

Nghe An, 28, January 2026

REPORT
Company Governance Status
(Year 2025)

To:

- State Securities Commission of Vietnam
- Vietnam Stock Exchange

Company Name: TRUNG DO JOINT STOCK COMPANY

Address: 205 Le Duan, Vinh City, Nghe An Province

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Charter Capital: 300,000,000,000 VND (Three hundred billion VND)

Stock Code: TDF

Corporate Governance Model: General Meeting of Shareholders, Board of Directors (BOD), Supervisory Board, and Executive Board.

Internal Audit: Not yet implemented.

I. Activities of the General Meeting of Shareholders

Information about meetings and resolutions/decisions of the General Meeting of Shareholders:

No.	Resolution/Decision Number	Date	Content
1	N/A	26/06/2024	Annual General Meeting Resolution 2024
2	N/A	28/08/2025	Resolution of the 1st Extraordinary General Meeting of Shareholders in 2025

II. Board of Directors (BOD)

1. Information about BOD members:

No.	BOD Member	Position	Start/End Date as a Member of the Board of Directors (BoD)/Independent BoD Member	
			Date of Appointment	Date of Dismissal

1	Mr. Nguyen Hong Son	Chairman	27/04/2021 Appointed as Chairman of the Board of Directors: 06/05/2021	06/05/2021
2	Mr. Tran Van Hoan	Member	27/04/2021	
3	Mr. Nguyen Duy Hien	Member	27/04/2021	
4	Mr. Doan Quang Le	Member	27/04/2021	
5	Ms. Nguyen Hoang Phuong Nga	Non- executive Member	27/04/2021	

2. BOD Meetings:

No.	Member	Number of Meetings Attended	Attendance Rate	Reason for Absence
1	Mr. Nguyen Hong Son	24/24	100%	
2	Mr. Tran Van Hoan	24/24	100%	
3	Mr. Nguyen Duy Hien	24/24	100%	
4	Mr. Doan Quang Le	24/24	100%	
5	Ms. Nguyen Hoang Phuong Nga	24/24	100%	

3. Oversight activities of the Board of Directors:

The Board of Directors (the “BOD”) has duly and effectively fulfilled its supervisory role over the Board of Management through regular, continuous, and timely monitoring. Supervisory activities have been implemented through various forms, including monthly periodic meetings, ad-hoc meetings, as well as communications and directives via digital platforms (email, Zalo, etc.) and telephone.

In the context where the ceramic tile market has faced significant challenges due to weakened demand and the real estate market showing no clear signs of recovery, several factories of the Company were required to temporarily suspend or scale down production in order to limit inventory accumulation. In response to this situation, the BOD provided decisive direction, focusing on mobilizing resources to enhance sales capacity and marketing activities, thereby promoting product consumption. At the same time, the Company conducted a comprehensive review of operating expenses, implemented reasonable cost-cutting measures, and adjusted investment schedules to ensure financial balance.

As a result of the above measures, the Company has continued to fully fulfill its tax obligations to the State, make mandatory insurance contributions for employees, and repay bank loans in a timely manner.

4. Activities of the Board of Directors' subcommittees (if applicable):

5. Resolutions/Decisions of the Board of Directors:

No.	Resolution / Decision No.	Date	Contents	Approval Rate
1	01/NQ-HĐQT	02/01/2025	Approval of the appointment of Mr. Nguyen Van Khanh as Head of the Design Department	100%
2	06/NQ-HĐQT	11/02/2025	Approval of the dismissal of Mr. Tran Duy Ly from the position of Director of Trung Do Nam Giang Enterprise	100%
3	07/NQ-HĐQT	11/02/2025	Approval of the appointment of Mr. Nguyen Van Duc as Director of Trung Do Nam Giang Enterprise	100%
4	09/NQ-HĐQT	19/02/2025	Approval of financial leasing with VietinBank Financial Leasing Company	100%
5	12/NQ-HĐQT	21/03/2025	Approval of loan financing for procurement and replacement of specialized vehicles for the concrete batching plant at Trung Do Nam Giang Enterprise	100%
6	14/NQ-HĐQT	25/04/2025	Approval of convening the Annual General Meeting of Shareholders in 2025	100%
7	16/NQ-HĐQT	05/05/2025	Approval of the transfer and appointment of Mr. Tran Dinh Quang as Head of the Administration and Human Resources Department	100%
8	28/NQ-HĐQT	04/07/2025	Approval of commendation for individuals and units in digital transformation activities	100%
9	29/NQ-HĐQT	10/07/2025	Approval of the selection of an independent auditing firm to audit the 2025 financial statements	100%
10	30/NQ-HĐQT	10/07/2025	Approval of convening the 1st Extraordinary General Meeting of Shareholders in 2025	100%
11	31/NQ-HĐQT	15/07/2025	Approval of borrowing from Vietcombank – Nghe An Branch	100%
12	34/NQ-HĐQT	02/08/2025	Approval of the establishment of a subsidiary: Trung Do Trading Joint Stock Company	100%
13	36/NQ-HĐQT	02/08/2025	Approval of the dismissal of Mr. Nguyen Duy Hien from the position of Director of Trung Do Slabstone Factory	100%

14	37/NQ-HĐQT	02/08/2025	Approval of the appointment of Mr. Bien Van Luan as Director of Trung Do Slabstone Factory	100%
15	39/NQ-HĐQT	11/08/2025	Approval of borrowing from VietinBank – Vinh Branch	100%
16	43/NQ-HĐQT	18/08/2025	Approval of authorization of capital representation at the subsidiary: Trung Do Trading Joint Stock Company	100%
17	45/NQ-HĐQT	22/08/2025	Approval of transactions between the Company and related parties	100%
18	51/NQ-HĐQT	26/09/2025	Approval of the establishment of the Social Housing Project Management Board in Truong Vinh Ward	100%
19	55/NQ-HĐQT	23/10/2025	Approval of the merger of the Materials Department into the Economic-Planning-Investment Department and renaming it as the Planning-Materials Department	100%
20	57/NQ-HĐQT	18/11/2025	Approval of adjustment of the expected offering timeline and approval of the dossier for additional public offering of shares to existing shareholders	100%
21	58/NQ-HĐQT	19/11/2025	Approval of transactions between the Company and related parties	100%
22	60/NQ-HĐQT	12/12/2025	Approval of adjustment of capital contribution for establishment of the subsidiary: Trung Do Trading Joint Stock Company	100%
23	61/NQ-HĐQT	19/12/2025	Approval of transactions between the Company and related parties	100%
24	62/NQ-HĐQT	22/12/2025	Approval of authorization of capital representation at the subsidiary: Trung Do Trading Joint Stock Company	100%

III. Supervisory Board.

1. Information on the members of the Supervisory Board (BKS):

No.	Member	Position	Start Date / Date of termination of membership of the Supervisory Board	Qualification

1	Mr. Phan Dang Dung	Head	27/04/2021; Date of appointment as Head of the Supervisory Board : 06/05/2021	Bachelor's in Economics
2	Ms. Nguyen Thi Minh	Member	12/10/2022	Bachelor's in Economics
3	Mr. Tran Quoc Hung	Member	27/05/2023	Bachelor's in Economics

2. Meetings of the Supervisory Board:

No.	Member	Meetings Attended	Attendance Rate	Voting Rate	Reason for Absence
1	Mr. Phan Dang Dung	6	100%	100%	
2	Ms. Nguyen Thi Minh	6	100%	100%	
3	Mr. Tran Quoc Hung	6	100%	100%	

3. Supervisory Activities of the Supervisory Board (BKS) in Relation to the Board of Directors (HĐQT), Executive Directors, and Shareholders:

Based on the Resolution of the Annual General Meeting of Shareholders in 2025 as approved, the Supervisory Board conducted a review and comparison with the policies and resolutions issued by the Board of Directors in order to assess their consistency with the Company's actual business and production operations in each period.

Through such review, the Supervisory Board carried out supervision over the management and administration of the Board of Management, ensuring that the Company's business and production activities were implemented in accordance with the orientations, objectives, and resolutions of the General Meeting of Shareholders as well as the policies of the Board of Directors, thereby contributing to transparency, compliance, and effectiveness in corporate governance and management.

4. Coordination Between the Supervisory Board (BKS) and the Activities of the Board of Directors (HĐQT), Executive Directors, and Other Managers:

Based on the policies and resolutions issued by the Board of Directors to direct business and production activities in each period, the Supervisory Board, in coordination with professional departments from the Company level to functional units at subsidiary and grassroots levels, carried out supervision, monitoring, and inspection of business and production operations to ensure effective implementation.

5. Other Activities of the Supervisory Board:

In addition to regularly monitoring the implementation of business and production activities across the Company, the Supervisory Board conducts periodic reviews every three to six months to examine and analyze data regarding the reasonableness and legality of production costs, as well as to assess the status of accounts receivable at subsidiary and grassroots units. The results are promptly reported to the Board of Directors and the Board of Management, enabling them to obtain an accurate understanding of the actual situation of each unit and to

direct business and production activities in line with practical conditions and in accordance with the policies and resolutions issued by the Board of Directors.

IV. Executive Board

No.	Executive Board Member	Date of Birth	Professional Qualification	Date of Appointment/Removal
1	Mr. Nguyen Duy Hien	10/09/1968	Engineer in Construction Materials	Appointed as General Director on 30/03/2021
2	Mr. Tran Van Hoan	20/01/1964	Civil Engineer	Reappointed as Deputy General Director on 25/03/2022
3	Mr. Doan Quang Le	26/06/1979	Bachelor of Economics	Appointed as Deputy General Director on 07/05/2021

V. Chief Accountant

Full Name	Date of Birth	Professional Qualification	Date of Appointment/Removal
Mr. Nguyen Nam Khanh	01/12/1978	Bachelor of Economics	Appointed as Chief Accountant on 03/06/2021

VI. Corporate Governance Training:

Corporate governance training programs attended by members of the Board of Directors, members of the Supervisory Board, the Director (General Director), other managerial personnel, and the Company Secretary in accordance with corporate governance regulations include:

- the conference on "Compliance with Securities Laws and Common Errors in the Preparation of Financial Statements" organized by the State Securities Commission on 20 June 2025;
- the online training conference on information disclosure and financial reporting organized by the Hanoi Stock Exchange on 19 September 2025;
- the conference on corporate governance organized by the Hanoi Stock Exchange in Ha Long on 7 November 2025; and
- the conference introducing the amended Securities Law organized by the State Securities Commission of Vietnam on 14 November 2025 in Da Nang.

VII. List of Related Parties of the Public Company and Transactions with Related Parties of the Company

1. List of Related Parties of the Company

No.	Name of Organization/Individual	Position in the Company (if any)	Start Date of Being a Related Party	End Date of Being a Related Party	Reason	Relationship with the Company
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1	Mr. Nguyen Hong Son	Chairman of the Board of Directors	27/04/2021 - Appointed as Chairman of the Board of Directors: 06/05/2021			Insider
2	Mr. Nguyen Duy Hien	Member of the Board of Directors and General Director	27/04/2021 - Appointed as General Director: 30/03/2021			Insider
3	Mr. Tran Van Hoan	Member of the Board of Directors and Deputy General Director	27/04/2021 - Appointed as Deputy General Director: 20/01/2017			Insider
4	Mr. Doan Quang Le	Member of the Board of Directors and Deputy General Director	27/04/2021 - Appointed as Deputy General Director: 07/05/2021			Insider
5	Ms. Nguyen Hoang Phuong Nga	Member of the Board of Directors	27/04/2021			Insider
6	Mr. Phan Dang Dung	Chairman of the Supervisory Board	27/04/2021 Appointed as Chairman of the Supervisory Board: 06/05/2021			Insider
7	Mr. Nguyen Nam Khanh	Chief Accountant	03/06/2021			Insider
8	Ms. Nguyen Thi My Canh		22/10/20		Ownership of over 10% of voting shares	Major Shareholder
9	Mr. Tran Quoc Hung	Member of the Supervisory Board	27/05/2023			Insider

10	Hanoi Construction Corporation - JSC		22/10/2020		Ownership of over 10% of voting shares	Major Shareholder
11	Ms. Nguyen Thi Minh	Member of the Supervisory Board	12/10/2022		Appointed as a Supervisory Board Member	Insider
12	Trung Do Trading Joint Stock Company		15/09/2025		Subsidiary	Subsidiary

Note: Ownership Certificate Number: This refers to the ID/Passport number (for individuals) or the Business Registration Certificate number, Operating License, or equivalent legal documents (for organizations).

2. Transactions between the company and its related parties; or between the company and major shareholders, insiders, or related parties of insiders.

No.	Name of Organization / Individual	Relationship with the Company	Transaction Period	Resolution / Decision No.	Description, Quantity and Total Transaction Value	Notes
1	Ms. Nguyen Thi My Canh	Major shareholder	Jan, Jun & Jul 2025	58/NQ-HĐQT dated 19/11/2025	Repayment of loan principal: VND 22,055 million	
			Monthly in 2025		Payment of loan interest: VND 1,001 million	
			Feb, Mar, Aug-Dec 2025		Loan borrowing: VND 36,345 million	
2	Mr. Nguyen Hong Hai	Brother of the Chairman of the BOD	Dec 2025	58/NQ-HĐQT dated 19/11/2025	Loan borrowing: VND 3,500 million	
3	Trung Do Trading Joint Stock Company	Subsidiary	Dec 2025	61/NQ-HĐQT dated 19/12/2025	Distribution of ceramic tiles and sintered stone products: VND 9,115 million	
			Dec 2025		Leasing of vehicles and equipment: VND 19 million	

4	Mr. Tran Quoc Hung	Member of the Supervisory Board	Jan & Dec 2025		Repayment of loan principal: VND 4,300 million	
			Jan & Dec 2025		Payment of loan interest: VND 768 million	
			Apr 2025		Loan borrowing: VND 400 million	
5	Ms. Nguyen Hoang Phuong Nga	Member of the Board of Directors	Monthly in 2025	58/NQ-HĐQT dated 19/11/2025	Repayment of loan principal: VND 1,500 million	
			Monthly in 2025		Payment of loan interest: VND 855 million	

Note: Ownership Certificate Number: This refers to the ID/Passport number (for individuals) or the Business Registration Certificate number, Operating License, or equivalent legal documents (for organizations).

3. Transactions between insiders of the company, related parties of insiders with subsidiaries, or companies under the control of the company: None

4. Transactions between the Company and Other Parties

4.1 Transactions between the company and entities where members of the Board of Directors, members of the Supervisory Board, the CEO (General Director), and other managers have been or are founders, members of the Board of Directors, or CEOs within the past three (03) years (as of the reporting date): None.

4.2 Transactions between the company and entities where related persons of members of the Board of Directors, members of the Supervisory Board, the CEO (General Director), and other managers are members of the Board of Directors or CEOs: None.

4.3 Other transactions of the company (if any) that could bring material or immaterial benefits to members of the Board of Directors, members of the Supervisory Board, the CEO (General Director), and other managers: None.

VIII. Transactions of Shares by Insiders and Related Parties of Insiders

1. List of insiders and related parties of insiders

No.	Full Name	Position at the Company (if any)	Number of Shares Held at End of Period	Percentage of Ownership at End of Period	Notes
1	Mr Nguyen Hong Son	Chairman of the	4,724,529	15.7%	

		Board of Directors			
1.1	Mr Nguyen Xuan Anh		0	0%	Biological father of the Chairman
1.2	Ms. Nguyen Thi My Canh		5,719,621	19.1%	Wife of the Chairman
1.3	Ms. Nguyen Hoang Phuong Nga	Member of the Board of Directors; Deputy Head of the Economic Planning Department	4,053,334	13.5%	Daughter of the Chairman
1.4	Mr. Tran Viet Anh				Son-in-law of the Chairman
1.5	Mr. Nguyen Hong Hai		859,726	2.9%	Younger brother of the Chairman
1.6	Ms. Nguyen Thi Quynh Mai		0	0%	Sister-in-law of the Chairman
1.7	Ms. Nguyen Thi Thu Huyen		400,000	1.3%	Younger sister of the Chairman
1.8	Mr. Hoang Dinh Canh		0	0%	Brother-in-law of the Chairman
2	Mr. Nguyen Duy Hien	Member of the Board of Directors and CEO	317,445	1.1%	
2.1	Ms. Phan Thi Hoang Yen	Director of Granite Trung Do Factory	191,148	0.6%	Wife of the Company CEO

2.2	Mr. Nguyen Duy Duc		0	0%	Biological son of the Company CEO
2.3	Mr. Nguyen Duy Hung		0	0%	Biological son of the Company CEO
2.4	Ms. Nguyen Thi Xuan Mai		0	0%	Biological sister of the Company CEO
2.5	Ms. Nguyen Thi Ha		0	0%	Younger sister of the Company CEO
2.6	Mr. Nguyen Duy Tho		0	0%	Younger brother of the Company CEO
2.7	Mr. Nguyen Van Thanh		0	0%	Brother-in-law of the Company CEO
2.8	Ms. Nguyen Thuy Duong		0	0%	Sister-in-law of the Company CEO
3	Mr. Tran Van Hoan	Member of the Board of Directors and Deputy CEO	235,368	0.8%	
3.1	Ms. Hoang Thi Thanh Luong		28,500	0.1%	Wife of Deputy CEO
3.2	Mr. Tran Hoang Long		0	0%	Son of Deputy CEO

3.3	Mr. Tran Hoang Vu		0	0%	Son of Deputy CEO
3.4	Mr. Tran Van Hiep		0	0%	Father of Deputy CEO
3.5	Mr. Tran Van Huyen		0	0%	Elder brother of Deputy CEO
3.6	Ms. Le Thi Hop		0	0%	Sister-in-law of Deputy CEO
3.7	Mr. Tran Van Hien		0	0%	Elder brother of Deputy CEO
3.8	Ms. Thai Thi Lam		0	0%	Sister-in-law of Deputy CEO
3.9	Mr. Tran Van Toan		0	0%	Younger brother of Deputy CEO
3.10	Ms. Pham Phi Huyen		0	0%	Sister-in-law of Deputy CEO
3.11	Ms. Pham Thi Hien		0	0%	Sister-in-law of Deputy CEO
3.12	Mr. Hoang Minh Dao		0	0%	Father-in-law of Deputy CEO
3.13	Ms. Vo Thi Can		0	0%	Mother-in-law of Deputy CEO
3.14	Ms. Nguyen Hoai An		0	0%	Daughter-in-law of Deputy CEO

4	Mr. Doan Quang Le	Member of the Board of Directors and Deputy CEO	157,653	0.5%	
4.1	Ms. Nguyen Thi Sam		0	0%	Mother of the Deputy CEO
4.2	Ms. Nguyen Thi Nhung		16,500	0.1%	Wife of Deputy CEO
4.3	Ms. Doan Thi Tu Anh		0	0%	Biological Child of Deputy CEO
4.4	Ms. Doan Thi Minh Hanh		0	0%	Biological Child of Deputy CEO
4.5	Mr. Doan Hong Kien		0	0%	Younger Sibling of Deputy CEO
4.6	Mr. Doan Quang Vinh		0	0%	Younger Sibling of Deputy CEO
5	Mr Phan Dang Dung	Head of Supervisory Board	164,489	0.5%	
5.1	Ms Duong Thi Mai Hue		49,126	0.2%	Wife of Supervisory Board Head
5.2	Ms Phan Thao Phuong		0	0%	Biological Child of Supervisory Board Head
5.3	Mr Phan Dang Huy		0	0%	Biological Child of Supervisory Board Head

6	Mr Nguyen Nam Khanh	Chief Accountant	64,229	0.2%	
6.1	Ms. Nguyen Thi Thu Trang		0	0%	Wife of Chief Accountant
6.2	Mr. Nguyen Sy Khang		0	0%	Biological Child of Chief Accountant
6.3	Mr. Nguyen Sy Huy		0	0%	Biological Child of Chief Accountant
7	Mr. Tran Quoc Hung	Supervisory Board Member	28,345	0.09%	
7.1	Mr. Tran Xuan Ly		0	0%	Father of Supervisory Board Member
7.2	Ms. Ngo Thi Siu		0	0%	Mother of Supervisory Board Member
7.3	Mr. Tran Nhat Dung		0	0%	Younger Sibling of Supervisory Board Member
7.4	Ms. Nguyen Thi Huong Loan		0	0%	Sister-in-law of Supervisory Board Member
7.5	Ms. Nguyen Thi Thu Hien		0	0%	Wife of Supervisory Board Member
7.6	Ms. Tran Thao Nhi		0	0%	Biological Child of Supervisory Board Member

7.7	Mr. Tran Duc Minh		0	0%	Biological Child of Supervisory Board Member
8	Ms. Nguyen Thi Minh	Supervisor y Board Member	145,799	0.49%	
8.1	Mr. Le Dinh Hien		0	0%	Husband of Supervisory Board Member
8.2	Mr. Nguyen Van Toan		0	0%	Father of Supervisory Board Member
8.3	Ms. Dinh Thi Van		0	0%	Mother of Supervisory Board Member
8.4	Mr. Nguyen Duc Thang		0	0%	Younger Sibling of Supervisory Board Member
8.5	Ms. Truong Thi Ha		0	0%	Sister-in-law of Supervisory Board Member
8.6	Ms. Le Thuy Trang		0	0%	Biological Child of Supervisory Board Member
8.7	Ms. Le Thuy An		0	0%	Biological Child of Supervisory Board Member
8.8	Mr. Le Dinh Lam		0	0%	Biological Child of Supervisory Board Member
9	Mrs. Nguyen Hoang Phuong Nga	Member of the Board of Directors	4,053,334	13.5%	

9.1	Mr. Nguyen Hong Son	Chairman of the Board of Directors	4,724,529	15.7%	Biological father of the Board member
9.2	Mrs. Nguyen Thi My Canh		5,719,621	19.1%	Biological mother of the Board member
9.3	Mr. Tran Viet Anh		0	0%	Husband of the Board member
9.4	Mr. Tran Anh Minh		0	0%	Biological child of the Board member
9.5	Slabstone Joint Stock Company		0	0%	Chairman is husband of a Board member of Trung Do JSC

2. Transactions of insiders and related persons regarding the company's shares: None.

IX. Other matters to note: None. 

Recipients:

- As addressed
- Board of Directors, Executive Board, Supervisory Board;
- Filed at the Office.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN



Nguyen Hong Son