

REPORT ON CORPORATE GOVERNANCE 2025
(Information disclosure form)

To:

- The State Securities Commission
- Hanoi Stock Exchange

- Company name: **VICEM GYPSUM AND CEMENT JOINT STOCK COMPANY**
- Head office address: 24 Ha Noi Street, Thuan Hoa Ward, Hue City
- Telephone: 02343.823625; Email: contact.txm@gmail.com
- Charter capital: 70.000.000.000 VND
- Securities code: TXM
- Governance model: General Meeting of Shareholders, Board of Directors, Board of Supervisors and Board of Management.
- The implementation of internal audit: None

I. Activities of the General Meeting of Shareholders

Information on meetings, Resolutions/Decisions of the General Meeting of Shareholders (including the Resolutions of the General Meeting of Shareholders approved in the form of written comments):

No.	Resolution/Decision No.	Date	Content
1	Resolution No 662/2025/NQ-ĐHĐCĐ	22/04/2025	Resolution of the Annual General Meeting of Shareholders 2025 of Vicem Gypsum and Cement Joint Stock Company

II. The Board of Directors 2025:

1. Information about the members of the Board of Directors (BOD):

No.	Board of Directors' members	Position /(Independent members of the BOD, Non-executive members of the BOD)	date becoming/ceasing to be member/independent member of the BOD	
			Date of appointment	Date of dismissal
1	Phan Xuan Hieu	Chairman of the BOD	10/04/2024 (2021 – 2026 term)	

2	Dao Tuan Khoi	Member of the BOD	25/06/2021 (2021 – 2026 term)	
3	Truong Phu Cuong	Member of the BOD	10/04/2024 (2021 – 2026 term)	
4	Vo Ngoc Trung	Member of the BOD	10/04/2024 (2021 – 2026 term)	
5	Nguyen Hoang Tri	Member of the BOD (Independent member)	25/06/2021(2021 – 2026 term)	

2. Meetings of the Board of Directors:

No.	BOD's members	Number of BOD meetings attended	Attendance rate	Reasons for absence
1	Phan Xuan Hieu	18 times	100%	
2	Dao Tuan Khoi	18 times	100%	
3	Truong Phu Cuong	18 times	100%	
4	Vo Ngoc Trung	18 times	100%	
5	Nguyen Hoang Tri	18 times	100%	

* BOD meetings in person: 04 times, meetings by obtaining opinions: 14 times

3. Supervising the Board of Management by the Board of Directors: upervising through periodic reports of the Board of Management

4. Activities of the Board of Directors' subcommittees: No subcommittees under the Board of Directors

5. Resolutions/Decisions of the Board of Directors in 2025:

No.	Resolution/Decision No.	Date	Content	Approval rate
1	49/NQ-HĐQT	09/01/2025	Resolution of the Company's Board of Directors meeting Quarter I/2025	100%
2	50/NQ-HĐQT	09/01/2025	Resolution on the Company's personnel work	100%
3	92/NQ-HĐQT	23/01/2025	Resolution on approving the policy of signing contract with related persons (Vicem But Son Cement Joint Stock Company)	100%
4	93/NQ-HĐQT	23/01/2025	Resolution on approving the policy of signing contract with related persons (Vicem Hoang Thach Cement Company Limited)	100%
5	94/NQ-HĐQT	23/01/2025	Resolution on approving the policy of signing contract with related persons (Vicem Tam Diep Cement Company Limited)	100%
6	95/NQ-HĐQT	23/01/2025	Resolution on approving the policy of signing contract with related persons (Vicem Ha Tien Cement Joint Stock Company)	100%
7	170/NQ-HĐQT	18/02/2025	Resolution on approving the plan to organize the Company's Annual	100%

			General Meeting of Shareholders 2025	
8	304/NQ-HĐQT	11/03/2025	Resolution of the Company's Board of Directors meeting Quarter II/2025	100%
9	576/NQ-HĐQT	14/04/2025	Resolution on unification to promulgate the Company's "Internal Audit Regulations"	100%
10	582/NQ-HĐQT	15/04/2025	Resolution on the Company's personnel work	100%
11	595/QĐ-HĐQT	15/04/2025	Decision of appointing Mr. Nguyen Tri Thanh to be the Deputy Director of the Company	100%
12	596/QĐ-HĐQT	15/04/2025	Decision on salary arrangement for Mr. Nguyen Tri Thanh - Deputy Director of the Company	100%
13	629/QĐ-HĐQT	17/04/2025	Decision on promulgating the Company's "Internal Audit Regulations"	100%
14	664/QĐ-HĐQT	22/04/2025	Decision on amendment and supplement of the Company's "Internal Regulations on Corporate Governance"	100%
15	666/QĐ-HĐQT	22/04/2025	Decision on amendment and supplement of the Company's "Regulations on Operation of the Board of Directors"	100%
16	691/NQ-HĐQT	28/04/2025	Resolution on the organization and personnel work of the Company	100%
17	859/NQ-HĐQT	27/05/2025	Resolution on selection of an auditing firm to audit the Company's Financial Statements 2025	100%
18	1125/NQ-HĐQT	18/07/2025	Resolution of the Company's Board of Directors meeting Quarter III/2025	100%
19	1476/NQ-HĐQT	02/10/2025	Resolution on reviewing and supplementing the personnel plan for Company leaders under VICEM's management for the periods 2021-2026 and 2026-2031	100%
20	1481/NQ-HĐQT	02/10/2025	Resolution of the Company's Board of Directors meeting Quarter IV/2025	100%
21	1642/QĐ-HĐQT	28/11/2025	Decision on removing from the list of personnel plan for Company leaders under VICEM's management for the periods 2021-2026 and 2026-2031	100%
22	1745/QĐ-HĐQT	26/12/2025	Decision on evaluating the Company's management personnel in 2024	100%
23	1748/QĐ-HĐQT	26/12/2025	Decision on the issuance of regulations for the procurement of goods and services of the Company	100%
24	1782/QĐ-HĐQT	30/12/2025	Decision on the adjustment of the basic salary for Mrs. Nguyen Hoang Yen (Chief Accountant)	100%

25	1783/QĐ-HĐQT	30/12/2025	Decision on the adjustment of the basic salary for Mr. Nguyen Tri Thanh (Deputy Director of the Company)	100%
26	1784/QĐ-HĐQT	30/12/2025	Decision on the adjustment of the basic salary for Mr. Tran Xuan Trung (Deputy Director of the Company)	100%
27	1786/NQ-HĐQT	30/12/2025	Resolution on adjusting the term of office of the Company's Deputy Director and Chief Accountant	100%
28	1789/NQ-HĐQT	30/12/2025	Resolution on the Company's personnel work	100%
29	1827/QĐ-HĐQT	31/12/2025	Decision on the dismissal of Mr. Truong Phu Cuong from the position of Company Director (from January 1, 2026)	100%
30	1828/QĐ-HĐQT	31/12/2025	Decision on the appointment of Mr. Le Dinh Thang as Director of the Company (effective 01/01/2026)	100%
31	1830/QĐ-HĐQT	31/12/2025	Decision on changing the legal representative	100%
32	1848/QĐ-HĐQT	31/12/2025	Decision on salary arrangement for Mr. Le Dinh Thang, Director of the Company	100%

III. The Board of Supervisors

1. Thông tin về thành viên Ban Kiểm soát (BKS) năm 2025:

No.	Members of the BOS	Position	The date becoming/ceasing to be member of the BOS	Qualification
1	Ta Huu Hien	Head of BOS	The date becoming to be member of BOS: 25/06/2021 (2021 – 2026 term)	Bachelor of Corporate Accounting
2	Nguyen Trung Dong	Member of BOS	The date becoming to be member of BOS: 10/04/2024 (2021 – 2026 term)	Bachelor of Accounting
3	Tran Nguyen Huy Hung	Member of BOS	The date becoming to be member of BOS: 25/06/2021 (2021 – 2026 term)	Master of Business Administration

2. Meetings of Board of Supervisors (in 2025):

No.	Members of the BOS	Number of meetings attended	Attendance rate	Voting rate	Reasons for absence
1	Ta Huu Hien	04 times	100%	100%	
2	Nguyen Trung Dong	04 times	100%	100%	
3	Tran Nguyen Huy Hung	04 times	100%	100%	

* BOS meeting in person: 02 times, meeting by obtaining opinions/virtual meeting: 02 times.

3. Supervising the Board of Directors, Board of Management and Shareholders by the Board of Supervisors: Supervising issuance and implementation of Resolutions and Decisions of the BOD, BOM; Analyzing the 6-month Financial Statements and the annual Financial Statements of the Company.

4. The coordination among the BOS, the BOD, the Board of Management and other managers: Strictly comply with legal regulations and the Company Charter.

5. Other activities of the BOS: None

IV. The Board of Management (in 2025)

No.	Members of the Board of Management	Date of birth	Qualification	Date of appointment/dismissal of members of the BOM
1	Truong Phu Cuong (Director)	07/07/1984	- Master of Economic Management - Silicate Material Engineering	25/12/2023 (Appointment)
2	Tran Xuan Trung (Deputy Director)	20/10/1987	Bachelor of Economics (Accounting)	29/06/2023 (Appointment)
3	Nguyen Tri Thanh (Deputy Director)	03/01/1969	Bachelor of Economics (Planning)	16/04/2025 (Appointment)

V. Chief Accountant (in 2025)

No.	Full name	Date of birth	Qualification	Date of appointment/ dismissal
1	Nguyen Hoang Yen	27/10/1981	Bachelor of Economics (Accounting and Business Administration)	06/09/2024 (Appointment)

VI. Training courses on corporate governance (in 2025):

Training courses on corporate governance were attended by members of the BOD and the BOS, the Director, other managers and the Company Secretary in accordance with regulations on corporate governance: None

VII. The list of affiliated persons of the public company (in 2025) and transactions of affiliated persons of the Company with the Company

1. The list of affiliated persons of the Company

No.	Name of organization/ individual	Securities trading account (if any)	Position at the Company (if any)	NSH No.*, date of issue, place of issue	Head office address/Contact address	Time of starting to be affiliated person	Time of ending to be affiliated person	Reason	Relationship with the Company
1	Phan Xuan Hieu	069C002135	Chairman of the BOD (from 10/04/2024)			10/04/2024			Chairman of the BOD
2	Dao Tuan Khoi		Member of BOD			25/06/2021 (2021 – 2026 term)		Elected by the General Meeting of Shareholders	Member of BOD

							2021	
3	Truong Phu Cuong		- Member of BOD (from 10/04/2024) - Company Director			- On 10/04/2024 - On 25/12/2023	- Elected by the General Meeting of Shareholders 2024 - Appointed by the BOD	- Member of BOD - Company Director
4	Vo Ngoc Trung		Member of BOD (from 10/04/2024)			10/04/2024 (2021 – 2026 term)	Elected by the General Meeting of Shareholders 2024	Member of the BOD
5	Nguyen Hoang Tri		Member of BOD			25/06/2021 (2021 – 2026 term)	Elected by the General Meeting of Shareholders 2021	Independent member of the BOD
6	Nguyen Tri Thanh		Deputy Director of the Company			16/04/2025	Appointed by the BOD	Deputy Director of the Company
7	Tran Xuan Trung		Deputy Director of the Company			29/06/2023	Appointed by the BOD	Deputy Director of the Company
8	Nguyen Hoang Yen		Chief Accountant			06/09/2024	Appointed by the BOD	Chief Accountant
9	Ta Huu Hien		Head of the BOS			25/06/2021 (2021 – 2026 term)	Elected by the General Meeting of Shareholders 2021	Head of Board of Supervisors
10	Nguyen Trung Dong		Member of BOS (from 10/04/2024)			10/04/2024 (2021 – 2026 term)	Elected by the General Meeting of Shareholders 2024	Member of BOS
11	Tran Nguyen Huy Hung		Member of BOS			25/06/2021 (2021 – 2026 term)	Elected by the General Meeting of Shareholders 2021	Member of BOS
12	Ngo Quoc Viet		Authorized person to disclose information			01/07/2022	Authorized person to disclose information	Authorized person to disclose information

2. Transactions between the Company and its affiliated persons; or between the Company and its major shareholders, internal persons and affiliated persons of internal persons:

No.	Name of organization/ individual	Relationship with the Company	NSH No.*, date of issue, place of issue	Head office address/Contact address	Time of transactions with the Company	Resolution No. approved by the BOD	Content, quantity, total value of transaction
1	Bim Son Cement Joint Stock Company	A member unit of VICEM	2800232620	Bim Son Ward, Thanh Hoa Province	From Q1/2025	Resolution No. 662/2025/NQ- ĐHĐCĐ dated 22 April 2025 of the General Meeting of Shareholders	
2	Vicem Hoang Thach Cement Company Limited	A member unit of VICEM	0800004797	Bich Nhoi 2 Area, Nhi Chieu Ward, Hai Phong City	From Q1/2025	Resolution No. 93/NQ-HĐQT, dated 23/01/2025 of the BOD	
3	Vicem Tam Diep Cement Company Limited	A member unit of VICEM	2700260173	No. 27 Chi Lang Street, Tam Diep Ward, Ninh Binh	From Q1/2025	Resolution No. 94/NQ-HĐQ, dated 23/01/2025 of the BOD	
4	Vicem But Son Cement Joint Stock Company	A member unit of VICEM	0700117613	Hong Son Residential Area, Ly Thuong Kiet Ward, Ninh Binh	From Q1/2025	Resolution No. 92/NQ-HĐQT, dated 23/01/2025 of the BOD	
5	Vicem Ha Tien Cement Joint Stock Company	A member unit of VICEM	0301446422	604 Vo Van Kiet Street, Cau Ong Lanh Ward, Ho Chi Minh City	From Q1/2025	Resolution No. 95/NQ-HĐQ, dated 23/01/2025 of the BOD	

3. Transaction between internal persons of the Company, affiliated persons of internal persons and the Company's subsidiaries in which the Company takes controlling power: None

4. Transactions between the Company and other objects: None

4.1. Transactions between the Company and the company that its members of the BOD, the Board of Supervisors, Director and other managers have been founding members or members of the BOD, or CEOs in three (03) latest years (calculated at the time of reporting): None

4.2. Transactions between the Company and the company that its affiliated person with members of the BOD, Board of Supervisors, Director and other managers is a member of the BOD, Director: None

4.3. Other transactions of the Company (if any) may bring material or non-material benefits for members of the BOD, members of the Board of Supervisors, Director and other managers: None

VIII. Share transactions of internal persons and their affiliated persons (in 2025)

1. List of internal persons and their affiliated persons

No.	Name	Securities trading account (if any)	Position at the Company (if any)	ID card No./Passport No., date of issue, place of issue	Address	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
1	Phan Xuan Hieu	069C002135	Chairman of the BOD			1.792.525	25,61%	Representative of VICEM's capital at TXM
1.1	Phan Xuan Chat							Father
1.2	Dau Thi Lien							Mother
1.3	Phan Thi Hai Yen							Sibling
1.4	Phan Thi Hoa Le							Sibling
1.5	Vu Mai Huong							Wife
1.6	Phan Vu Khanh Ly							Child
1.7	Phan Xuan Binh Minh							Child
1.8	Vo Ngoc Thang							Father in law
1.9	Le Thi Chieu							Mother in law
1.10	Ho Sy Nam Thang							Brother in law
1.11	Nguyen Duc Ha							Brother in law
1.12	VICEM Ha Tien Cement JSC							Mr. Phan Xuan Hieu is member of the BOD
1.13	VICEM Song Thao Cement JSC							Mr. Phan Xuan Hieu is member of the BOD
2	Dao Tuan Khoi		Member of the BOD			896.000	12,8%	Representative of VICEM's capital at TXM
2.1	Dao Dinh Khanh							Father
2.2	Khieu Thi Dung							Mother

2.3	To Manh Thuong							Father in law
2.4	Tran Thi Ngoc Anh							Mother in law (died)
2.5	To Thi Minh Phuong							Wife
2.6	Dao Khanh Linh							Child
2.7	Dao Dang Khoa							Child
2.8	Dao Thi Hanh							Sibling
2.9	Song Da No 12 JSC							Mr. Dao Tuan Khoi is member of the BOD
2.10	Vicem But Son Cement JSC							Mr. Dao Tuan Khoi is chairman of the BOD
3	Truong Phu Cuong		- Member of the BOD (from 10/04/2024) - Company Director			896.000	12,8%	Representative of VICEM's capital at TXM
3.1	Truong Phu Ky							Father
3.2	Nguyen Thi Tan							Mother
3.3	Nguyen Thi Luyen							Wife
3.4	Truong Truc Linh							Child
3.5	Truong Phu Quan							Child
3.6	Nguyen Tong Thiep							Father in law
3.7	Nguyen Thi Lieu							Mother in law
3.8	Truong Thi Ngoc Yen							Sibling
3.9	Vu Van Mao							Brother in law
4.	Vo Ngoc Trung		Member of the BOD (from 10/04/2024)			700.000	10%	Representative of Ha Tien Cement JSC holding shares of TXM
4.1	Vo Van Hien							Father

4.2	Nguyen Thi Ngoc Tuyet							Mother
4.3	Vo Ngoc Cuong							Sibling
4.4	Nguyen Thi Hong Nga							Wife
4.5	Vo Hong Ngoc							Child
4.6	Vo Ngoc Quynh Huong							Child
4.7	Nguyen Dao							Father in law (died)
4.8	Nguyen Thi Hong Hop							Mother in law
4.9	VICEM Ha Tien Cement JSC							Mr. Vo Ngoc Trung is member of the BOD
5	Nguyen Hoang Tri		Independent member of the BOD					
5.1	Ho Thi Ngoc Yen							Wife
5.2	Nguyen Hoang Tho							Father
5.3	Pham Thi Sen							Mother
5.4	Nguyen Hoang Tue							Sibling
5.5	Nguyen Thi Thao Nguyen							Sibling
5.6	Tran Tuan Nhat							Brother in law
5.7	To Dieu Lan							Sister in law
5.8	Hoang Van Chinh							Father in law
5.9	Nguyen Thi Hue Minh							Mother in law
5.10	Nguyen Ngoc Bao Uyen							Child
5.11	Nguyen Ngoc Bao Chau							Child (little)
5.12	VICEM Hai Van Cement JSC							Mr. Nguyen Hoang Tri is member of the BOD
6	Nguyen Tri Thanh		Deputy Director of the Company					
6.1	Nguyen Tri Loc							Father

6.2	Vo Thi Luom							Mother
6.3	Thai Thi Men							Wife
6.4	Nguyen Tri Nhan							Child
6.5	Nguyen Minh Tam							Child
6.6	Thai Van Mau							Father in law
6.7	Le Thi Vinh							Mother in law
6.8	Nguyen Tri Phuc							Sibling
6.9	Nguyen Thi Hue							Sibling
6.10	Nguyen Thi Lan							Sibling
6.11	Nguyen Tri Hoang							Sibling
6.12	Nguyen Thi Nhung							Sibling
6.13	Nguyen Tri Binh							Sibling
6.14	Nguyen Thi Bich Hien							Sibling
7	Tran Xuan Trung		Deputy Director of the Company					
7.1	Tran Xuan Hoan							Father
7.2	Nguyen Thi Vui							Mother
7.3	Tran Thanh Tam							Sibling
7.4	Pham Thi Hai Yen							Wife
7.5	Pham Van Truong							Father in law
7.6	Trinh Thi Mai							Mother in law
7.7	Hoang Van Tuyen							Brother in law
7.8	Tran Dieu Linh							Child
7.9	Tran Cam Linh							Child
7.10	Tran Tue Nhi							Child
8	Nguyen Hoang Yen		Chief Accountant					
8.1	Nguyen Kim Diep							Father (died)
8.2	Hoang Thi Ky							Mother
8.3	Phan Anh Thu							Father in law
8.4	Dinh Thi Sam							Mother in law
8.5	Phan Thanh Binh							Husband
8.6	Nguyen Kim Oanh							Sibling

8.7	Nguyen Phuong Thao						Sibling
8.8	Nguyen Thu Hien						Sibling
8.9	Pham Tien Dat						Brother in law
8.10	Luc Linh Quan						Brother in law
9	Ta Huu Hien		Head of Board of Supervisors				
9.1	Nguyen Thi Thuy						Mother
9.2	Hoang Thi Huong						Mother in law
9.3	Dang Ngoc Long						Father in law
9.4	Dang Thi Tra Giang						Wife
9.5	Ta Huu Duc						Sibling
9.6	Phan Thi Huong						Sister in law
9.7	Tay Do Cement JSC						Mr. Ta Huu Hien is member of the Board of Supervisors
9.8	Bim Son Cememt JSC						Mr. Ta Huu Hien is member of the Board of Supervisors
10	Nguyen Trung Dong		Member of the BOS (from 10/04/2024)				
10.1	Nguyen Trung Giap						Father (died)
10.2	Hoang Thi Nguyet						Mother (died)
10.3	Nguyen Thi Thu Suong						Wife
10.4	Nguyen Trung Tin						Child
10.5	Phan Thi Thu Hien						Daughter in law
10.6	Nguyen Phong						Father in law (died)
10.7	Le Thi Nuoi						Mother in law (died)
10.8	Nguyen Trung Thu						Sibling
10.9	Nguyen Thi Lan						Sibling
10.10	Nguyen Thi Ly						Sibling
10.11	Nguyen Thi Luan						Sibling
10.12	Nguyen Thi Hoan						Sibling

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10.13	Nguyen Trung Xuan						Sibling
10.14	Nguyen Thi Minh Nguyet						Sister in law
11	Tran Nguyen Huy Hung		Member of BOS				
11.1	Tran Kiem Hiep						Father (died)
11.2	Nguyen Thi Tho						Mother (died)
11.3	Nguyen Truc Anh						Wife
11.4	Tran Nguyen Truc Quynh						Child
11.5	Tran Hung Minh						Child (little)
11.6	Pham Thi Ngoc Mai						Mother in law
12	Ngo Quoc Viet		Authorized person to disclose information				
12.1	Ngo Dinh Tan						Father
12.2	Le Thi Thuy Hoa						Mother
12.3	Nguyen Thi Anh Thu						Wife
12.4	Ngo Nguyen Phuong Nghie						Child
12.5	Ngo Minh Ngoc						Child
12.6	Ngo Thi Quynh Phi						Sibling
12.7	Ngo Quoc Thang						Sibling
12.8	Nguyen Tam An						Brother in law

2. Transactions of internal persons and affiliated persons with shares of the company: None

IX. Other significant issues: None

Recipients:

- As above (report);
- Archive: Documentation officer. *de*

CHAIRMAN OF THE BOARD OF DIRECTORS



Phan Xuan Hieu