

## 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.: 29.01/2026/BCQT-VHL

Ha Long, January 29, 2026

### REPORT ON CORPORATE GOVERNANCE Year 2025

**To:**  
- State Securities Commission  
- Hanoi Stock Exchange

- Name of the Listed Company: **VIGLACERA HA LONG JOINT STOCK COMPANY**
- Head Office Address: **Ha Khau 2 Residential Area, An Tiem Street, Viet Hung Ward, Quang Ninh Province, Vietnam**
- 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 2025:

No.	Resolution Number	Date	Content
1	210/NQ-DHDCD/2025	23/3/2025	Resolution of the Annual General Meeting of Shareholders 2025

#### **II. Board of Directors (Report for 2025):**

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

**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	11/3/2025
2	Mr. Nham Sy Tien	Vice Chairperson of the BOD, Independent BOD Member	22/04/2022	23/3/2025
3	Mr. Dinh Quang Huy	Independent BOD Member	22/04/2022	
4	Mr. Tran Thanh	BOD Member	21/03/2023	23/3/2025
5	Mr. Nguyen Duc Luyen	Chairperson of the BOD	11/03/2025	
6	Mr. Nguyen Huu Gam	Independent BOD Member	22/04/2022	23/3/2025
7	Mr. Ngo Thanh Tung	BOD Member	22/04/2022	23/3/2025
8	Mr. Quach Huu Thuan	Vice Chairman	23/03/2025	
9	Mr. Dang Minh Tam	Board Member	23/03/2025	
10	Mr. Le Duc Tai	Independent Board Member	23/03/2025	

*Note: Mr. Quach Huu Thuan submitted his resignation as a BOD member on December 1, 2025, and the Company made information disclosure in accordance with regulations.*

**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	6	100%	Dismissed from 23/03/2025
2	Mr. Nham Sy Tien	6	100%	Dismissed from 23/03/2025
3	Mr. Tran Thanh	6	100%	Dismissed from 23/03/2025
4	Mr. Ngo Thanh Tung	6	100%	Dismissed from 23/03/2025
5	Mr. Nguyen Huu Gam	6	100%	Dismissed from 23/03/2025
6	Mr. Nguyen Duc Luyen	27	100%	
7	Mr. Dinh Quang Huy	27	100%	
8	Mr. Dang Minh Tam	21	77,77%	Appointed effective from March 23, 2025
9	Mr. Le Duc Tai	21	77,77%	Appointed effective from March



				23, 2025
10	Mr. Quach Huu Thuan	19	70,3%	Appointed effective from March 23, 2025, Resignation effective from December 1, 2025

**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 2025:**

No.	Resolution/Decision Number and Code	Date	Meeting Content
1	Resolution	06/01/2025	Reassignment and restructuring of VHL's capital representative at Viglacera Clinker Brick Joint Stock Company
2	Resolution	04/03/2025	Approval of the response content to VHL's capital representative at Viglacera Dong Trieu JSC regarding voting matters at the 2025 Annual General Meeting of Shareholders of ĐTC
3	Resolution	04/03/2025	Approval of the response content to VHL's capital representatives at subsidiaries and affiliated companies (joint stock companies) regarding voting matters at the 2025 Annual General Meetings of Shareholders
4	Resolution	11/03/2025	Personnel restructuring for the position of Chairman of the Board of Directors
5	Meeting Minutes	14/03/2025	Additional content and agenda for the 2025 Annual General Meeting of Shareholders – Viglacera Ha Long Joint Stock Company
6	Resolution	20/03/2025	Finalization of voting content for the 2025 AGM and the list of candidates for additional election to the Board of Directors of Viglacera Ha Long JSC
7	Resolution	27/03/2025	Election of personnel to the position of Vice Chairman of the Board of Directors
8	Resolution	03/04/2025	Evaluation of business results for Q1/2025 and orientation, tasks, and targets for April 2025
9	Resolution	10/04/2025	Dissolution of the Services – Life Enterprise (under Viglacera Ha Long JSC)
10	Resolution	10/04/2025	Assignment of responsibilities to members of the Board of Directors
11	Resolution	05/05/2025	Provisional issuance of product production norms at factories under Viglacera Ha Long JSC
12	Resolution	04/7/2025	Selection of the auditing firm for fiscal year 2025
13	Resolution	05/08/2025	Disposal of fixed assets (Phase 1) in 2025
14	Resolution	05/08/2025	Leasing of premises at the farm area in Hoanh Bo
15	Resolution	05/08/2025	Approval of the separate and consolidated interim reviewed financial statements for mid-year 2025
16	Resolution	06/08/2025	Re-arrangement of the capital representative at

No.	Resolution/Decision Number and Code	Date	Meeting Content
			Viglacera Ha Long II Joint Stock Company
17	Resolution	11/09/2025	Appointment of the person in charge of corporate governance
18	Resolution	11/9/2025	Disposal of fixed assets (Phase 2) in 2025
19	Resolution	02/10/2025	Reply to the People's Committee of Mao Khe Ward – Dong Trieu Town regarding the donation of land located within the land boundary managed and used by Viglacera Dong Trieu Joint Stock Company, as allocated by the Quang Ninh Provincial People's Committee, for the purpose of expanding the access road to Phuc Nghiem Pagoda in Xuan Cam Area, Mao Khe Ward, Quang Ninh Province.
20	Resolution	15/10/2025	Disposal of fixed assets (Phase 3) in 2025
21	Resolution	15/10/2025	Borrowing and mortgaging at banks and credit institutions for production and business activities
22	Resolution	15/10/2025	Evaluation of Q3/2025 production and business results and plans for October 2025 and Q4/2025
23	Resolution	05/11/2025	Disposal of fixed assets (Phase 4) in 2025
24	Resolution	13/11/2025	Disposal of fixed assets (Phase 5) in 2025
25	Resolution	21/11/2025	Approval of the Organizational Restructuring and Workforce Staffing Plan at the Plants and the Office Division of Viglacera Ha Long Joint Stock Company.
26	Meeting Minutes	30/12/2025	Approval of the policy for transferring the shares owned by Viglacera Ha Long Joint Stock Company in Viglacera Trading Joint Stock Company to Viglacera Sanitary Ware Company.
27	Resolution	30/12/2025	Reply to the Capital Representative at Viglacera Dong Trieu Joint Stock Company concerning the self-performance of sales and product consumption activities of Viglacera Dong Trieu Joint Stock Company for the year 2026.

### III. Supervisory Board (Report for 2025)

#### 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



No.	SB Member	Position	Start/End Date as SB Member		Professional Qualification
			Appointment Date	Dismissal Date	
3	Tran Trung Kien	Member	22/04/2022		Master's Degree in 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	07	100%	100%	
2	Mrs. Pham Thi Hien	07	100%	100%	
3	Mr. Tran Trung Kien	07	100%	100%	

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

During the year 2025, the Supervisory Board held two (07) meetings:

- Meeting to review the 2024 financial statements
- Meeting to propose an independent auditing firm for the semi-annual financial statements of the first six months of 2025 and the full-year financial statements of 2025
- Meeting to assign specific responsibilities to each member of the Supervisory Board for 2025
- Meeting to plan the review of data for the Parent Company and the Trading Company for the first five months of 2025
- Meeting to assign inventory inspection duties as of June 30, 2025
- A meeting to review the financial statements for the third quarter of 2025;
- A meeting to assign inventory inspection as at December 31, 2025.

On a monthly basis, the Supervisory Board conducted supervision over all aspects 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 2025) and Transactions Between Related Parties and the Company: None

##### 1. List of Related Parties of the Company: *List attached*

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: *None*

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: *None*

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: *None*



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).

**VIII. Share Transactions of Insiders and Related Persons of Insiders (Report for 2025): 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 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**

Chairperson of the BOD

*(Signed and sealed)*



**NGUYEN DUC LUYEN**

# LIST OF INSIDERS AND THEIR RELATED PERSONS

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

No.	Stock Code	Full Name	Position in the Company	Relationship with Insider	Type of Identification Document (ID Card, Citizen ID, Passport, Business Registration Certificate)	Securities Registration Certificate Number	Date of Issuance of Securities Registration Certificate	Remarks
1	2	3	4	5	6	7	8	10
<b>1</b>	<b>VHL</b>	<b>Nguyen Duc Luyen</b>	<b>Chairman of the Board</b>					
1.01	VHL	Hoang Cam Tu		Wife				
1.01	VHL	Nguyen Ha Thu		Daughter				
1.01	VHL	Nguyen Ha An		Daughter				Little child
1.02	VHL	Nguyen Van Luan		Father				
1.03	VHL	Nguyen Thi Nhat		Mother				
1.04	VHL	Nguyen Duc Nam		Younger brother				
1.05	VHL	Bui Thi Xa		Sister-in-law				
1.06	VHL	Nguyen Duc Ninh		Younger brother				
1.07	VHL	Nguyen Thi Minh Ha		Sister-in-law				
1.08	VHL	Hoang Minh Duc		Father-in-law				
1.09	VHL	Do Thi Toan		Mother-in-law				
1.10	VHL	Hoang Thi Mai		Sister-in-law				
<b>2</b>	<b>VHL</b>	<b>Quach Huu Thuan</b>	<b>Vice Chairman of the Board of Directors</b>					
2.01	VHL	Pham Thi Thanh Thuy		Wife				
2.02	VHL	Quach Phuong Thuy Linh		Daughter				
2.03	VHL	Quach Tuan Hung		Son				Little child
2.04	VHL	Quach Van Trung		Father				
2.05	VHL	Pham Thi Chuong		Mother				Dead



No.	Stock Code	Full Name	Position in the Company	Relationship with Insider	Type of Identification Document (ID Card, Citizen ID, Passport, Business Registration Certificate)	Securities Registration Certificate Number	Date of Issuance of Securities Registration Certificate	Remarks
1	2	3	4	5	6	7	8	10
2.06	VHL	Pham Van Be		Father-in-law				
2.07	VHL	Truong Thi Khan		Mother-in-law				
2.08	VHL	Quach Van Tuyen		Older brother				
2.09	VHL	Dang Thi Bich Thuy		Sister-in-law				
2.10	VHL	Quach Huu Thai		Older brother				
2.11	VHL	Bui Thi Thuy Hang		My sister-in-law				
<b>3</b>	<b>VHL</b>	<b>Le Duc Tai</b>	<b>Board Member</b>					
3.01	VHL	Nguyen Thi Tuyen		Mother				
3.02	VHL	Le Van Thai		Father				Dead
3.03	VHL	Nguyen Tat Thang		Father-in-law				
3.04	VHL	Ha Thi Hien		Mother-in-law				
3.05	VHL	Nguyen Dieu Huong		Wife				
3.06	VHL	Le Duc Hoang		Son				
3.07	VHL	Le Hoang Quan		Son				
3.08	VHL	Le Thi Thu Huong		Younger sister				
<b>4</b>	<b>VHL</b>	<b>Dang Minh Tam</b>	<b>Board Member</b>					
4.01	VHL	Ong Dang Dinh Quyen		Father				
4.02	VHL	Ba Nguyen Thi Minh		Mother				
4.03	VHL	Ong Nguyen Van Diet		Father-in-law				Dead
4.04	VHL	Ba Vu Thi Hai		Mother-in-law				
4.05	VHL	Ba Nguyen Thi Thom		Wife				
4.06	VHL	Dang Ngoc Y Nhi		Daughter				
4.07	VHL	Dang Truong Hung		Son				

No.	Stock Code	Full Name	Position in the Company	Relationship with Insider	Type of Identification Document (ID Card, Citizen ID, Passport, Business Registration Certificate)	Securities Registration Certificate Number	Date of Issuance of Securities Registration Certificate	Remarks
1	2	3	4	5	6	7	8	10
4.08	VHL	Ong Dang Hong Quang	<b>Board Member</b>	Older brother				
4.09	VHL	Ong Dang Quoc Chung		Older brother				
4.10	VHL	Ong Dang Quoc Tuan		Younger brother				
<b>5</b>	<b>VHL</b>	<b>Dinh Quang Huy</b>						
5.01	VHL	Nguyen Thi Yen		Wife				
5.02	VHL	Dinh Hai Quang		Son				
5.03	VHL	Dinh Thi Van Anh		Daughter				
5.04	VHL	Dinh Thi Hao		Younger sister				
5.05	VHL	Dinh Thi My		Younger sister				
5.06	VHL	Dinh Thi Dung		Younger sister				
5.07	VHL	Dinh Quang Tien		Younger brother				
5.08	VHL	Dinh Thi Lan		Younger sister				
<b>6</b>	<b>VHL</b>	<b>Tran Thanh</b>	<b>General Director</b>					
6.01	VHL	Tran Van Manh		Father				
6.02	VHL	Vu Thi Minh Thu		Wife				
6.03	VHL	Vu Duc Ty		Father-in-law				
6.04	VHL	Nguyen Kim Dung		Mother-in-law				
6.05	VHL	Tran Anh Thu		Daughter				Little child
6.06	VHL	Tran Vinh Truong		Son				Little child
6.07	VHL	Tran Thi Thuy Ha		Older sister				
6.08	VHL	Tran Thanh Nga		Younger sister				
<b>7</b>	<b>VHL</b>	<b>Nguyen Quang Hai</b>	<b>Head of Control Board</b>					
7.01	VHL	Nguyen Hong Thuy		Father				



No.	Stock Code	Full Name	Position in the Company	Relationship with Insider	Type of Identification Document (ID Card, Citizen ID, Passport, Business Registration Certificate)	Securities Registration Certificate Number	Date of Issuance of Securities Registration Certificate	Remarks
1	2	3	4	5	6	7	8	10
7.02	VHL	Nguyen Thi Thu Huong		Mother				
7.03	VHL	Nguyen Thi Thuy Hien		Younger sister				
<b>8</b>	<b>VHL</b>	<b>Tran Trung Kien</b>	<b>Board of Supervisors</b>					
8.01	VHL	Tran Van Dai		Father				Dead
8.02	VHL	Nguyen Thi Nha		Mother				
8.03	VHL	Tran Thi Bich Hanh		Wife				
8.04	VHL	Tran Cao		Father-in-law				Dead
8.05	VHL	La Thi Tinh		Mother-in-law				
8.06	VHL	Tran Khoi Nguyen		Son				
8.07	VHL	Tran Giai Uyen		Daughter				
8.08	VHL	Tran Tuan Long		Older brother				
8.09	VHL	Tran Tuan Thanh		Older brother				
<b>9</b>	<b>VHL</b>	<b>Pham Thi Hien</b>	<b>Board of Supervisors</b>					
9.01	VHL	Pham Van Vang		Father				
9.02	VHL	Tran Thi Nam		Mother				
9.03	VHL	Pham Thi Thu		Older sister				
9.04	VHL	Pham Duc Thang		Younger brother				
9.05	VHL	Nguyen Minh Tu		Husband				
9.06	VHL	Nguyen Minh Phong		Son				Little child
<b>10</b>	<b>VHL</b>	<b>Tran Duy Hung</b>	<b>Deputy General Manager</b>					
10.01	VHL	Tran Kinh Quoc		Father				
10.02	VHL	Nguyen Thi Them		Mother				
10.03	VHL	Mai Minh Xuong		Father-in-law				

No.	Stock Code	Full Name	Position in the Company	Relationship with Insider	Type of Identification Document (ID Card, Citizen ID, Passport, Business Registration Certificate)	Securities Registration Certificate Number	Date of Issuance of Securities Registration Certificate	Remarks
1	2	3	4	5	6	7	8	10
10.04	VHL	Pham Thi Thuc		Mother-in-law				
10.05	VHL	Mai Dieu Thuy		Wife				
10.06	VHL	Tran Duy Anh		Son				
10.07	VHL	Tran Duy The Anh		Son				
10.08	VHL	Tran Thi Thuong Huyen		Older sister				
10.09	VHL	Tran Thi Thu Trang		Younger sister				
<b>11</b>	<b>VHL</b>	<b>Bui Van Quang</b>	<b>Deputy General Manager</b>					
11.01	VHL	Bui Van Sinh		Father				
11.02	VHL	Vu Thi Viet		Mother				
11.03	VHL	Pham Hong Thai		Father-in-law				Dead
11.04	VHL	Nguyen Thi Uoc		Mother-in-law				
11.05	VHL	Pham Thi Thu		Wife				
11.06	VHL	Bui Quang Minh		Son				
11.07	VHL	Bui Quang Dung		Son				
11.08	VHL	Bui Van Vinh		Older brother				
11.09	VHL	Bui Thi Thanh Quy		Younger sister				
<b>12</b>	<b>VHL</b>	<b>Dinh Thi Thu Hang</b>	<b>Chief Accountant</b>					
12.01	VHL	Ta Thi Ban		Mother				
12.02	VHL	Hoang Dinh Long		Son				
12.03	VHL	Hoang Gia Nguyen		Son				
12.04	VHL	Dinh Thi Thu Hue		Older sister				
12.05	VHL	Dinh Thi Vien		Younger sister				
<b>13</b>	<b>VHL</b>	<b>Subsidiary</b>						



No.	Stock Code	Full Name	Position in the Company	Relationship with Insider	Type of Identification Document (ID Card, Citizen ID, Passport, Business Registration Certificate)	Securities Registration Certificate Number	Date of Issuance of Securities Registration Certificate	Remarks
1	2	3	4	5	6	7	8	10
13.1	VHL	Viglacera Ha Long Trading Limited Company		Subsidiary				
13.1	VHL	Viglacera Clinker Tile Joint Stock Company		Subsidiary				

**CHAIRMAN OF THE BOARD**

*(Sign, print full name and stamp)*



**NGUYEN DUC LUYEN**