Child
4	Tran Duc										Tran Hong Quang - Child
5	Tran Thi Toan										Tran Hong Quang - Younger Sister
6	Tran Thi Chien								6.639	0,03	Trang Hong Quang - Younger Sister
7	Tran Thi Chien										Tran Hong Quang - Younger Sister
8	Tran Van Luan										Tran Hong Quang - Older Brother
9	Tran Thi Khac										Tran Hong Quang - Older Sister
10	Tran Thi Nam										Tran Hong Quang - Older Sister
11	Nham Sy Tien		2								
12	Dang Thi Hoai										Nham Sy Tien - Wife
13	Nham Sy Hung										Nham Sy Tien - Child
14	Nham Sy Nhan										Nham Sy Tien - Child
15	Nham Thi Binh										Nham Sy Tien - Older Sister



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16	Nham Sy Ninh										Nham Sy Tien - Older Brother
17	Nham Thi Hai										Nham Sy Tien - Older Sister
18	Nham Sy Dong										Nham Sy Tien - Older Brother
19	Nham Sy Quang										Nham Sy Tien - Younger Brother
20	Dinh Quang Huy		Member of the Board of Directors						736.101	2,94	
21	Nguyen Thi Yen										Dinh Quang Huy - Wife
22	Dinh Hai Quang										Dinh Quang Huy - Child
23	Dinh Thi Van Anh										Dinh Quang Huy - Child
24	Dinh Thi Hao										Dinh Quang Huy - Younger Sister
25	Dinh Thi My										Dinh Quang Huy - Younger Sister
26	Dinh Thi Dung										Dinh Quang Huy - Younger Sister
27	Dinh Quang Tien										Dinh Quang Huy - Younger Brother
28	Dinh Thi Lan										Dinh Quang Huy - Younger Sister
29	Nguyen Duc Luyen		Member of the Board of Directors								
30	Nguyen Van Luan										Nguyen Duc Luyen - Father
31	Nguyen Thi Nhat										Nguyen Duc Luyen - Mother
32	Hoang Cam Tu										Nguyen Duc Luyen - Wife
33	Nguyen Ha Thu										Nguyen Duc Luyen - Child
34	Nguyen Ha An										Nguyen Duc Luyen - Child
35	Nguyen Duc Nam										Nguyen Duc Luyen - Younger Brother

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36	Nguyen Duc Ninh										Nguyen Duc Luyen - Younger Brother
37	Ngo Thanh Tung		Member of the Board of Directors						30.188	0,12	
38	Ngô Đình Tuấn										Ngô Thanh Tung - Father
39	Tran Thi Nga										Ngô Thanh Tung - Mother
40	Luong Duyen Quynh Trang										Ngô Thanh Tung - Wife
41	Ngo Luong Hoang Bach										Ngô Thanh Tung - Child
42	Ngo Uyen Lam Chi										Ngô Thanh Tung - Child
43	Ngo Hieu Dong										Ngô Thanh Tung - Child
44	Ngo Phuong Loan										Ngô Thanh Tung - Younger Sister
45	Tran Thanh		General Director						52	0,0002	
46	Tran Van Manh										Tran Thanh - Father
47	Vu Thi Minh Thu										Tran Thanh - Wife
48	Tran Anh Thu										Tran Thanh - Child
49	Tran Vinh Truong										Tran Thanh - Child
50	Tran Thi Thuy Ha										Tran Thanh - Older Sister
51	Tran Thanh Nga										Tran Thanh - Younger Sister
52	Nguyen Huu Gam		Member of the Board of Directors						139.154	0,56	
53	Vu Thi Ly										Nguyen Huu Gam - Wife
54	Nguyen Hong Phuong										Nguyen Huu Gam - Child

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55	Nguyen Thuy Duong										Nguyen Huu Gam - Child
56	Nguyen Huu Tri										Nguyen Huu Gam - Older Brother
57	Nguyen Thi Voc										Nguyen Huu Gam - Older Sister
58	Nguyen Thi Tho										Nguyen Huu Gam - Younger Sister
59	Nguyen Thi Thom										Nguyen Huu Gam - Younger Sister
60	Nguyen Thi Hoa										Nguyen Huu Gam - Younger Sister
61	Nguyen Quang Hai		Head of the Supervisory Board								
62	Nguyen Hong Thuy										Nguyen Quang Hai - Father
63	Nguyen Thi Thu Huong										Nguyen Quang Hai - Mother
64	Nguyen Thi Thuy Hien										Nguyen Quang Hai - Younger Sister
65	Tran Trung Kien		Member of the Supervisory Board						15.468	0,06	
66	Nguyen Thi Nha										Tran Trung Kien - Mother
67	Tran Thi Bich Hanh								12.257	0,05	Tran Trung Kien - Wife
68	Tran Khoi Nguyen										Tran Trung Kien - Child
69	Tran Giai Uyen										Tran Trung Kien - Child
70	Tran Tuan Long										Tran Trung Kien - Older Brother
71	Tran Tuan Thanh										Tran Trung Kien - Older Brother
72	Pham Thi Hien		Member of the Supervisory Board								
73	Pham Van Vang										Pham Thi Hien - Father

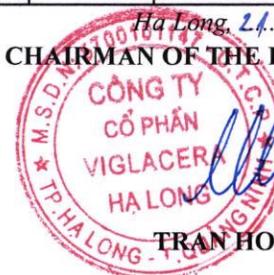
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74	Tran Thi Nam										Pham Thi Hien - Mother
75	Pham Thi Thu								1.235.193	4,94	Pham Thi Hien - Older Sister
76	Pham Duc Thang										Pham Thi Hien - Younger Brother
77	Nguyen Minh Tu										Pham Thi Hien - Husband
78	Nguyen Minh Phong										Pham Thi Hien - Child
79	Tran Duy Hung		Deputy General Director						3.072	0,01	
80	Tran Kinh Quoc										Tran Duy Hung - Father
81	Nguyen Thi Them										Tran Duy Hung - Mother
82	Mai Dieu Thuy										Tran Duy Hung - Wife
83	Tran Duy Anh										Tran Duy Hung - Child
84	Tran Duy The Anh										Tran Duy Hung - Child
85	Tran Thi Thuong Huyen										Tran Duy Hung - Older Sister
86	Tran Thi Thu Trang										Tran Duy Hung - Younger Sister
87	Bui Van Quang		Deputy General Director						45	0,00018	
88	Bui Van Sinh										Bui Van Quang - Father
89	Vu Thi Viet										Bui Van Quang - Mother
90	Pham Thi Thu										Bui Van Quang - Wife
91	Bui Quang Minh										Bui Van Quang - Child
92	Bui Quang Dung										Bui Van Quang - Child
93	Bui Van Vinh										Bui Van Quang - Older Brother
94	Bui Thi Thanh Quy										Bui Van Quang - Younger Brother
95	Dinh Thi Thu Hang		Chief Accountant						4.220	0,016	

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96	Ta Thi Ban										Dinh Thi Thu Hang - Mother
97	Hoang Dinh Long										Dinh Thi Thu Hang - Child
98	Hoang Gia Nguyen										Dinh Thi Thu Hang - Child
99	Dinh Thi Thu Hue										Dinh Thi Thu Hang - Older Sister
100	Dinh Thi Vien										Dinh Thi Thu Hang - Younger Sister

Hà Long, 21... January 2025
CHAIRMAN OF THE BOARD OF DIRECTORS



[Handwritten Signature]
TRAN HONG QUANG

