

Appendix 05

REPORT ON THE STATE OF COMPANY GOVERNANCE

(Issued together with Circular no. 96/2020/TT-BTC dated 16 November 2020 of the Ministry of Finance guiding information disclosure on the stock market)

VIETNAM NATIONAL CEMENT
CORPORATION
DA NANG BUILDING MATERIAL
VICEM JOINT STOCK COMPANY

No.: 47 /DXV-HDQT

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

Da Nang, date 23 month 04-2025

REPORT ON THE STATE OF COMPANY GOVERNANCE

In 2024

To: - State Securities Commission of Vietnam
- Stock Exchange

- Listed company name: **DA NANG BUILDING MATERIAL VICEM JOINT STOCK COMPANY**

- Head office address: Lot C4, Road no. 9, Hoa Khanh Industrial Park, Hoa Khanh Bac Ward, Lien Chieu District, Da Nang City.

- Phone number: 0236.3707814

- Charter capital: VND 99,000,000,000

- Stock code: DXV

- Company governance model: General meeting of shareholders, Board of Management, Board of Supervisors and Director.

I. Activities of the General Meeting of Shareholders:

Information on meetings and Resolutions/Decisions of the General Meeting of Shareholders (including Resolutions of the General Meeting of Shareholders adopted in the form of written opinions)

No.	Resolution number	Date	Contents
1	235/NQ-ĐHDCD	26/4/2024	<ol style="list-style-type: none">Report on business performance results in 2023 and business plan in 2024Board of Management's report on activities in 2023 and operation plan in 2024Report on the Board of Supervisors' activities in 2023 and the 2024 operation planAudited Financial Statements for 2023 and Profit Distribution Plan for 2023Remuneration level for the Board of Management and Board of Supervisors in 2023 and remuneration plan for 2024Selection of the 2024 Financial Statement Auditing UnitApprove the Proposal to sign the purchase and sale contract with related parties

			<p>8. Proposal to dismiss independent members of the Board of Management and elect additional independent members of the Board of Management for the term (2022-2027).</p> <p>9. Elect 01 additional independent member of the Board of Management for the term (2022-2027): Ms. Tran Thi Chi was elected as an independent member of the Board of Management.</p>
2	655/NQ-DHDCD	23/10/2024	<p>Approval of change of head office address of Da Nang Building Material Vicem Joint Stock Company:</p> <p>- Address before change: 06th Floor, DITP Building, Lot A2-19, Nguyen Tat Thanh Extended Street, Hoa Hiep Nam Ward, Lien Chieu District, Da Nang City.</p> <p>- Address after change: Lot C4, Road no. 9, Hoa Khanh Industrial Park, Hoa Khanh Bac Ward, Lien Chieu District, Da Nang City</p>

II. Board of Management:

1. Information about Board of Management's members:

- The 2024 Annual General Meeting of Shareholders on 26 April 2024 approved the dismissal of 01 independent member of the Board of Management and elected an additional member of the Board of Management for the 2022-2027 term.

No.	Member of the Board of Management	Position	Start date/stop being a member of the Board of Management	
			Appointment date	Dismissal Date
1	Mr. Nguyen Van Tan	Chairman of the Board of Management	27/4/2023	
2	Mr. Tran Van Khoi	Member	23/4/2018	
3	Mr. Nguyen Huu Vy	Member	23/4/2018	
4	Mr. Le Ke Tich	Member	27/4/2023	
5	Mr. Truong Van Tuan	Independent Member	24/6/2021	26/4/2024
6	Ms. Tran Thi Chi	Independent Member	26/4/2024	

2. Meetings of the Board of Management:

- In 2024, the Board of Management will hold 05 in-person meetings.

No.	Member of the Board of Management	Number of Board of Management's meetings attended	Meeting attendance rate	Reason for not attending
1	Mr. Nguyen Van Tan	5/5	100%	
2	Mr. Tran Van Khoi	5/5	100%	
3	Mr. Nguyen Huu Vy	5/5	100%	
4	Mr. Le Ke Tich	5/5	100%	

5	Ms. Tran Thi Chi	4/4	100%	
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3. Supervisory activities of the Board of Management over the Board of Directors:

- Direct the Board of Directors to develop a 2024 production and business plan for approval by the General Meeting of Shareholders.
- Direct the completion of documents and successful organization of the 2024 annual general meeting of shareholders on 26 April 2024
- Supervise and support the Board of Directors in operating production and business activities to achieve the 2024 plan targets.
- The Board of Management regularly monitors the management activities of the Board of Directors to ensure compliance with the law and the Company's Charter.
- The Board of Management always closely monitors and promptly resolves arising issues under the authority of the Board of Directors to facilitate the operations of the Company's Board of Directors.
- Direct the preparation of financial statements and timely disclosure of financial statements for quarters in 2024.
- The Board of Management has implemented the collection of written shareholders' opinions to approve the Resolution of the Shareholders' Meeting on changing the Company's head office address.

4. Activities of the subcommittees of the Board of Management: The Board of Management has no subcommittees.

5. Resolutions/Decisions of the Board of Management: In 2024, the Board of Management issued 18 Resolutions/Decisions through direct meetings and written opinion collection, including:

No.	Resolution/Decision No	Date	Contents	Adoption rate
1	57/NQ-HDQT	1/2/2024	Resolution of the Board of Management on approving the purchase and sale contract of cement bags with Vicem Bim Son Cement Joint Stock Company	100%
2	101/NQ-HDQT	29/2/2024	Resolution of the Board of Management approving the plan for the 2024 annual shareholders' meeting	100%
3	126/NQ-HDQT	11/3/2024	Resolution of the Board of Management on the implementation results of the Resolution for the fourth quarter and the whole year of 2023; Business objectives and tasks for the first quarter of 2024.	100%
4	127/QĐ-DXV	11/3/2024	Board of Management's Decision on promulgating regulations on purchasing goods and services	100%
5	245/QĐ-DXV	2/5/2024	Board of Management's decision on promulgating technical and economic norms for the production of packaging and tuynel fired brick	100%
6	302/NQ-HDQT	16/5/2024	Resolution of the Board of Management on the implementation results of the	100%



			Resolution for the first quarter of 2024; Business objectives and tasks for the second quarter of 2024.	
7	318/NQ-HDQT	28/5/2024	Decision on salary increase for Mr. Tran Van Khoi - Company Director.	100%
8	445/NQ-HDQT	17/07/2024	Resolution of the Board of Management of the company in the third quarter of 2024	100%
9	446/QD-DXV	17/07/2024	Decision on supplementing the Regulations on personnel management of Da Nang Building Material Vicem Joint Stock Company issued together with Decision no. 495/QD-DXV dated 26 October 2023 of the Board of Management	100%
10	447/QD-DXV	17/07/2024	Decision on Approval of additional planning for company management leaders for the period 2021-2026 under VICEM management	100%
11	590/NQ-HDQT	20/9/2024	Board of Management's Resolution on changing Head Office address	100%
12	671/NQ-HDQT	30/10/2024	Resolution of the Board of Management of the company in the fourth quarter of 2024	100%
13	672/NQ-HDQT	11/01/2024	Resolution on Approval of the occupational safety and health training contract with the cement technical intermediate school	100%
14	709/QD-DXV	18/11/2024	Decision on Approving the results of assessment and classification of Company Managers in 2023, Da Nang Building Material Vicem Joint Stock Company	100%
15	719/QD-DXV	22/11/2024	Decision on Approval of the Company's management staff planning for the period 2026-2031	100%
16	806/NQ-HDQT	19/12/2024	Resolution of the Board of Management on approving the purchase and sale contract of cement bags with Vicem Ha Tien Cement Joint Stock Company	100%
17	826/NQ-HDQT	30/12/2024	Resolution of the Board of Management on approving the purchase and sale contract of cement bags with Vicem But Son Cement Joint Stock Company	100%
18	852/NQ-HDQT	31/12/2024	Resolution of the Board of Management on approving the purchase and sale contract of cement bags with Vicem Bim Son Cement Joint Stock Company	100%

III. Board of Supervisors:

1. Information about the members of the Board of Supervisors (BOS)

No.	Member of the Board of Supervisors	Position	Start date/stop being a member of the Board of Supervisors	
			Appointment date	Dismissal Date
1	Ms. Tran Thi Hai Nga	Chief	29/4/2023	
2	Ms. Nguyen Thi Thu Hang	Member	23/4/2018	
3	Ms. Nguyen Phuong Lan	Member	23/4/2018	

2. Board of Supervisors' Meetings:

No.	Member of the Board of Supervisors	Number of meetings attended by the Board of Supervisors	Meeting attendance rate	Reason for not attending
1	Ms. Tran Thi Hai Nga	2/2	100%	
2	Ms. Nguyen Thi Thu Hang	2/2	100%	
3	Ms. Nguyen Phuong Lan	2/2	100%	

3. Supervisory activities of the Board of Supervisors over the Board of Management, Board of Directors and shareholders:

- Conduct inspection and supervision of compliance with the law, compliance with the Company's charter and implementation of the Resolution of the Shareholders' Meeting of the Board of Management and the Company's Board of Directors in 2024.
- Monitor the Company's production and business activities and financial situation during the period through periodic quarterly monitoring reports.
- Supervise the activities of the Board of Management and the management of the Board of Directors in production and business activities.
- Audit of quarterly and 6-month financial statements in 2024.
- Submit to the 2024 Annual General Meeting of Shareholders to select an audit unit for the Company's 2024 financial statements.
- Audit of customer debt collection status.
- Audit the compliance with the implementation of the Purchase Regulations in the procurement of goods and services for production and business.

4. Coordination of activities between the Board of Supervisors and the activities of the Board of Management, the Board of Directors, the Company's managers and Secretary has participated in accordance with the regulations on company governance:

- In 2024, Chief of the Board of Supervisors attended the Board of Management's meetings on production and business.
- The Board of Directors always creates conditions for the Board of Supervisors to access information about the Company's production and business activities.
- The Board of Supervisors regularly coordinates with the Board of Management, the Board of Directors and management staff in the performance of related tasks.
- Resolutions, Decisions and policies of the Board of Management and the Board of Directors are provided to the Board of Supervisors to effectively perform its inspection and supervision role.

- The Board of Directors shall provide full information to the Board of Supervisors to conduct the inspection on 16 May 2024 and review the financial statements of the quarters and 6 months in 2024.

IV. Executive Board.

No.	Full name	Position	Date of birth	Qualification	Date of appointment/dismissal of Executive Board members
1	Mr. Tran Van Khoi	Director	05/12/1969	- Mechanical Engineering Engineer - IT Engineer	24/4/2018
2	Mr. Le Ke Tich	Vice Director	10/02/1967	Aquatic Mechanical Engineer	1/7/2017

V. Accountant

No.	Full name	Position	Date of birth	Qualification	Date of appointment/dismissal
1	Truong Van Tuan	Accountant	02/1/1972	Bachelor of Accounting	01/11/2023

VI. Company Governance Training:

In 2024, the Company will send its management and leadership staff to participate in the following company governance training courses:

- Appoint 05 members of the Board of Management, Board of Supervisors, Board of Directors and Company Secretary to attend the Conference on enhancing company governance capacity for listed enterprises organized online by the State Securities Commission of Vietnam.
- Appoint the Accountant and the Company Governance Manager to attend training on Company Governance and Information Disclosure.

VII. List of related persons of the listed Company as prescribed in Clause 34 - Article 6 - Law on Securities and transactions of related persons of the Company with the Company itself:

1. List of insiders and related persons of the Company: *(Attached list)*
2. Transactions between the Company and related persons of the Company, or the Company and major shareholders, insiders, and related persons of insiders:

No.	Company name	Relationship with the company	NSH Certificate Number*, date of issue, place of issue	Head office address/Contact address	Time of transaction with the company	Content	Total transaction value (VND)
1	Vicem Hoang Thach Cement Company Limited	Related party	080004797	Bich Nhoi 2 Area, Minh Tan Ward, Kinh Mon Town, Hai Duong Province	01/1- >31/12/2024	Buy Cement Sell Bags	49,299,117,675 22,285,500,000
2	VICEM Hai Van	Related	0400101235	65 Nguyen Van	01/1-	Buy Cement	2,345,385,002

	Cement Joint Stock Company	party		Cu - Da Nang City	>31/12/2024	Sell Bags	7,418,950,000
3	Ha Tien 1 Cement Joint Stock Company	Related party	0301446422	604 Vo Van Kiet, Cau Kho Ward, District 1, HCMC	01/1- >31/12/2024	Sell Bags	30,042,286,000
4	Bim Son Cement Joint Stock Company	Related party	2800232620	Ba Dinh Ward, Bim Son Town, Thanh Hoa Province	01/1- >31/12/2024	Buy Cement	3,287,333,333
5	Vicem Hai Phong Cement Company Limited	Related party	0200155219	Trang Kenh – Minh Duc – Thuy Nguyen – Hai Phong.	01/1- >31/12/2024	Sell Bags	1,083,230,995
6	VICEM But Son Cement Joint Stock Company	Related party	0700117613	Thanh Son Commune, Kim Bang District, Ha Nam Province	01/1- >31/12/2024	Sell Bags	8,301,441,330
7	Nghi Son Cement Corporation	Related party	2800464741	Hai Thuong Ward, Nghi Son Town, Thanh Hoa Province	01/1- >31/12/2024	Sell Bags	8,540,000,000
8	Ha Long Cement Joint Stock Company	Related party	5700466028	Thong Nhat Commune, Ha Long City, Quang Ninh Province	01/1- >31/12/2024	Sell Bags	125,655,556
9	Cement Technical Intermediate School	Related party	0105459714001	No. 3, Hanoi Street, So Dau Ward, Hong Bang District, Hai Phong City	01/1- >31/12/2024	Occupational Safety Training 2024	17,000,000

3. Transactions between insiders, related persons of insiders and Subsidiaries, Companies controlled by the Company: None

Transactions between the Company and other entities: None

VIII. Stock transactions of insiders and related persons of insiders: No.

IX. Other issues: No.

Recipients:

- As mentioned above;
- Members of the Board of Management;
- Archiving: Secretary of the Board of Management.

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**ON BEHALF OF THE COMPANY'S
BOARD OF MANAGEMENT**

**MEMBER OF THE BOARD OF
MANAGEMENT**



Tran Van Khoi

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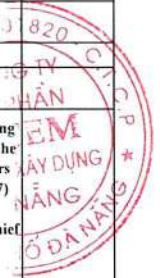
LIST OF INSIDERS AND RELATED PERSONS OF DA NANG BUILDING MATERIAL VICEM JOINT STOCK COMPANY
(Attached with Report No. 47 /DXV-HĐQT, date 23 month 1, 2025)

No.	CK Code	Name	Securities trading account (if any)	Position at the company (if any)	Relationship with internal person	Type of NSH Certificate (ID card/Passport/Business registration certificate)	NSH 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	Time of starting to be affiliated person	Time of ending to be affiliated person	Reasons (when changes arise relating to items 12 and 13)	Notes (regarding the absence of NSH Certificate number and other notes)
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17
1	DXV	Nguyen Van Tan		Chairman of the Board of Management							UQ:2.605.700	26,32%	27/4/2023		Shareholders' Meeting elects members of the Board of Management for the term (2022-2027) The Board of Management elects Chairman	
1.1		Nguyen Van Thuan			Father in law			27/4/2023								
1.2		Tran Thi Nhung			Mother in law			27/4/2023								
1.3		Nguyen Thi Thu Hien			Sister in law			27/4/2023								
1.4		Nguyen Son Hiep			Brother in law			27/4/2023								
1.5		Nguyen Thi Thu Ha			Wife			27/4/2023								
1.6		Nguyen Ha My			Child			27/4/2023								
1.7		Nguyen Diem Quynh			Child			27/4/2023								
1.8		Nguyen Minh Duc			Child			27/4/2023								
2	DXV	Tran Van Khoi		Member of the Board of Management Company Director							UQ:1.303.000	13,16%	23/4/2018		Shareholders' Meeting elects members of the Board of Management, The Board of Management appoints Director	
2.1		Ngô Thị Yên			Mother			23/4/2018								
2.2		Nguyen Van Minh			Father in law			1/1/2021								
2.3		Nguyen Thi Cuc			Mother in law			1/1/2021								
2.4		Nguyen Thi Thu Van			Wife			23/4/2018								
2.5		Tran Khoi Nguyen			Child			23/4/2018								
2.6		Tran Van Anh			Child			23/4/2018								
2.7		Tran Thi Bich Phuong			Sister			23/4/2018								
2.8		Tran Thi Danh			Sister			23/4/2018								
2.9		Tran Van Khua			Brother			23/4/2018								
2.10		Pham Lieu			Brother in law			1/1/2021								
2.11		Ly Phuong Vinh			Brother in law			1/1/2021								
2.12		Le Thi Thuy Trang			Sister in law			1/1/2021								
3	DXV	Le Ke Tich		Member of the Board of Management Vice Director							UQ:1.303.000	13,16%	27/4/2023		Shareholders' Meeting elects additional members of the Board of Management for the term (2022-2027)	



No.	CK Code	Name	Securities trading account (if any)	Position at the company (if any)	Relationship with internal person	Type of NSH Certificate (ID card/Passport/Business registration certificate)	NSH 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	Time of starting to be affiliated person	Time of ending to be affiliated person	Reasons (when changes arise relating to items 12 and 13)	Notes (regarding the absence of NSH Certificate number and other notes)
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17
3.1		Dặng Thị Dân			Mother								27/4/2023			
3.2		Hoàng Thị Thiệp			Wife								27/4/2023			
3.3		Lê Hoàng Anh			Child								27/4/2023			
3.4		Lê Kế Thành			Child								27/4/2023			
3.5		Lê Kế Diện			Brother								27/4/2023			
3.6		Nguyễn Hồng Hữu			Sister in law								27/4/2023			
3.7		Hoàng Ngọc Chuyển			Father in law								27/4/2023			
3.8		Huỳnh Thị Vân			Mother in law								27/4/2023			
3.9		Hoàng Ngọc Cường			Brother in law								27/4/2023			
3.10		Hoàng Ngọc Nghi			Brother in law								27/4/2023			
3.11		Hoàng Thị Thu			Sister in law								27/4/2023			
3.12		Hoàng Thị Xuân			Sister in law								27/4/2023			
3.13		Hoàng Thị Hòa			Sister in law								27/4/2023			
3.14		Hoàng Thị Hiệp			Sister in law								27/4/2023			
4	DXV	Nguyen Huu Vy		Member of the Board of Management							UQ:1.303.000	13,16%	23/4/2018		Shareholders' Meeting elects members of the Board of Management	
4.1		Nguyen The			Father								23/4/2018			
4.2		Ngo Thi Tam			Mother								23/4/2018			
4.3		Nguyen Van Khoa			Father in law								1/1/2021			
4.4		Phan Thi Tiep			Mother in law								1/1/2021			
4.5		Nguyen Phan Thi Thuy			Wife								23/4/2018			
4.6		Nguyen Thi Hoc Han			Child								23/4/2018			
4.7		Nguyen Huu Quoc Thinh			Child								23/4/2018			
4.8		Nguyen Thi Lanh			Sibling								23/4/2018			
4.9		Nguyen Thanh Loi			Sibling								23/4/2018			
4.10		Nguyen Thanh Loi (brother)			Sibling								23/4/2018			
4.11		Nguyen Tuan Anh			Sibling								23/4/2018			
4.12		Phan Huu Hoa			Brother in law								1/1/2021			
4.13		Trinh Thi Thu Tam			Sister in law								1/1/2021			
4.14		Huynh Thi Nguyet			Sister in law								1/1/2021			
4.15		Dinh Thi Xuan Dieu			Younger sister in law								1/1/2021			
5		Tran Thi Chi		Independent member of the Board of Management									26/4/2024		Shareholders' Meeting elects additional members of the Board of Management for the term (2022-2027)	

No.	CK Code	Name	Securities trading account (if any)	Position at the company (if any)	Relationship with internal person	Type of NSH Certificate (ID card/Passport/Business registration certificate)	NSH 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	Time of starting to be affiliated person	Time of ending to be affiliated person	Reasons (when changes arise relating to items 12 and 13)	Notes (regarding the absence of NSH Certificate number and other notes)
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17
5.1		Tran Dinh Quoc			Father								26/4/2024			
5.2		Dang Thi Hong			Mother								26/4/2024			
5.3		Tran Doan Xanh			Father in law								26/4/2024			
5.4		Nguyen Thi Lan			Mother in law								26/4/2024			
5.5		Tran Doan Quoc			Husband								26/4/2024			
5.6		Tran Doan Ngoc Khue			Child								26/4/2024			
5.7		Tran Doan Ngoc Bich			Child								26/4/2024			
5.8		Tran Thi Phuong			Sibling								26/4/2024			
5.9		Nguyen Xuan Trong			Brother in law								26/4/2024			
5.10		Tran Ngoc Thi			Sibling								26/4/2024			
5.11		Nguyen Van Hoa			Younger brother in law								26/4/2024			
5.12		Tran Thi Tho			Sibling								26/4/2024			
5.13		Tran Ngoc Duc			Brother in law								26/4/2024			
5.14		Tran Thi Tham			Sibling								26/4/2024			
5.15		To Nam Binh			Brother in law								26/4/2024			
5.16		Tran Dinh Tai			Sibling								26/4/2024			
5.17		Tran Thi Xuan Thai			Sister in law								26/4/2024			
6	DXV	Tran Thi Hai Nga		Chief of Board of Supervisors									29/04/2022		Shareholders' Meeting elects member(s) of the Board of Supervisors for term (2022-2027) The Board of Supervisors elects Chief of the Board of Supervisors	
6.1		Le Quoc Khanh			Husband								29/04/2022			
6.2		Le Khanh Tung			Son								29/04/2022			
6.3		Le Khanh Linh			Daughter								29/04/2022			
6.4		Tran Duc Tinh			Father								29/04/2022			
6.5		Hoang Thi Ngoc			Mother								29/04/2022			
6.6		Tran Thi Van Anh			Sibling								29/04/2022			
6.7		Tran Minh Duc			Sibling								29/04/2022			
6.8		Tran Thi Hoang Ngan			Sibling								29/04/2022			
6.9		Tran Hoang Thi Ngoan			Sibling								29/04/2022			
6.10		Nguyen Viet Hung			Brother in law								29/04/2022			
6.11		Dao Manh Long			Brother in law								29/04/2022			
6.12		Tran Tuan Anh			Brother in law								29/04/2022			
6.13		Nguyen Thi Lan Thuy			Sister in law								29/04/2022			
7	DXV	Nguyen Thi Thu Hang		Member of Board of Supervisors									23/4/2018		Shareholders' Meeting elects members of the Board of Supervisors	



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