

No.: 39.../HĐQT-BC

Nghe An, 28.. July 2026



REPORT

Corporate Governance Report

(For the First Six Months of 2026)

To:

- **The State Securities Commission of Vietnam;**
- **Hanoi Stock Exchange (HNX)**

Company Name: TRUNG DO JOINT STOCK COMPANY

Head Office Address: 205 Le Duan Street, Truong Vinh Ward, Nghe An Province, Vietnam

Telephone: (+84) 238 3552291 **Email:** Infor@trungdo.vn

Charter Capital: VND 350,000,000,000 (Three hundred and fifty billion Vietnamese Dong)

Stock Ticker: TDF

Corporate Governance Model: General Meeting of Shareholders, Board of Directors, Supervisory Board, and Board of Management.

Implementation of Internal Audit Function: Not yet implemented.

I. Activities of the General Meeting of Shareholders

Information on Meetings and Resolutions/Decisions of the General Meeting of Shareholders

No.	Resolution/Decision No.	Date	Contents
1	35/NQ-ĐHĐCĐ	29/06/2026	Resolution of the 2026 Annual General Meeting of Shareholders

II. Board of Directors

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

No.	Name of Board of Directors Member	Position (Independent BOD Member / Non-executive BOD Member)	Date of appointment/termination as a Member of the Board of Directors/Independent Member of the Board of Directors
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			Date of Appointment	Date of Dismissal
1	Mr. Nguyen Hong Son	Chairman of the Board of Directors	29/06/2026 Appointment date as Chairman of the Board of Directors: 01/07/2026	
2	Mr. Tran Van Hoan	Member of the Board of Directors	27/04/2021	29/06/2026
3	Mr. Nguyen Duy Hien	Member of the Board of Directors	29/06/2026	
4	Mr. Doan Quang Le	Member of the Board of Directors	29/06/2026	
5	Ms. Nguyen Hoang Phuong Nga	Non-executive Member of the Board of Directors	Ms. Nguyen Hoang Phuong Nga	
6	Mr. Phan Dang Dung	Member of the Board of Directors	29/06/2026	

2. Board of Directors' Meetings

No.	Board Member	Number of Board Meetings Attended	Attendance Rate	Reason for Absence
1	Mr. Nguyen Hong Son	17/17	100%	
2	Mr. Tran Van Hoan	17/17	100%	
3	Mr. Nguyen Duy Hien	17/17	100%	
4	Mr. Doan Quang Le	17/17	100%	
5	Ms. Nguyen Hoang Phuong Nga	17/17	100%	
6	Mr. Phan Dang Dung	0	0%	Due to recent appointment

3. Supervisory Activities of the Board of Directors over the Board of Management

The Board of Directors fully exercised its supervisory function over the Board of Management through a mechanism of regular, continuous, and timely oversight. Supervisory activities were carried out through monthly management meetings, thematic meetings, and ad hoc meetings, while maintaining regular communication and direction via electronic and telecommunication channels to ensure that business operations were conducted in line with the

Company's strategic objectives and that emerging issues were addressed promptly.

During the reporting period, the Company's business operations continued to be adversely affected by the downturn in the ceramic tile market and the prolonged stagnation of the real estate sector, resulting in weakened market demand. In order to proactively control inventory levels and optimize operational efficiency, the Company adjusted its production plans, including the temporary suspension or postponement of operations at certain manufacturing plants.

In response to these challenges, the Board of Directors instructed the Board of Management to implement comprehensive measures to improve business performance, with particular emphasis on strengthening sales capabilities, intensifying marketing activities, and expanding market coverage. At the same time, the Company conducted a comprehensive review of operating expenses, tightened cost controls, eliminated unnecessary expenditures, and adjusted the implementation schedule of investment projects in line with available financial resources, thereby contributing to financial stability and ensuring the continuity of business operations.

4. Activities of the Committees under the Board of Directors (if any)

5. Resolutions/Decisions of the Board of Directors

No.	Resolution/Decision No.	Date	Subject Matter	Approval Rate
1	01/NQ-HĐQT	07/01/2026	Approval of the final settlement of the Nghi Văn Project – Phase 1	100%
2	02/NQ-HĐQT	22/01/2026	Approval of transactions with related parties	100%
3	04/NQ-HĐQT	02/02/2026	Approval of transactions with related parties	100%
4	06/NQ-HĐQT	10/02/2026	Adjustment of the investment project for the Tân Kỳ Raw Material Processing Plant	100%
5	07/NQ-HĐQT	18/03/2026	Submission to the State Securities Commission of Vietnam for consideration of an extension of the securities distribution period	100%
6	08/NQ-HĐQT	31/03/2026	Adjustment of the timeline for the transfer of subscription rights, registration, and payment for share purchases	100%
7	08A/NQ-HĐQT	31/03/2026	Reappointment of Mr. Nguyễn Duy Hiền as the Company's General Director	100%
8	13/NQ-HĐQT	24/04/2026	Reappointment of Mr. Đoàn Quang Lê as the Company's Deputy General Director	100%
9	09/NQ-HĐQT	09/04/2026	Approval of the organization of the 2026 Annual General Meeting of Shareholders	100%
10	12/NQ-HĐQT	23/04/2026	Approval of a finance lease agreement	100%
11	11/NQ-HĐQT	24/04/2026	Change of collateral at OCB Bank	100%

12	14/NQ-HĐQT	24/04/2026	Approval of transactions with related parties	100%
13	16/NQ-HĐQT	26/05/2026	Approval of the plan for the reallocation of shares	100%
14	17/NQ-HĐQT	26/05/2026	Dismissal of Mr. Trần Quốc Hùng from the position of Director of Trung Đô Granite Factory	100%
15	18/NQ-HĐQT	26/05/2026	Appointment of Mr. Trần Mạnh Tâm as Director of Trung Đô Granite Factory	100%
16	20/NQ-HĐQT	01/06/2026	Reappointment of Mr. Nguyễn Nam Khánh as the Company's Chief Accountant	100%
17	26/NQ-HĐQT	09/06/2026	Adjustment of the plan for the use of proceeds from the share offering	100%

III. Board of Supervisors

1. Information on Members of the Board of Supervisors (BOS)

No.	Member of the Board of Supervisors	Position	Date of Appointment/Termination as a Member of the Board of Supervisors	Professional Qualification
1	Phan Đăng Dũng	Head of the Board of Supervisors	Dismissed on 29/06/2026	Bachelor of Economics
2	Nguyễn Thị Minh	Member	Dismissed on 29/06/2026	Bachelor of Economics
3	Trần Quốc Hùng	Member	Appointed as a Member of the Board of Supervisors on 29/06/2026; Appointed as Head of the Board of Supervisors on 06/07/2026	Bachelor of Economics
4	Trần Đình Quang	Member	Appointed on 29/06/2026	Engineer
5	Nguyễn Ngọc Anh	Member	Appointed on 29/06/2026	Bachelor of Economics

2. Meetings of the Board of Supervisors

No.	Member of the Board of Supervisors	Number of Meetings Attended	Attendance Rate	Voting Rate	Reason for Absence
1	Phan Đăng Dũng	3	100%	100%	

2	Nguyễn Thị Minh	3	100%	100%	
3	Trần Quốc Hùng	3	100%	100%	
4	Trần Đình Quang	0	0%		Due to recent appointment
5	Nguyễn Ngọc Anh	0	0%		Due to recent appointment

3. Supervisory Activities of the Board of Supervisors over the Board of Directors, Board of Management, and Shareholders

The Board of Supervisors, based on the Resolutions of the General Meeting of Shareholders, reviewed and compared them with the resolutions, decisions, and policies issued by the Board of Directors in order to assess the appropriateness of the implementation process in accordance with the Company's business and production activities during each period.

Accordingly, the Board of Supervisors performed its supervisory function over the management and operation activities of the Board of Management, focusing on evaluating the implementation of the resolutions of the General Meeting of Shareholders and the Board of Directors, ensuring that business and production activities were carried out in accordance with the approved orientations, objectives, and plans. Through its supervisory activities, the Board of Supervisors recognized that the Company's governance and management activities generally complied with applicable laws, the Company's Charter, and the resolutions of the General Meeting of Shareholders and the Board of Directors, thereby contributing to improving transparency, operational efficiency, and safety in corporate governance.

4. Coordination between the Board of Supervisors and the Board of Directors, Board of Management, and Other Management Personnel

Based on the policies and resolutions of the Board of Directors regarding the direction and management of business and production activities in each period, the Board of Supervisors coordinated with specialized departments of the Company and its subsidiaries/affiliated units to monitor, urge, and inspect the implementation process.

Supervisory activities were conducted regularly, focusing on evaluating the progress of assigned tasks, compliance with the policies and resolutions of the Board of Directors, and the effectiveness of business and production operations at each unit. These activities contributed to enhancing management efficiency, as well as promptly identifying and recommending solutions for shortcomings and obstacles arising during the implementation process.

5. Other Activities of the Board of Supervisors

In addition to regularly supervising business and production activities throughout the Company, the Board of Supervisors periodically conducted inspections and analyses of financial data and operational performance at affiliated units every three to six months. The inspection focused on evaluating the reasonableness and legality of production costs, the management and recovery of trade receivables, as well as the effectiveness of resource utilization at each unit.

IV. Board of Management

No.	Executive Board Member	Date of Birth	Position	Professional Qualification	Date of Appointment/Reappointment or Dismissal as Executive
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					Board Member
1	Mr. Nguyen Duy Hien	10/09/1968	Director	Engineer in Construction Materials	Reappointed on 31/03/2026
2	Mr. Tran Van Hoan	20/01/1964	Deputy Director	Civil Engineering Engineer	Reappointed on 25/03/2022
3	Mr. Doan Quang Le	26/06/1979	Deputy Director	Bachelor of Economics	Reappointed on 24/04/2026

V. Chief Accountant

Full Name	Date of Birth	Professional Qualification	Date of Appointment/Reappointment or Dismissal
Mr. Nguyen Nam Khanh	01/12/1978	Bachelor of Economics	Reappointed on 01/06/2026

VI. Corporate Governance Training:

The corporate governance training courses attended by members of the Board of Directors (BOD), members of the Board of Supervisors (BOS), the Director (General Director), other management personnel, and the Company Secretary in accordance with corporate governance regulations include: The 2026 Annual General Meeting of Shareholders Forum co-organized by the State Securities Commission on 10 March 2026; the Corporate Governance Workshop organized by the Hanoi Stock Exchange (HNX) on 18 June 2026.

VII. List of Related Persons of the Public Company and Transactions Between Related Persons and the Company

1. List of Related Persons of the Public Company

No.	Name of Organization / Individual	Securities Trading Account (if any)	Position in the Company (if any)	ID/Business Registration No., Date & Place of Issue	Registered Office / Contact Address	Date Became a Related Person	Date Ceased to be a Related Person	Reason	Relationship with the Company
1	Nguyen Hong Son		Chairman of the Board of Directors			Appointed as Member of the Board of Directors : 29/06/2026; Appointed as Chairman of the			Internal Person

						Board of Directors : 01/07/2026			
2	Nguyen Duy Hien		Member of the Board of Directors cum General Director			Appointed as Member of the Board of Directors : 29/06/2026; Reappointed as General Director: 31/03/2026			Internal Person
3	Tran Van Hoan		Deputy General Director			Dismissed from the Board of Directors : 29/06/2026; Reappointed as Deputy General Director: 25/03/2022			Internal Person
4	Doan Quang Le		Member of the Board of Directors cum Deputy General Director; Person in Charge of Corporate Governance; Authorized Informati			Appointed as Member of the Board of Directors : 29/06/2026; Reappointed as Deputy General Director: 24/04/2026; Appointe			Internal Person

			on Disclosur e Officer			d as Person in Charge of Corporat e Governa nce: 30/07/20 22; Appointe d as Authoriz ed Informati on Disclosur e Officer: 24/05/20 21			
5	Nguyen Hoang Phuong Nga		Member of the Board of Directors			Appointe d as Member of the Board of Directors : 29/06/20 26			Internal Person
6	Phan Dang Dung		Head of the Supervis ory Board			Appointe d as Member of the Board of Directors : 29/06/20 26; Dismis ed as Member and Head of the Supervis ory Board: 29/06/20 26			Internal Person
7	Nguyen Nam Khanh		Chief Accounta nt			Reappoin ted: 01/06/20 26			Internal Person

8	Nguyen Thi My Canh		None			22/10/2020	Acquired ownership of more than 10% of the voting shares	Major Shareholder
9	Tran Quoc Hung		Member of the Supervisory Board			27/05/2023		Internal Person
10	Hanoi Construction Corporation – Joint Stock Company (Hancorp)		None			22/10/2020	Acquired ownership of more than 5% of the voting shares	Major Shareholder
11	Hoang Cong Phuc		None			01/06/2026	Acquired ownership of more than 5% of the voting shares	Major Shareholder
12	Tran Dinh Quang		Member of the Supervisory Board			Appointed as Member of the Supervisory Board: 29/06/20		Internal Person

						26			
13	Nguyen Ngoc Anh	None	Member of the Supervisory Board			Appointed as Member of the Supervisory Board: 29/06/2026			Internal Person
14	Nguyen Thi Minh		None				Dismissed as Member of the Supervisory Board : 29/06/2026		Internal Person

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

No.	Name of Organization / Individual	Relationship with the Company	ID/Business Registration No., Date & Place of Issue	Registered Office / Contact Address	Transaction Period	Resolution/Decision of the GMS/BOD, etc. (if any, specify the date)	Description, Quantity and Total Transaction Value	Notes
1	Trung Do Trading Joint Stock Company	Related person of an internal person			01/06/2026 – 30/06/2026	Resolution No. 61/NQ-HĐQT dated 19/12/2025	Purchase of goods: VND 25,827 million	
							Payment for purchased goods: VND 25,604 million	
2	Nguyen Thi My Canh	Major Shareholder			February & May 2026	Resolution No. 58/NQ-HĐQT dated 19/11/2025; Resolution No. 02/NQ-HĐQT dated 22/01/2026;	Repayment of loan principal: VND 49,068 million	
					January– June 2026		Payment of loan interest: VND 2,382	

						Resolution No. 14/NQ-HDQT dated 24/04/2026	million	
					January, February, April & May 2026		Borrowings received: VND 47,860 million	
3	Nguyen Hong Hai	Related person of an internal person			April 2026	Resolution No. 58/NQ-HDQT dated 19/11/2025	Borrowings received: VND 4,000 million	
					January & May 2026		Repayment of loan principal: VND 9,700 million	
					January & May 2026		Payment of loan interest: VND 1,238 million	
4	Nguyen Hoang Phuong Nga	Internal Person			Monthly during the first six months of 2026	Resolution No. 04/NQ-HDQT dated 02/02/2026; Resolution No. 14/NQ-HDQT dated 24/04/2026	Repayment of loan principal: VND 750 million	
					May 2026		Payment of loan interest: VND 622 million Borrowings received: VND 5,000 million	

3. Transactions between the Company's internal persons, related persons of internal persons and the Company's subsidiaries or companies controlled by the Company: None.

4. Transactions between the Company and other parties

4.1. Transactions between the Company and entities in which members of the Board of Directors, members of the Supervisory Board, the General Director (Chief Executive Officer), or other executives have served as founding members, members of the Board of Directors, or executive General Directors (Chief Executive Officers) during the last three (03) years (as of the reporting date): **None.**

4.2. Transactions between the Company and entities in which related persons of members of the Board of Directors, members of the Supervisory Board, the General Director (Chief Executive Officer), or other executives serve as members of the Board of Directors or executive General Directors (Chief Executive Officers): **None.**

4.3. Other transactions of the Company (if any) that may provide material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, the General Director (Chief Executive Officer), or other executives: **None.**

VIII. Share Transactions of Internal Persons and Their Related Persons

1. List of Internal Persons and Their Related Persons

No.	Full Name	Securities Trading Account (if any)	Position in the Company (if any)	ID Card/Passport No., Date & Place of Issue	Contact Address	Number of Shares Held at the End of the Period	Shareholding Ratio at the End of the Period	Notes
1	Nguyen Hong Son		Chairman of the Board of Directors			5,905,661 shares	16.87%	
1.1	Nguyen Thi My Canh		None			7,149,526 shares	20.43%	Wife
1.2	Nguyen Hoang Phuong Nga		Member of the Board of Directors			5,066,667 shares	14.48%	Daughter
1.3	Tran Viet Anh		None			0	0%	Son-in-law
1.4	Nguyen Hong Hai		None			859,726 shares	2.46%	Younger brother
1.5	Nguyen Thi Quynh Mai		None			0	0%	Younger brother's wife
1.6	Nguyen Thi Thu Huyen		None			400,000 shares	1.14%	Younger sister
1.7	Hoang Dinh Canh		None			0	0%	Brother-in-law

2	Nguyen Duy Hien		Member of the Board of Directors cum General Director			2,117,445 shares (367,445 personally owned; 1,750,000 shares held as authorized representative)	6.05%	
2.1	Phan Thi Hoang Yen		None			191,148 shares	0.55%	Wife
2.2	Nguyen Duy Duc		None			0	0%	Son
2.3	Nguyen Duy Hung		None			0	0%	Son
2.4	Nguyen Thi Xuan Mai		None			0	0%	Elder sister
2.5	Nguyen Thi Ha		None			0	0%	Younger sister
2.6	Nguyen Duy Tho		None			0	0%	Younger brother
2.7	Nguyen Van Thanh		None			0	0%	Brother-in-law
2.8	Nguyen Thuy Duong		None			0	0%	Younger brother's wife
2.9	Hanoi Construction Corporation – Joint Stock Company		None			3,022,032 shares	8.63%	Authorized representative of the capital contribution
3	Tran Van Hoan		Deputy General Director			245,368 shares	0.70%	
3.1	Hoang Thi Thanh Luong		None			28,500 shares	0.08%	Wife
3.2	Tran Hoang Long		None			0	0%	Son
3.3	Tran Hoang Vu		None			0	0%	Son
3.4	Tran Van Huyen		None			0	0%	Elder brother
3.5	Le Thi Hop		None			0	0%	Sister-in-law

3.6	Tran Van Hien		None			0	0%	Elder brother
3.7	Thai Thi Lam		None			0	0%	Sister-in-law
3.8	Tran Van Toan		None			0	0%	Younger brother
3.9	Pham Phi Huyen		None			0	0%	Younger brother's wife
3.10	Pham Thi Hien		None			0	0%	Younger brother's wife
3.11	Hoang Minh Dao		None			0	0%	Father-in-law
3.12	Vo Thi Can		None			0	0%	Mother-in-law
3.13	Nguyen Hoai An		None			0	0%	Daughter-in-law
4	Doan Quang Le		Member of the Board of Directors cum Deputy General Director; Person in Charge of Corporate Governance; Authorized Information Disclosure Officer			1,469,098 shares (197,066 personally owned; 1,272,032 shares held as authorized representative)	4.20%	
4.1	Nguyen Thi Sam		None			0	0%	Mother
4.2	Nguyen Thi Nhung		None			16,500 shares	0.05%	Wife
4.3	Doan Thi Tu Anh		None			0	0%	Daughter
4.4	Doan Thi Minh Hanh		None			0	0%	Daughter

4.5	Doan Hong Kien		None			0	0%	Younger brother
4.6	Doan Quang Vinh		None			0	0%	Younger brother
4.7	Hanoi Construction Corporation – Joint Stock Company		None			3,022,032 shares	8.63%	Authorized representative of the capital contribution
4.8	Trung Do Trading Joint Stock Company		None			0	0%	Member of the Board of Directors
5	Phan Dang Dung		Member of the Board of Directors			205,611 shares	0.59%	
5.1	Duong Thi Mai Hue		None			61,407 shares	0.18%	Wife
5.2	Phan Thao Phuong		None			0	0%	Daughter
5.3	Phan Dang Huy		None			0	0%	Son
5.4	Phan Dang Tai		None			0	0%	Father
5.5	Dang Thi Huong		None			0	0%	Mother
5.6	Phan Thi Thuy		None			0	0%	Elder sister
6	Nguyen Nam Khanh		Chief Accountant			74,229 shares	0.21%	
6.1	Nguyen Thi Thu Trang		None			0	0%	Wife
6.2	Nguyen Sy Khang		None			0	0%	Son
6.3	Nguyen Sy Huy		None			0	0%	Son
7	Tran Quoc Hung		Head of the Supervisory Board			28,345 shares	0.08%	
7.1	Tran Xuan Ly		None			0	0%	Father

7.2	Ngo Thi Suu		None			0	0%	Mother-in-law
7.3	Tran Nhat Dung		None			0	0%	Younger brother
7.4	Nguyen Thi Huong Loan		None			0	0%	Younger brother's wife
7.5	Nguyen Thi Thu Hien		None			0	0%	Wife
7.6	Tran Thao Nhi		None			0	0%	Daughter
7.7	Tran Duc Minh		None			0	0%	Son
8	Nguyen Hoang Phuong Nga		Member of the Board of Directors			5,066,667 shares	14.48%	
8.1	Nguyen Hong Son		Chairman of the Board of Directors			5,905,661 shares	16.87%	Father
8.2	Nguyen Thi My Canh		None			7,149,526 shares	20.43%	Mother
8.3	Tran Viet Anh		None			0	0%	Husband
8.4	Tran Anh Minh		None			0	0%	Son
8.5	Phuong Phuong Consulting and Investment Company Limited		None			0	0%	General Director
8.6	Slabstone Joint Stock Company		None			0	0%	Chairman of the Board of Directors
8.7	Trung Do Trading Joint Stock Company		None			0	0%	Chairman of the Board of Directors
9	Tran Dinh Quang		Member of the Supervisory Board			1,433 shares	0.004%	
9.1	Tran Dinh Vuong		None			0	0%	Father
9.2	Nguyen Thi Hoi		None			0	0%	Mother

9.3	Hoang Thi Kim Oanh		None			0	0%	Wife
9.4	Tran Thuc Quyen		None			0	0%	Daughter
9.5	Tran Thuc Hien		None			0	0%	Daughter
9.6	Tran Thi Hoai		None			0	0%	Sister
9.7	Tran Thi Thu Ha		None			30,055 shares	0.085%	Younger sister
10	Nguyen Ngoc Anh		Member of the Supervisory Board			0	0%	
10.1	Nguyen Hong Thai		None			0	0%	Father
10.2	Tran Thi Lan		None			0	0%	Mother
10.3	Nguyen Thanh Hai		None			0	0%	Father-in-law
10.4	Nguyen Thi Hue		None			0	0%	Mother-in-law
10.5	Nguyen Thanh Hung		None			0	0%	Husband
10.6	Nguyen Minh Quan		None			0	0%	Son
10.7	Nguyen Minh San		None			0	0%	Daughter
10.8	Phoenix Pnix Joint Stock Company		None			1,400,000 shares	4.00%	General Director

2. Share Transactions by Internal Persons and Their Related Persons: None.

IX. Other Matters Requiring Attention: None.

Recipients:

- *As addressed above;*
- *Archived at the Company's Office.*

**ON BEHALF OF THE BOARD OF
DIRECTORS**

CHAIRMAN
(Signed and Sealed)

NGUYỄN HỒNG SƠN