

No.: 01/2025/BCQT

Ha Nam, January 24th, 2025

**REPORT ON CORPORATE GOVERNANCE (2024)**

**To:**

- The State Securities Commission;
- Hanoi Stock Exchange.

- Name of company : TU HAI HA NAM JOINT STOCK COMPANY  
- Address of head office : Dinh Hamlet, Luong Trang Village, Liem Tiet Commune, Phu Ly City, Ha Nam Province, Vietnam  
- Telephone : 0226.221.0424 - 0915.046.851 Fax: None  
- Email : tuhaijsc.company@gmail.com  
- Charter capital : 121.528.000.000 VND  
- Stock symbol : THM  
- Governance model : General Meeting of Shareholders, Board of Directors (BOD), Director, Audit Committee under the Board of Directors  
- The implementation of internal audit : Implemented

**I. Activities of the General Meeting of Shareholders**

Information on meetings, resolutions and 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	01/2024/NQ-ĐHĐCĐ	26/04/2024	Approve: - Report of the Board of Directors for 2023; - Audited financial statements for 2023; - Business plan for 2024; - Remuneration plan for the Board of Directors; - Plan for issuing shares to pay dividends; - Selection of Grant Thornton (Vietnam) Co., Ltd. as the auditing firm for the financial statements of 2024; - Plan for stock exchange transfer.

**II. Board of Directors (Annual report):**

**1. Information about the members of the Board of Directors:**



No.	Board of Directors' members	Position	The date becoming/ceasing to be the member of the Board of Directors	
			Date of appointment	Date of dismissal
1	Mr. Nguyễn Đức Tề	Chairman of the Board of Directors, Non-Executive Board Member	19/05/2023	
2	Mrs. Nguyễn Thị Mai Hương	Member of the Board of Directors	19/05/2023	
3	Mr. Trịnh Công Sơn	Independent members of the Board of Directors	19/05/2023	

## 2. Meetings of the Board of Directors:

No.	Board of Directors' members	Number of meetings attended by Board of Directors	Attendance rate	Reasons for absence
1	Mr. Nguyễn Đức Tề	3/3	100%	
2	Mrs. Nguyễn Thị Mai Hương	3/3	100%	
3	Mr. Trịnh Công Sơn	3/3	100%	

## 3. Supervising the Board of Management by the Board of Directors

The Board of Directors fully supervises the Board of Management (BOM) in implementing the resolutions and decisions of the Board of Directors.

The supervision activities of the Board of Directors are carried out according to the supervision regulations and the regulations on the delegation of authority for supervision work, through supervision reports on the implementation of the directives of the Board of Directors and the periodic information reporting regime serving the supervision and management activities of the Board of Directors. Compliance with the directives of the Board of Directors is emphasized, ensuring that all resolutions, decisions, and directives of the Board of Directors/Chairman of the Board of Directors are implemented strictly, regularly, and transparently regarding responsibility.

## 4. Activities of the Board of Directors' subcommittees (If any): None

## 5. Resolutions/Decisions of the Board of Directors (Annual report):

No.	Resolution/Decision No.	Date	Content	Approval rate
-----	-------------------------	------	---------	---------------



1	03/2024/NQ-HĐQT	08/03/2024	Convene the 2024 Annual General Meeting of Shareholders	100%
2	04/2024/NQ-HĐQT	04/04/2024	Approve the content presented at the 2024 Annual General Meeting of Shareholders	100%
3	105/2024/NQ-HĐQT	14/05/2024	Implement the plan to issue shares to pay dividends	100%
4	107/2024/NQ-HĐQT	01/07/2024	Adjust the timeline for implementing the plan to issue shares to pay dividends	100%
5	207/2024/NQ-HĐQT	16/07/2024	Finalize the list of shareholders to pay dividends for 2023	100%
6	08/2024/NQ-HĐQT	20/08/2024	Change business registration and amend the Charter	100%
7	1610/2024/NQ-HĐQT	16/10/2024	Approve loan transactions with related parties	100%

### III. Audit Committee (Annual Report)

#### 1. Information about members of Audit Committee:

No.	Members of Board of Supervisors	Position	The date becoming/ceasing to be the member of the Board of Supervisors	Qualification
1	Mr. Trịnh Công Sơn	Chairman of the Audit Committee	13/07/2023	Bachelor's degree
2	Mr. Nguyễn Đức Tề	Audit Committee Member	13/07/2023	Bachelor's degree

#### 2. Meetings of Audit Committee

No.	Members of Board of Supervisors	Number of meetings attended	Attendance rate	Voting rate	Reasons for absence
1	Mr. Trịnh Công Sơn	2/2	100%	100%	
2	Mr. Nguyễn Đức Tề	2/2	100%	100%	

#### 3. Supervising Board of Directors, Board of Management and shareholders by Audit Committee

The Audit Committee has effectively supervised the activities and compliance of the Board of Directors and the Board of Management in accordance with the law and the company's Charter of organization and operation by attending and contributing opinions at the



Board of Directors' meetings, overseeing the implementation of written voting by the Board of Directors' members, and through important company reports.

**4. The coordination among the Audit Committee, the Board of Management, Board of Directors and other managers:**

The Audit Committee has proactively communicated and reached consensus with the Board of Directors on various matters, inspections, and supervision, as well as closely coordinated with the Board of Management in performing its duties.

The Audit Committee has contributed opinions, inspected, and thoroughly reviewed the activities of the Board of Directors and the Board of Management. The Audit Committee maintains good relationships with functional departments, and when the Supervisory Board requests the provision of documents and materials within its authority and rights, the departments actively cooperate to provide, deliver, and receive them on time, with the correct content and quantity as requested.

**5. Other activities of the Audit Committee (if any): None**

**IV. Board of Management**

No.	Members of Board of Management	Position	Date of birth	Qualification	Date of appointment
1	Mrs. Nguyễn Thị Mai Hương	Director	11/03/1960	Bachelor's Degree	29/12/2010

**V. Chief Accountant**

No.	Name	Date of birth	Qualification	Date of appointment
1	Mrs. Nguyễn Thị Hương	01/06/1984	College (Chief Accountant Certificate)	02/07/2021

**VI. Training courses on corporate governance**

Members of the Board of Directors, Executive Directors, other management personnel, and the Company Secretary have been facilitated to participate in professional courses, enhancing their skills and awareness in accordance with corporate governance regulations.

The company has assigned and arranged personnel to attend training courses, guiding changes in legal regulations, decrees, and circulars issued by the state related to business, securities, and governance activities, listing to improve the company's governance and management efficiency, with the aim of ensuring that the company's activities are correct and comply with legal regulations.



VII. The list of affiliated persons of the public company (Annual report) and transactions of affiliated persons of 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	Address	Time of starting to be affiliated person	Time of ending to be affiliated person	Reason	Relationship with the Company
1	Nguyễn Đức Tề	-	Chairman of the Board of Directors, Audit Committee Member			29/12/2010	-	-	Chairman of the BOD, Audit Committee Member
1.1	Nguyễn Thị Mai Hương	-	Member of the Board of Directors, Director			29/12/2010	-	-	Wife
1.2	Nguyễn Ngọc Tú	-	None			29/12/2010	-	-	Son
1.3	Dương Thị Huyền Trang	-	None			29/12/2010	-	-	Daughter-in-law
1.4	Nguyễn Tuấn Việt	-	None			29/12/2010	-	-	Son



1.5	Mai Thị Thu Hà	-	None				29/12/2010	-	-	Daughter-in-law
1.6	Appatex Joint Stock Company	-	None				01/10/2013	-	-	Holding company, Mr. Nguyễn Đức Tề - Chairman of the Board of Directors
1.7	Đức Mạnh Joint Stock Company	-	None				29/12/2010	-	-	Mr. Nguyễn Đức Tề - Director
2	Nguyễn Thị Mai Hương	-	Member of the Board of Directors, Director				29/12/2010	-	-	Member of the Board of Directors, Director
2.1	Nguyễn Đức Tề	-	Chairman of the Board of Directors, Audit Committee Member				29/12/2010	-	-	Husband
2.2	Nguyễn Ngọc Tú	-	None				29/12/2010	-	-	Son

2.3	Dương Thị Huyền Trang	-	None					29/12/2010	-	-	Daughter-in-law
2.4	Nguyễn Tuấn Việt	-	None					29/12/2010	-	-	Son-in-law
2.5	Mai Thị Thu Hà	-	None					29/12/2010	-	-	Daughter-in-law
2.6	Nguyễn Thị Minh	-	None					29/12/2010	-	-	Sister
2.7	Nguyễn Tiến Dũng	-	None					29/12/2010	-	-	Brother
2.8	Nguyễn Thị Thông	-	None					29/12/2010	-	-	Sister
2.9	Nguyễn Mạnh Cường	-	None					29/12/2010	-	-	Brother



2.1 0	Appatex Joint Stock Company	-	None					29/12/2010	-		-	Holding company, Mrs. Nguyễn Thị Mai Hương- Deputy Director
3	Trịnh Công Sơn	-	Independent members of the Board of Directors, Chairman of the Audit Committee					19/05/2023	-		-	Independent members of the Board of Directors, Chairman of the Audit Committee
3.1	Trịnh Văn Phú	-	None					19/05/2023	-		-	Father
3.2	Nguyễn Thị Ánh	-	None					19/05/2023	-		-	Mother
3.3	Đinh Quỳnh Anh	-	None					19/05/2023	-		-	Wife
3.4	Trịnh Nhất Nam	-	None					19/05/2023	-		-	Son

11/11/2023 10:11 AM



3.5	Trịnh Thu Hằng	-	None					19/05/2023	-	-	Sister
3.6	Nguyễn Thế Hợp	-	None					19/05/2023	-	-	Brother in law
3.7	Đinh Văn Dũng	-	None					19/05/2023	-	-	Father in law
3.8	Ngô Thị Hồng Anh	-	None					19/05/2023	-	-	Mother in law
4	Nguyễn Thị Hương	-	Chief Accountant					02/07/2021	-	-	Chief Accountant
4.1	Trần Quốc Tuấn	-	None					02/07/2021	-	-	Husband
4.2	Trần Quốc Bảo	-	None					02/07/2021	-	-	Son

18/5-2023/18/11



4.3	Trần Quốc Việt	-	None						02/07/2021	-	-	Son
4.4	Trần Quốc An	-	None						02/07/2021	-	-	Son
4.5	Trương Thị Chanh	-	None						02/07/2021	-	-	Mother
4.6	Nguyễn Thị Thanh	-	None						02/07/2021	-	-	Sister
4.7	Nguyễn Khắc Thảo	-	None						02/07/2021	-	-	Brother in law
4.8	Trần Thị Diễm	-	None						02/07/2021	-	-	Mother in law
4.9	Trần Ngọc Thụy	-	None						02/07/2021	-	-	Father in law



4.1 0	Trần Thị Thu Nga	-							02/07/2021	-		-	Sister in law
5	Nguyễn Việt Hà	-				Corporate Governance Officer			13/07/2023	-		-	Corporate Governance Officer
5.1	Nguyễn Hà Vĩnh	-				None			13/07/2023	-		-	Father
5.2	Nông Thị Hiền	-				None			13/07/2023	-		-	Mother
5.3	Nguyễn Thu Hằng	-				None			13/07/2023	-		-	Sister

\* No.: ID card No./Passport No. (As for individuals) or Business Registration Certificate No., License on operations or equivalent legal documents (As for organisations).

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



No.	Name of organization / individual	Relationship with the Company	NSH No. *, date of issue, place of issue	Address	Time of transactions with the Company	Content, quantity, total value of transaction	Note
1	Appatex Joint Stock Company	Holding company			12/08/2024	Payment for processing goods: 1.130.000.000	
					09/10/2024	Payment for processing goods: 6.950.000.000	
					17/10/2024	Payment for processing goods: 700.000.000	
					03/12/2024	Payment for processing goods: 3.513.143.200	
					20/12/2024	Payment for processing goods: 3.178.143.200	
2	Đức Mạnh Joint Stock Company	Mr. Nguyễn Đức Tề - Director	23/12/2024		09/10/2024	Payment for processing goods: 2.000.000.000	
					23/12/2024	Payment for processing goods: 85.000.000	
3	Nguyễn Thị Mai Hương	Member of the Board of Directors,			17/10/2024	Lending: 26.300.000.000	



	Director		18/10/2024	Lending: 11.800.000.000	
--	----------	--	------------	----------------------------	--

\* No.: ID card No./Passport No. (As for individuals) or Business Registration Certificate No., License on operations or equivalent legal documents (As for organisations).

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

4.1 Transactions between the Company and the company that its members of Board of Management, the Board of Supervisors, Director (General Director) have been founding members or members of Board of Directors, or CEOs in three (03) latest years (calculated at the time of reporting).

No.	Name of organization / individual	Relationship with the Company	NSH No. *, date of issue, place of issue	Address	Time of transactions with the Company	Content, quantity, total value of transaction	Note
1	Appatex Joint Stock Company	Holding company			12/08/2024	Payment for processing goods: 1.130.000.000	
					09/10/2024	Payment for processing goods: 6.950.000.000	
					17/10/2024	Payment for processing goods: 700.000.000	
					03/12/2024	Payment for processing goods: 3.513.143.200	



					25/12/2024	Payment for processing goods: 3.178.143.200	
2	Đức Mạnh Joint Stock Company	Mr. Nguyễn Đức Tề - Director			05/10/2024	Payment for processing goods: 2.000.000.000	
					23/12/2024	Payment for processing goods: 85.000.000	

4.2 Transactions between the Company and the company that its affiliated persons with members of Board of Directors, Board of Supervisors, Director (General Director) and other managers as a member of Board of Directors, Director (General Director or CEO): None

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

## VIII. Share transactions of internal persons and their affiliated persons (Annual report)

### 1. The list of internal persons and their affiliated persons

No.	Name	Securities trading account (if any)	Position at the company	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	Nguyễn Đức Tề	-	Chairman of the Board of Directors, Audit Committee			0	0	-



[illegible]



1.7	Đức Mạnh Joint Stock Company	-	None				0	0	-
2	Nguyễn Thị Mai Hương	-	Member of the Board of Directors, Director				0	0	-
2.1	Nguyễn Đức Tề	-	Chairman of the Board of Directors, Audit Committee Member				0	0	-
2.2	Nguyễn Ngọc Tú	-	None				0	0	-
2.3	Dương Thị Huyền Trang	-	None				0	0	-
2.4	Nguyễn Tuấn Việt	-	None				0	0	-
2.5	Mai Thị Thu Hà	-	None				0	0	-



2.6	Nguyễn Thị Minh	-	None			0	0	-
2.7	Nguyễn Tiến Dũng	-	None			0	0	-
2.8	Nguyễn Thị Thông	-	None			0	0	-
2.9	Nguyễn Mạnh Cường	-	None			0	0	-
2.10	Appatex Joint Stock Company	-	None			7.245.000	65,58	-
3	Trịnh Công Sơn	-	Independent members of the Board of Directors, Chairman of the Audit Committee			0	0	-
3.1	Trịnh Văn Phú	-	None			0	0	-



3.2	Nguyễn Thị Ánh	-	None			0	0	-
3.3	Đinh Quỳnh Anh	-	None			0	0	-
3.4	Trịnh Nhất Nam	-	None			0	0	-
3.5	Trịnh Thu Hằng	-	None			0	0	-
3.6	Nguyễn Thế Hợp	-	None			0	0	-
3.7	Đinh Văn Dũng	-	None			0	0	-
3.8	Ngô Thị Hồng Anh	-	None			0	0	-



4	Nguyễn Thị Hương	-	Chief Accountant			0	0	-
4.1	Trần Quốc Tuấn	-	None			0	0	-
4.2	Trần Quốc Bảo	-	None			0	0	-
4.3	Trần Quốc Việt	-	None			0	0	-
4.4	Trần Quốc An	-	None			0	0	-
4.5	Trương Thị Chanh	-	None			0	0	-
4.6	Nguyễn Thị Thanh	-	None			0	0	-



4.7	Nguyễn Khắc Thảo	-	None			0	0	-
4.8	Trần Thị Diễm	-	None			0	0	-
4.9	Trần Ngọc Thủy	-	None			0	0	-
4.10	Trần Thị Thu Nga	-	None			0	0	-
5	Nguyễn Việt Hà	-	Corporate Governance Officer			0	0	-
5.1	Nguyễn Hà Vĩnh	-	None			0	0	-
5.2	Nông Thị Hiên	-	None			0	0	-



5.3	Nguyễn Thu Hằng	-	None			0	0	-
-----	-----------------	---	------	--	--	---	---	---

**2. Transactions of internal persons and affiliated persons with shares of the Company:**

No.	Transaction executor	Relationship with internal persons	Number of shares owned at the beginning of the period		Number of shares owned the end of the period		Reasons for increasing, decreasing
			Number of shares	Percentage	Number of shares	Percentage	
1	Appatex Joint Stock Company	Mr. Nguyễn Đức Tề - Chairman of the Board of Directors	9.245.000	83,68%	7.969.500	65,58%	- Sell 2.000.000 shares - Receive 724.500 shares as dividends



**IX. Other significant issues:**

None.

**Recipients:**

- *As stated above;*
- *Archived.*

**CHAIRMAN OF THE BOARD OF DIRECTORS**

(Sign, full name and seal)



Nguyễn Đức Tề

CTCP