

**HOP NHAT JOINT
STOCK COMPANY**

Số: 01/BC-AAH

SOCIALIST REPUBLIC OF VIETNAM
Independence - Liberty - Happiness

Bac Giang, January 22, 2025

**REPORT ON
CORPORATE GOVERNANCE
(year 2024)**

To: - State Securities Committee;
- Stock Exchange.

- Company Name: **HOP NHAT JOINT STOCK COMPANY**
- Head Office Address: Van Non Hamlet, Luc Son Commune, Luc Nam District, Bac Giang Province, Vietnam
- Phone: 02043589599 Fax: 02043589981
- Email: thanhopnhat@gmail.com
- Charter Capital: 1.179.000.000.000 đồng
- Stock Code: *AAH*
- Corporate governance model:
 - + General Meeting of Shareholders, Board of Directors, Board of Supervisors, and General Director
- On the Implementation of Internal Audit Function: Implemented

I. Activities of the General Meeting of Shareholders

Details on the meetings and Resolutions/Decisions of the General Meeting of Shareholders (including Resolutions approved through the process of gathering written opinions):

No	Resolution/Decision No.	Date	Content
1.	01/2024/NQ-DHDCD-HN	29/04/2024	<ol style="list-style-type: none">1. Approval of the Report from the Board of Directors and each individual of Board members on corporate governance activities of Hop Nhat Joint Stock Company in 20232. Approval of the Report from the Supervisory Board about Hop Nhat Joint

			<p>Stock Company in 2023 and the plan for 2024</p> <p>3. Approval of the Report of the Board of General Directors on business results in 2023 and business plan for 2024</p> <p>4. Approval of the audited financial statements of the company for 2023</p> <p>5. Approval of authorization for the Board of Directors to select an auditing firm for the 2024 financial statements</p> <p>6. Approval of the remuneration for members of the Board of Directors and Supervisory Board in 2023 and the plan for 2024.</p> <p>7. Approval of the production and business results, profit distribution plan, and dividend payment for 2023, as well as the plan for 2024.</p> <p>8. Approval of authorization for the Board of Directors to decide on specific matters that arise under the decision-making authority of the General Meeting of Shareholders during the process of implementing approved tasks.</p> <p>9. Approval of dismissing member of Supervisory Board - Ms. Le Thi Xuyen</p> <p>10. Approval for electing Ms. Nguyen Thi An as a new member of the Supervisory Board.</p>
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II. Board of Directors (Annual Report):

1. Information about members of the Board of Directors (BOD):

No	BOD Members	Position (Independent or Non-Executive BOD Member)	Start/End Date as BOD/Independent BOD Member	
			Appointment Date	Dismissal Date

1.	Mr. Dang Quoc Lich	Chairman	31/05/2012	
2.	Mr. Dao Ngoc Thao	Board Member	03/08/2022	
3.	Mr. Pham Huu Bao	Board Member	03/08/2022	
4.	Mr. Vi Thanh Chinh	Independent Member of BOD	03/08/2022	
5.	Mr. Dong Khanh Du	BOD Member	03/08/2022	

2. Board of Directors meetings:

No	BOD members	Number of Meetings Attended by BOD	Attendance Rate	Reasons for Not Attending Meetings
1.	Mr. Dang Quoc Lich	09/09	100%	
2.	Mr. Dao Ngoc Thao	09/09	100%	
3.	Mr. Pham Huu Bao	09/09	100%	
4.	Mr. Vi Thanh Chinh	09/09	100%	
5.	Mr. Dong Khanh Du	09/09	100%	

3. Supervisory activities of the Board of Directors (BOD) for the Board of General Director:

In accordance with the Charter and Corporate Governance Regulations of Hop Nhat Joint Stock Company, the Board of Directors monitored the Board of General Director's activities when implementing the company's business operations through the following activities:

- Consistently supervising the Board of General Director in the execution of resolutions and decisions from the Board of Directors, as well as the implementation of the production and business plans approved during the 2024 Annual General Meeting. The Board of Directors required the Board of General Director to regularly report the implementation results at each stage and business cycle, suggesting prompt remedies to enhance output and operational efficiency;
- Regularly organizing and participating in progress meetings with the Board of General Director and Executive Board to assess task completion rates and work outcomes;
- Thoroughly overseeing manufacturing processes, exploitation, and quality control management;

- Closely following the implementation of the company's projects and works managed by the Board of General Director, providing strategic guidance and positive support to help achieve the established objectives;
 - Supervising and inspecting the human resource management of the Board of General Director, ensuring the execution of welfare policies, rewards, discipline, and employee assistance to preserve a quality, stable, and sustainable workforce while safeguarding the legitimate rights and benefits of workers;
 - Monitoring the General Director's activities to ensure strict compliance with the Enterprise Law, Securities Law, the company's Charter, and all relevant legal documents, management directives, and internal governance policies;
4. Activities of Sub-Committees under the Board of Directors (if any): None.
5. Resolutions/Decisions of the Board of Directors (Annual Report):

No.	Resolution/Decision Number	Date	Content	Approval Rate
1.	04/QD-HN	02/01/2024	Dismissal of Chief Accountant Position for Ms. Nguyen Thi Duan	100%
2.	05/QD-HN	02/01/2024	Appointment of Mr. Doan Van Cuong as Chief Accountant	100%
3.	0803/2024/NQ-HDQT	08/03/2024	Regarding the record date for preparing the list of shareholders eligible to attend the 2024 Annual General Meeting of Shareholders	100%
4.	2603/2024/NQ-HDQT	26/03/2024	Approval of transactions between the company and related parties of insiders	100%
5.	2604/2024/NQ-HDQT	26/03/2024	Approval for Investment of up to 49% of Equity in Thien Lam Dat Joint Stock Company	100%
6.	0704/2024/NQ-HDQT	07/04/2024	Agree on the time and venue for the General Meeting of	100%

11/21/2024

			Shareholders	
7.	084/2024/NQ-HDQT	08/05/2024	Approval of related-party transaction regarding the Mechanical Workshop Construction Contract	100%
8.	16.05(01)/QD-AAH	16/05/2024	Approval of the 2024 fixed asset repair and upgrading plan	100%
9.	2106/2024/NQ-HDQT	21/06/2024	The selection of the auditing firm	100%
10.	1608/2024/QD-AAH	16/08/2024	Change of the company's Chief Accountant	100%
11.	1609/2024/QD-AAH	16/08/2024	Signing a Labor Contract and Appointing Mr. Nguyen Quang Trung as Chief Accountant	100%
12.	171/2024/QD-AAH	17/10/2024	Appointing Mr. Dang Van Long as Deputy General Director of the Company	100%
13.	172/2024/QD-AAH	17/10/2024	Appointing Mr. Tran Xuan Giang as Deputy General Director of the Company	100%

III. Board of Supervisors/ Audit Committee (Annual Report)

- Information about the members of the Board of Supervisors (BOS)/ Audit Committee:

No.	Member of BOS/ Audit Committee	Position	Start date/End date of membership on the BOS/Audit Committee	Professional qualifications
1.	Ms. Le Thi Bich Yen	Head of BOS	03/08/2022	Bachelor of Accounting
2.	Ms. Vu Thi Thanh Hang	BOS Member	03/08/2022	Business Administration Engineer
3.	Ms. Le Thi Xuyen	BOS	03/08/2022	Bachelor of

		Member		Accounting
4.	Ms. Nguyen Thi An	BOS Member	29/04/2024	Bachelor of Accounting

2. Meeting of Board of Supervisors/ Audit Committee:

No.	Member of the BOS/ Audit Committee	Number of Meetings Attended	Attendance Rate	Voting rate	Reasons for Not Attending Meetings
1.	Ms. Le Thi Bich Yen	2/2	100%	100%	
2.	Ms. Vu Thi Thanh Hang	2/2	100%	100%	
3.	Ms. Le Thi Xuyen	1/2	50%	50%	Dismissed on April 29, /2024
4.	Ms. Nguyen Thi An	1/2	50%	50%	Appointed on April 29, 2024

3. Oversight activities of the Board of Supervisors/Audit Committee over the Board of Management, Executive Board, and shareholders:

The Board of Supervisors has conducted oversight and assessment of the company's operations in 2024 and found no signs of irregularities or violations of legal regulations through activities:

- Check and review the company's Financial Statement;
 - Overseeing the procedures, processes, and preparations for the 2024 Annual General Meeting of Shareholders to ensure compliance with legal regulations and the Company's Charter;
 - Monitoring the activities of the Board of Directors through attendance at meetings or review and analysis of the Board's resolutions and decisions;
 - Monitoring the activities of Board of General Directors, the Executive Board, and the company through attendance at meetings or review and analysis of resolutions, decisions, documents, periodic reports, and issued plans;
4. The coordination of activities between the Board of Supervisors/ Audit Committee with the activities of the Board of Directors, the Executive Board, and other management department:
- The Board of Supervisors has participated in meetings of the Board of Directors and the Board of General Directors within its authority and provided opinions on

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the policies and decisions of the Board of Directors and the Board of General Director to ensure that the policies and decisions issued comply with legal regulations and protect the interests of the company;

- The Board of Supervisors has received active cooperation and collaboration from the Board of Directors, the Board of General Directors, and the management departments, providing the necessary facilities as well as full information and documents required for the inspection work of the Board of Supervisors;
 - The Board of Supervisors, Board of Directors, Board of General Directors, Executive Board, regularly exchange information and discuss issues related to the overall operations of the company;
 - Performing other coordination activities within its authority;
5. Other activities of the Board of Supervisors/Audit Committee (if any): None

IV. Executive Board/Board of Management

No	Member of Executive Board	Date of birth	Professional Qualification	Date of appointment/removal of members of the Executive Board
1.	Mr. Pham Huu Bao	06/06/1965	Mining Engineer	31/05/2022
2.	Mr. Dao Ngoc Thao	18/08/1973	Mining Engineer	02/10/2021
3.	Mr. Nguyen Viet Phuong	27/12/1978	Mining Engineer	02/01/2022
4.	Mr. Dong Khanh Du	15/08/1982	Bachelor of Economics	06/05/2010

V. Chief Accountant

Name	Date of birth	Professional Qualification	Date of appointment/dismissal
1. Nguyen Thi Duan	25/10/1981	Bachelor of Economics	Appointed on June 15, 2022 Dismissed on January 03, 2024
2. Doan Van Cuong	12/09/1979	Bachelor of Economics	Appointed on June January 03, 2024

			Dismissed on August 16, 2024
3. Nguyen Quang Trung	15/01/1979	Bachelor of Economics	Appointed on August 16, 2024

VI. Training on corporate governance:

Training courses on corporate governance that members of the Board of Directors, members of the Supervisory Board, Executive Director (General Director), other managers and the Company Secretary have participated in according to regulations on corporate governance:

Members of the Board of Directors, members of the Supervisory Board, the Executive Board, and other management staff of the company have participated in training courses on corporate governance according to regulations. In addition, the company also regularly organizes and focuses on internal training activities including training courses, coaching, exchanging professional skills, expertise and experience.

VII. List of related persons of the public company (Annual Report) and transactions of related persons of the company with the company itself

1. List of related persons of the company: *No*
2. Transactions between the Company and related persons of the Company; or between the Company and major shareholders, insiders, and related persons of insiders: *No*
3. Transactions between insiders of the Company, related persons of insiders and subsidiaries, companies controlled by the Company: *No*
4. Transactions between the Company and other entities: *No*
- 4.1. Transactions between companies and companies in which members of the Board of Directors, members of the Supervisory Board, Director (General Director) and other managers have been or are founding members or members of the Board of Directors or Director (General Director) operating within the past three (03) years (calculated at the time of reporting)

No	Name	Position/ Relationship to the Company	Trans action time	Content, quantity, total transaction value	Note
1.	Thien Lam	The same		- Content: Purchasing goods	

	Dat Joint Stock Company	Chairman of the Board of Directors		and services - Value: VND 1.085.617.500	
2.				- Content: Sale of goods and provision of services Value: VND 43.878.042.111	
3.	Union of Science and Technology for Mineral Resources, Environment, and Energy	Participate in management and operations		- Content: Purchasing goods and services - Value: VND 328.600.000	

4.2. Transactions between companies and companies in which related persons of members of the Board of Directors, members of the Supervisory Board, Director (General Director) and other managers are members of the Board of Directors, Director (General Director) manage: None

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

VIII. Stock transactions of insiders and related persons of insiders (Annual report)

- List of insiders and related people of insiders: Appendix 01 attached
- Transactions by insiders and related persons on the company's stock

No.	The person performing the transaction	Relationship to the insiders	Number of shares owned at the beginning of the period		Number of shares owned at the end of the period		Reasons for increase or decrease (buy, sell, convert, bonus...)
			Number of shares	Rate	Number of shares	Rate	
1.	Mr: Dong Khanh Du	Insider	4,468,400	3.79	968,400	0.82	Decrease: Buy and sell
2.	Mr: Pham Huu Bao	Insider	3,961,500	3.36	961,500	0.82	Decrease: Buy and sell

3.	Mr: Dao Ngoc Thao	Insider	3,371,900	1.86	871,900	0.74	Decrease: Buy and sell
4.	Mr: Dang Quoc Lich	Insider	35,131,500	29.8	36,131,500	30.65	Increase: Buy an sell

IX. Other issues to not: None

Recipients:

- As above;
- Archive: CT, BOD offices

CHAIRMAN OF THE BOARD OF DIRECTORS

(Signature, write full name and stamp)



(Handwritten signature)

DANG QUOC LICH

