

Phu Tho, day 23 month 01 year 2025

REPORT ON CORPORATE GOVERNANCE
YEAR 2024

To: Ha Noi Stock Exchange.

- Name of company: SONG HONG ALUMINUM SHALUMI GROUP JOINT STOCK COMPANY.
- Address of headoffice: Hong Ha street, Ben Got ward, Viet Tri city, Phu Tho province;
- Telephone: 0210 386 2644;
- Charter capital: 206,934,370,000 dong;
- Stock symbol: NSH;
- Governance model: General Meeting of Shareholders, Board of Directors, Board of Supervisors and General Director.
- The implementation of internal audit: Implemented;

I. Activities of the General Meeting of Shareholders:

In 2024, the Company's Board of Directors held the Annual General Meeting of Shareholders on 20/06/2024 to approve the contents of Resolution 301/2024/NQ-DHĐCĐ as follow:

Resolution No.	Date	Content																				
No. 301/2024/N Q-DHĐCĐ	20/06/ 2024	Article 1. The General Meeting of Shareholders (“GMS”) of Song Hong Aluminum Shalumi Group Joint Stock Company (“Company”) voted to approve the following Resolutions:																				
		1. Resolution 01: Approved the Report No. 02/2024/BC-HĐQT dated 30/05/2024 on performance and supervision of the Board of Directors and plan in 2024, with following:																				
		✓ Some business plan indicators in 2024:																				
		<table><tr><th>No</th><th>Indicators</th><th>Unit</th><th>Value</th></tr><tr><td>1</td><td>Net revenue</td><td>Billion dong</td><td>1,283</td></tr><tr><td>2</td><td>Profit after tax</td><td>Billion dong</td><td>8.5</td></tr><tr><td>3</td><td>Average income /person/month</td><td>Million dong</td><td>8.5</td></tr><tr><td>4</td><td>Dividend yield /Charter capital</td><td>%</td><td>3%</td></tr></table>	No	Indicators	Unit	Value	1	Net revenue	Billion dong	1,283	2	Profit after tax	Billion dong	8.5	3	Average income /person/month	Million dong	8.5	4	Dividend yield /Charter capital	%	3%
		No	Indicators	Unit	Value																	
1	Net revenue	Billion dong	1,283																			
2	Profit after tax	Billion dong	8.5																			
3	Average income /person/month	Million dong	8.5																			
4	Dividend yield /Charter capital	%	3%																			

- 2. Resolution 02:** Approved the Report No. 05/2024/BC-BKS dated 24/05/2024 on performance of the Board of Supervisors.
- 3. Resolution 03:** Approved the Report No. 03/2024/BC-BTGD dated 30/05/2024 on performance of the Board of Management.
- 4. Resolution 04:** Approved the 2023 Audited Financial Statements according to Document No. 05/2024/DHĐCĐ-NSH dated 30/05/2024, with following:

No.	Indicators	31/12/2023 (dong)
1	Total assets	902,805,607,387
2	Liabilities	666,565,608,464
3	Equity	236,239,998,923
4	Net revenue	1,068,598,981,036
5	Net operating profit	2,515,136,762
6	Profit after tax	902,524,692

- 5. Resolution 05:** Approved the total remuneration in 2023 for the Board of Directors, Board of Supervisors and Secretary of the Board of Directors according to the Document No. 06/2024/DHĐCĐ-NSH dated 30/05/2024, with following:

No.	Position	Number of months	Remuneration (dong/person/month)	Number of persons	Total value in 12 months (dong)
1	Member of Board of Directors	12	2,000,000	5	120,000,000
2	Member of Board of Supervisors (01 member cum Secretary of BOD)	12	1,000,000	03	36,000,000
	Total				156,000,000

Approved the total remuneration plan in 2024 for the Board of Directors, Board of Supervisors, Secretary of the Board of Directors:

No.	Position	Remuneration (dong/person/month)	Number of members
1	Member of Board of Directors	2,000,000	05

2	Member of Board of Supervisors	1,000,000	03
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6. Resolution 06: Approved the profit distribution plan and fund allocation according to Document No. 07/2024/ĐHĐCĐ-NSH dated 30/05/2024:

Indicators	Value (dong)
1. Profit after tax of 2023:	902,524,692
2. Distribution plan in 2023:	902,524,692
+ <i>For Investment development fund</i>	902,524,692
+ <i>For Provision fund</i>	0
+ <i>For Welfare reward fund</i>	0
+ <i>Dividend for shareholders</i>	0
3. Remained undistributed profit after tax:	0

7. Resolution 07: Approved the proposal on authorizing the Board of Directors to select an auditor service for the 2024 Financial Statements according to Document No. 08/2024/ĐHĐCĐ-NSH dated 30/05/2024.

The General Meeting of Shareholders approved the authorization for the Board of Directors to select an audit service for the Company's 2024 Financial Statements and assigned the Company's General Director to sign the audit service contract with the selected Audit Company.

8. Resolution 08: Approved the proposal on the issuance of the amended Charter on organization and operation of the Company according to the Document No. 09/2024/ĐHĐCĐ-NSH dated 30/05/2024.

Article 2: The General Meeting of Shareholders approved the dismissal and election of additional member of the Company's Board of Supervisors for the remaining term of 2020-2025;

Approved the dismissal of Mr. **Nguyen Van Khiem** from the position of member of the Company's Board of Supervisors.

- Approved the number of additional members elected to the Company's Board of Supervisors for the remaining term of 2020-2025: 01 member.
- The General Meeting of Shareholders approved the election of Ms. Pham Thi Ngoan as a member of the Board of Supervisors for the remaining term of 2020-2025.

Article 3: This Resolution takes effect from 20/06/2024. Shareholders, Board of Directors, Board of Supervisors, Board of Management, Head and deputy head of departments, Company's affiliated units and individuals are responsible for implementing this Resolution./.

II. Board of Directors

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

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	Ms. Pham Thi Quynh Thu	Chairwoman	Since 01/06/2020	
2	Mr. Nguyen Minh Ke	Vice chairman	Since 01/06/2020	
3	Mr. Le Van Thang	Member	Since 25/5/2017	
4	Ms. Do Thi Thanh Tung	Member	8/2007: member of BOD; 15/11/2013: Deputy General Manager	
5	Mr. Vu Hong Quan	Independent member	Since 01/06/2020	

2. Meetings of the Board of Directors;

No.	Board of Directors' members	Position	Number of meetings attended	Attendance rate	Reasons for absence
1	Ms. Pham Thi Quynh Thu	Chairwoman	7/7	100%	
2	Mr. Nguyen Minh Ke	Vice chairman	7/7	100%	
3	Mr. Le Van Thang	Member	7/7	100%	
4	Ms. Do Thi Thanh Tung	Member	7/7	100%	
5	Mr. Vu Hong Quan	Independent member	7/7	100%	

3. Supervising the Board of Management by the board of Directors:

The Board of Directors implemented tasks in accordance with regulations of Company's Charter, Internal regulations on corporate governance, Operating regulations of the Board of Directors and other legal regulations.

The Board of Directors directed and supervised the activities of the Board of Management, promptly addressing issues within their authority and facilitating the Board of Management's management activities, including business operation, sales, debt collection, and the organization of the management structure.

The independent member of the Board of Directors fulfilled his duties in accordance with the law and the Company's Charter with caution, dedication, and responsibility. The independent member's opinions on matters of the Board of Directors have always been objective, constructive, and independent, aiming the Company's stability and development. The independent member also provided input on the development of programs and working agendas of the Board of Supervisors.

The General Director was required to report business performance on a quarterly basis, highlighting the advantages, challenges, and obstacles encountered in managing production and business operation.

The Board of Directors required the Board of Management to regularly review financial reports and the management activities of the Board of Management. The selection and signing of audit service contracts must have been conducted in compliance with legal regulations.

Properly implementing the coordination regulations between the Board of Directors, the Board of Supervisors, and the Board of Management, therefore, facilitated the Board of Management's management activities and ensures that the Company's operation comply with laws and regulations.

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

5. Resolutions/Decisions of the Board of Directors:

No.	Resolutions/Decision No.	Date	Content	Approval rate
1	No.: 201/NQ-NSH-HĐQT	21/03/2024	Approved the selection of investment cooperation between VP.ENERGY and Song Hong Aluminum Shalumi Group Joint Stock Company on Investment and development of Solar Power at Shalumi	100%
2	No.: 204/NQ-HĐQT	04/04/2024	Extension of time to hold the 2024 General Meeting of Shareholders	100%
3	No.: 211/2024/NQ-HĐQT	03/05/2024	Regarding the organization of the 2024 General Meeting of Shareholders	100%
4	No.: 223/NQ-NSH-HĐQT	28/05/2024	Regarding the approval of the resignation from the member of the Board of Supervisors, Mr. Nguyen Van Khiem	100%
5	No. 21.8/24/NQ-HĐQT	21/08/2024	Regarding merging and establishing departments; assigning tasks and appointing personnel at departments	100%
6	No. 13.09/24-HĐQT	13/09/2024	Regarding the dismissal and appointment of Chief Accountant of the Company	100%
7	No. 05.11/24-HĐQT	05/11/2024	Regarding investing in additional aluminum extrusion machines.	100%

III. Board of Supervisors (Year 2024):

1. Information about the members of Board of Supervisors:

No.	Members of Board of Supervisors	Position	The date becoming/ceasing to be the member of the Board of Supervisors	Qualification
1	Nguyen Ngoc Chien	Head	Date becoming to be the Head of the Board of Supervisors: 20/6/2024	Master's degree in Business Administration
2	Luu Duc Giang	Member	Date becoming to be the Member of the Board of Supervisors: 2004	Mechanical Engineer
3	Pham Thi Ngoan	Member	Date becoming to be the Member of the Board of Supervisors: 20/6/2024	College of Accounting
4	Nguyen Van Khiem		Date ceasing to be the Member of the Board of Supervisors: 20/6/2024	

2. Meetings of Board of Supervisors

No.	Members of Board of Supervisors	Number of meetings attended	Attendance rate	Voting rate	Reasons for absence
1	Nguyen Ngoc Chien - Head of the Board of Supervisors	3/3	100%	100%.	
2	Luu Duc Giang – Member of the Board of Supervisors	3/3	100%	100%	
3	Pham Thi Ngoan – Member of the Board of Supervisors	2/3	67%	100%.	Date becoming to be the Member of the Board of Supervisors: 20/6/2024
4	Nguyen Van Khiem	1/3	33%	100%	Date ceasing to be the Member of the Board of Supervisors: 20/6/2024

3. Supervising Board of Directors, Board of Management and Shareholders by the Board of Supervisors:

- By implementing rights and duties of the Board of Supervisors as stipulated in the Company's Charter, the Board of Supervisors supervised the Board of Directors, the Board of Management

and shareholders in the managing and operating the Company. Timely reflecting and recording the Company's activities to report to the Board of Directors at periodic meetings.

- Through the supervising process, members of the Board of Directors and the Board of Management made significant efforts in managing the Company, developing strategic orientations, and implementing resolutions on key matters of the Company. The resolutions and decisions of the Board of Directors were consistent with their functions and authority as stipulated by legal regulations and the Company's Charter.

4. The coordination among the Board of Supervisors, the Board of Management, Board of Directors and other managers;

- Based on cooperation, support, and facilitation, members of the Board of Directors, the Board of Supervisors, and the Board of Management regularly exchanged information and collaborate on matters in accordance with the business plan, the Company's Charter, and Company's Operating regulations.
- In urgent cases, members of the Board of Directors, the Board of Supervisors, and the Board of Management immediately notified the Chairman of the Board of Directors, the Head of the Board of Supervisor, the General Director, or all three to ensure effective resolution.
- The Board of Directors encouraged and facilitated members of the Board of Directors, the Board of Supervisors, the Board of Management, and staff holding management positions to participate in training courses, conferences, seminars, and examination both domestically and internationally to enhance professional expertise and improve governance and management knowledge. Participating in such training courses and seminars must not affect the overall operations of the Company.

5. Other activities of the Board of Supervisors and Audit Committee (if any):

- The Board of Directors, the General Director, and other managers provided information and documents regarding the management, operation, and business activities of the Company, facilitating the effectiveness of supervisory activities.
- Production plans presented in Board of Directors meetings were concurrently provided to both the Board of Supervisors and the Board of Directors, allowing the Board of Supervisors to effectively monitor the Company's activities and offer timely feedback on the Company's management and operation.

IV. Board of Management:

No.	Members of Board of Management	Date of birth	Qualification	Date of appointment	Date of dismissal
1	Le Van Thang – General Manager	1973	Master	16/7/2019	
2	Do Thanh Tung – Deputy General Manager	1965	Bachelor	15/11/2013	

V. Chief Accountant

No.	Name	Date of birth	Qualification	Date of appointment	Date of dismissal
1	Nguyen Thi Bich Thuy	1969	Bachelor	22/2/2021	15/09/2024
2	Tran Giang Nam	1978	Bachelor	15/09/2024	

VI. Training courses on corporate governance:

When there are training sessions or professional development programs, members of the Board of Directors, members of the Board of Supervisors, the General Director, and other management personnel shall participate in seminars and training sessions on corporate governance and other relevant topics to support the management and operation of the Company.

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: (Appendix I attached)
2. Transactions between the Company and its affiliated persons or between the Company and its major shareholders, internal persons and affiliated persons: None
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, 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): None

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

VIII. Share transactions of internal persons and their affiliated persons (Annual report 2024)

1. The list of internal persons and their affiliated persons: (Appendix II attached)
2. Transactions of internal persons and affiliated persons with shares of the Company:

<u>No.</u>	<u>Transaction executor</u>	<u>Relationship with internal persons</u>	<u>Number of shares owned at the beginning of the period</u>		<u>Number of shares owned at the end of the period</u>		<u>Reasons for increasing, decreasing (buying, selling, converting, rewarding, etc.)</u>
			<u>Number of shares</u>	<u>Percentage</u>	<u>Number of shares</u>	<u>Percentage</u>	
<u>1</u>	<u>Luu Duc Giang</u>	<u>Member of the BOS</u>	<u>127,478</u>	<u>0.62%</u>	<u>478</u>	<u>0.002%</u>	<u>Selling</u>
<u>2</u>	<u>Nguyen Minh Ke</u>	<u>Vice Chairman of the BOD</u>	<u>1,467,345</u>	<u>7.09%</u>	<u>1,391,045</u>	<u>6.72%</u>	<u>Selling</u>

CHAIRMAN OF DIRECTORS

Recipients:

- As To (to report)
- Archived: Records department- BOD



Phạm Thị Quỳnh Thu

APPENDIX I. 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	Reasons	Relationship with the company
1	Pham Thi Quynh Thu								Internal person
2	Nguyen Minh Ke								Internal person
3	Do Thi Thanh Tung								Internal person
4	Le Van Thang								Internal person
5	Vu Hong Quan								Internal person
6	Nguyen Van Khiem							Dismissal of member of BOS	
7	Luu Duc Giang						20/06/2024		Internal person
8	Nguyen Ngoc Chien								Internal person
9	Pham Thi Ngoan								Internal person



APPENDIX II: THE LIST OF INTERNAL PERSONS AND THEIR AFFILIATED PERSONS

No.	Name	Securities trading accounts (if any)	Position at the company (if any)	Type of NSH (ID, Citizen identity card, Passport, BRC)	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	Pham Thi Quynh Thu		Chairwoman of BOD	Citizen identity card			Ha Noi		2,363,352	11.42%	Internal person
1.1	Pham Van Sang			Citizen identity card			Ha Noi		0	0%	Father
1.2	Luu Thi Dang			Citizen identity card			Ha Noi		0	0%	Mother
1.3	Pham Nguyet Anh			Citizen identity card			Ha Noi		0	0%	Sister
1.4	Pham Duc Huy			Citizen identity card			Ha Noi		0	0%	Brother
1.5	Pham Duc Cuong			Citizen identity card			Ha Noi		0	0%	Brother
1.6	Vu Quynh Huong			Citizen identity card			Department of Immigration		0	0%	Daughter
1.7	Vu Gia Bao			Passport			Department of Immigration		0	0%	Son
1.8	Thanh Cong import - export manufacturing Joint Stock Company			Business registration certificate			Ha Noi Department of Planning and Investment		5,091,891	24.60%	Miss Thu is legal representative
2	Nguyen Minh Ke		Deputy chairman of BOD	Citizen identity card			Department for Administrative management of Social order		1,467,345	7.1%	Internal person
2.1	Tran Thi Yen			Citizen identity			Department for Administrative		0	0%	Wife

3.8	Do Thi Hong Nhung			Citizen identity card		Department for Administrative management of Social order	0	0%	Sister
4	Le Van Thang	Member of BOD, General Director		Citizen identity card		Department for Administrative management of Social order	1,805,661	8.72%	Internal person
4.1	Le Tuong			Citizen identity card		Department for Administrative management of Social order	0	0%	Father
4.2	Ho Thi Zoneyen			Citizen identity card		Department for Administrative management of Social order	0	0%	Mother
4.3	Pham Thi Hoang Oanh			Citizen identity card		Department for Administrative management of Social order	0	0%	Wife
4.4	Le Hoang Khanh Van			Citizen identity card		Department for Administrative management of Social order	0	0%	Daughter
4.5	Le Hoang Viet			Citizen identity card		Department for Administrative management of Social order	0	0%	Son
4.6	Le Thi Phuong			Citizen identity card		Department for Administrative management of Social order	0	0%	Sister
4.7	Le Quang Canh			Citizen identity card		Department for Administrative management of Social order	0	0%	Brother
4.8	Le Van Tu			Citizen identity card		Department for Administrative management of Social order	0	0%	Brother
4.9	Le Thi Thu			Citizen identity card		Department for Administrative management of Social order	0	0%	Sister
5	Vu Hong Quan	Independent member of BOD		Citizen identity card		Department for Administrative management of Social order	0	0%	Internal person
5.1	Pham Bich Thao			Citizen identity card		Department for Administrative management of Social order	0	0%	Wife

5.2	Vu Pham Diem My																	0	0%	Daughter
5.3	Vu Nhat Nam																	0	0%	Son
5.4	Vu Duc Huy																	0	0%	Brother (Lives in Japan)
5.5	Vu Manh Dung																	0	0%	Father
5.6	Dao Thi Vui																	0	0%	Mother
6	Nguyen Ngoc Chien						Head of BOS											15,400	0.074%	Internal person
6.1	Truong Thi Nhan																	0	0%	Mother
6.2	Nguyen Thi Hong Van																	0	0%	Wife
6.3	Nguyen Thanh Tung																	0	0%	Son
6.4	Nguyen Viet Bach																	0	0%	Son
6.5	Nguyen Thi Bich Hau																	0	0%	Sister
6.6	Nguyen Thi Yen																	0	0%	Sister
6.7	Nguyen Van Dung																	0	0%	Brother
6.8	Nguyen Thi Thanh Binh																	0	0%	Sister

6.9	Nguyen Van Minh			Citizen identity card			Department for Administrative management of Social order		0	0%	Brother
7	Luu Duc Giang	Member of BOS		Citizen identity card			Department for Administrative management of Social order		127,478	0.61%	Internal person
7.1	Luu Dinh Mai			Citizen identity card			Department for Administrative management of Social order		0	0%	Father
7.2	Bui Thi Chuong			Citizen identity card			Department for Administrative management of Social order		0	0%	Mother
7.3	Dang Thi Phuong Thuy			Citizen identity card			Department for Administrative management of Social order		0	0%	Wife
7.4	Luu Thu Huong			Citizen identity card			Department for Administrative management of Social order		0	0%	Daughter
7.5	Luu Minh Duc								0	0%	Son (young)
7.6	Luu Thi Thanh Hai			Citizen identity card			Department for Administrative management of Social order		0	0%	Sister
8	Pham Thi Ngoan	Member of BOS		Citizen identity card			Department for Administrative management of Social order		0	0%	Internal person
8.1	Pham Van Luc			Citizen identity card			Department for Administrative management of Social order		0	0%	Father
8.2	Cao Thi Yen			Citizen identity card			Department for Administrative management of Social order		0	0%	Mother
8.3	Nguyen Van Duong			Citizen identity card			Department for Administrative management of Social order		0	0%	Husband

8.4	Nguyen Ngoc Vu			None								0	0%	Son (young)
8.5	Nguyen Ngoc Cham			None								0	0%	Daughter (young)
8.6	Pham Van Nhung			Citizen identity card						Department for Administrative management of Social order		0	0%	Brother
8.7	Pham Thi Quyen			Citizen identity card						Department for Administrative management of Social order		0	0%	Sister
9	Nguyen Thi Bich Thuy		Chief Accountant	Citizen identity card						Department for Administrative management of Social order		146,400	0.71%	Internal person
9.1	Nguyen Hong Ha			Citizen identity card						Department for Administrative management of Social order		0	0%	Husband
9.2	Nguyen Thi Dieu Thuy			Citizen identity card						Department for Administrative management of Social order		0	0%	Daughter
9.3	Nguyen Oanh Oanh			Citizen identity card						Department for Administrative management of Social order		0	0%	Daughter
9.4	Chu Thi Thuc			Citizen identity card						Department for Administrative management of Social order		0	0%	Mother
9.5	Nguyen Thi Binh Minh			Citizen identity card						Department for Administrative management of Social order		0	0%	Sister
9.6	Nguyen Thi Thanh Tam			Citizen identity card						Department for Administrative management of Social order		0	0%	Sister
10	Tran Giang Nam		Chief Accountant	Citizen identity card						Department for Administrative management of Social order		2,126	0.01%	Internal person
10.1	Dang Thi Diem Huong			Citizen identity card						Department for Administrative management of Social order			0%	Wife

10.2	Tran Nam Khanh						Social order					0%	Son (young)
10.3	Tran Van Chien					Citizen identity card	Department for Administrative management of Social order					0%	Father
10.4	Duong Thi Hoa					Citizen identity card	Department for Administrative management of Social order					0%	Mother
10.5	Tran Thi Kim Binh					Citizen identity card	Department for Administrative management of Social order					0%	Sister
10.6	Tran Thi Nga					Citizen identity card	Department for Administrative management of Social order					0%	Sister
10.7	Tran Bach Tuyet					Citizen identity card	Department for Administrative management of Social order					0%	Sister
10.8	Tran Thi Tam					Citizen identity card	Department for Administrative management of Social order					0%	Sister
10.9	Tran Thi Minh					Citizen identity card	Department for Administrative management of Social order					0%	Sister
11	Union of Song Hong Aluminum Shalumi Group Joint Stock Company					Decision					0	0%	Political and social organization of Public company

CHAIRMAN OF DIRECTORS



Phạm Thị Quỳnh Thụ