

Appendix V

REPORT ON CORPORATE GOVERNANCE

(Promulgated with the Circular No 96/2020/TT-BTC on November 16, 2020 of the Minister of Finance)

**NHI HIEP BRICK-TILE
CO-OPERATION**

**THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness**

No.: 01/2025/BCQT-NH

Binh Duong, day 24th, January, 2025

REPORT ON CORPORATE GOVERNANCE

(Year 2024)

To:

- The State Securities Commission;
- The Hanoi Stock Exchange

- Name of the listed company: **NHI HIEP BRICK-TILE CO-OPERATION**
- Address of headoffice: No 1/8 Quyet Thang Street, Binh Thang Ward, Di An City, Binh Duong Province
- Telephone: 02743.749080 Fax: 02743.749287 Email: nhihiep_company@yahoo.com.vn
- Charter capital: 30.415.420.000 VND
- Stock symbol: NHC
- Governance model: General Meeting of Shareholders, Board of Directors, Board of Supervisors, Director
- The implementation of internal audit: Not yet 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	No: 01/NQ-DHĐCĐ	19/04/2024	Resolution of the Annual General Meeting of Shareholders 2024, approving the issues: <ul style="list-style-type: none">- Approval of the 2023 business performance and production results report.- Approval of 2024 business production plan.- Through the Board of Directors' report, the Board of Supervisors' performance report, and the audited 2023 financial report.- Through the approval of the profit distribution targets and the allocation of funds for the year 2024.- Through the authorization for the Board of

			<p>Directors to sign contracts for transactions with related parties.</p> <ul style="list-style-type: none"> - Through the authorization for the Board of Directors to transfer the Sông Phan Joint Stock Company. - Through the new investment project according to the content: <ul style="list-style-type: none"> + Authorize the Board of Directors to acquire the construction stone quarry, with a transfer price not exceeding 100 billion VND. + Authorize the Joint Venture Board of Directors to collaborate with a capable partner to establish a new legal entity for the logistics service project. - Through the authorization for the Board of Directors to select the auditing firm to conduct the financial audit for the year 2024. - Through the exemption of board members starting from April 19, 2024, regarding: <ol style="list-style-type: none"> 1. Mr. Lê Minh Hoàng - Independent member of the Board of Directors, 100% ratio. 2. Mr. Mai Anh - member of the board of directors, 100% ownership - Unified through the results of the supplementary election of members to the Board of Directors for the term 2022-2027: <ol style="list-style-type: none"> 1. Mrs. Bùi Hoài Châu with a rate of 98% 2. Mr. Phạm Thanh Liêm with a rate of 101%
2	No: 02/NQ-ĐHĐCĐ-BT	17/07/2024	<p>Resolution of the General Meeting of Shareholders in the form of written opinions in 2024, approving the issues:</p> <ul style="list-style-type: none"> - Through the investment in 02 used stone crushing and screening lines to process stone at the Tan Lap quarry. - Through the authorization of the Board of Directors, a bank loan transaction of approximately 30 billion VND will be made to invest in grinding equipment, secured by the "Land Use Rights Certificate" of Nhi Hiep Brick Tile co-operation. - Through signing transaction contracts with related parties

II. Board of Directors:

1. Information about the members of the Board of Directors (BOD) for the term VI (2022-2027):

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
01	Mr. Nguyen Hong Chau	Chairman of the		

		Board of Directors	22/04/2022	
02	Mr. Nguyen Quoc Binh	Member of the Board of Directors	22/04/2022	
03	Mr. Mai Anh	Member of the Board of Directors	22/04/2022	19/4/2024
04	Ms. Lam Thi Mai	Member of the Board of Directors	22/04/2022	
05	Mr. Le Minh Hoang	Member Independent of the Board of Directors	22/04/2022	19/4/2024
06	Mr. Pham Thanh Liem	Member of the Board of Directors	19/4/2024	
07	Ms. Bui Hoai Chau	Member Independent of the Board of Directors	19/4/2024	

1. Meetings of the Board of Directors:

No	Board of Director' member	Number of meetings attended by Board of Directors	Attendance rate	Reasons for absence
	<u>Board member</u>			
01	Mr. Nguyen Hong Chau	05	100%	
02	Mr. Nguyen Quoc Binh	04	80%	Busy with work
03	Mr. Mai Anh	01	100%	Dismissal 19/4/2024
04	Ms. Lam Thi Mai	05	100%	
05	Mr. Le Minh Hoang	01	100%	Dismissal 19/4/2024
06	Mr. Pham Thanh Liem	04	100%	Appointment 19/4/2024
07	Ms. Bui Hoai Chau	04	100%	Appointment 19/4/2024

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

In 2024, the Board of Directors supervises the Executive Board on various work matters:

- Develop the plan for 2024.
- Drafting documents and announcing information for the Annual General Meeting of Shareholders in 2024, on April 19, 2024.
- Enhance the search for customers to consume distributed construction material products.
- Looking for a partner to transfer Sông Phan Joint Stock Company.

- Find a capable partner to establish a new legal entity to implement the logistics service project..
- Search for a stone quarry and acquire one quarry with a value of under 100 billion VND.
- The Director is tasked with implementing human resource development plans to expand the market for building materials.
- Implement the supplementary planning and land use plan for the inland waterway port and extend the license for inland waterway port operations.
- Unify the content to gather opinions from the General Meeting of Shareholders in writing, including the following issues:
 - + Invest in 02 used stone crushing and screening lines for processing at the Tan Lap quarry with a total investment value of 61,283,031,670 VND.
 - + The bank loan transaction amounts to approximately 30 billion VND to invest in grinding equipment, secured by the "Land Use Rights Certificate" of Nhi Hiep Brick Tile co-operation, located at 1/8 Quyết Thắng Quarter, Bình Thắng Ward, Dĩ An City, Bình Dương Province.
 - + Sign a contract with the relevant party, Binh Duong Materials and Construction corporation, to provide stone processing services of various types.
- Develop a plan for constructing a concrete road at the company and prepare the necessary conditions to meet the standards for applying for an extension of the inland waterway port operation license.
- Cease securities trading activities starting from November 1, 2024
- Survey the best preferential loan interest rates from banks before taking out a loan to pay the remaining amount for purchasing the stone crushing and screening line from the supplier.
- Agree to assign the Director to negotiate with the locals to purchase an additional over 3 hectares of land within the clay mine boundary.
- Implement the draft for the economic and technical norms - plan for 2025 for the Chairman's approval.



4. Resolutions/Decisions of the Board of Directors:

No	Resolution/Decision No.	Date	Content	Approval rate
01	No: 08/NK06/NQ-HĐQT	27/03/2024	Evaluation of the implementation in Q1 2024 and the direction for Q2 2024, through the organization time and the draft materials for the 2024 Annual General Meeting of Shareholders of the Company.	100%
02	No: 09/NK06/NQ-HĐQT	18/06/2024	Through the final registration date to participate in the 2024 General Shareholders' Meeting for written opinions	100%
03	No: 10/NK06/NQ-HĐQT	02/07/2024	Evaluate the implementation situation in the first six months of the year, through the operational direction for the third quarter of 2024 and the content to collect shareholders' opinions in writing	100%
04	No: 11/NK06/NQ-HĐQT	05/11/2024	Evaluate the implementation situation for the third quarter of 2024, through the operational direction for the fourth quarter of	100%

			2024.	
05	No: 12/NK06/NQ-HĐQT	27/12/2024	Through bank working capital loans.	100%

III. Board of Supervisors:

1. Information about members of Board of Supervisors, for the term VI (2022-2027):

No	Members of Board of Supervisors	Position	The date becoming/ceasing to be the member of the Board of Supervisors		Qualification
			Date of appointment	Date of dismissal	
01	Mr. Huynh Minh Tam	Head of Board of Supervisors	22/4/2022		Bachelor of Economics
02	Mr. Ho Huyen Trang	Member of Board of Supervisors	22/4/2022		Bachelor of Economics
03	Ms. Phan Thi Thuyen Huong	Member of Board of Supervisors	22/4/2022		Bachelor of Economics

2. Meetings of Board of Supervisors:

No	Members of Board of Supervisors	Number of meetings attended	Attendance rate	Voting rate	Reasons for absence
01	Mr. Huynh Minh Tam	02	100%	100%	
02	Mr. Ho Huyen Trang	02	100%	100%	
03	Ms. Phan Thi Thuyen Huong	02	100%	100%	

3. Supervising Board of Directors, Board of Management and shareholders by Board of Supervisors or Audit Committee:

- Monitor and supervise the implementation of the resolutions of the General Meeting of Shareholders, the resolutions of the Board of Directors, the Charter, and the working regulations between the Chairman of the Board of Directors and the Director, as well as internal documents issued for the management and operation of the enterprise.
- Supervise and monitor the implementation of plans as well as the economic and technical standards of the parent company and subsidiaries.
- Check the legality and reasonableness in the management and operation of business activities; in the recording of accounting books and the financial reports of the company.
- Monitor and supervise the disclosure of information in accordance with the regulations of the State Securities Commission.

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

The Board of Supervisors has attended the meetings of the Board of Directors to grasp the situation and propose timely feedback on any shortcomings, in order to enhance the company's operational efficiency.

5. *Other activities of the Board of Supervisors (if any): None*

IV. Board of Management:

No	Members of Board of Management	Date of birth	Qualification	Date of appointment / dismissal of members of the Board of Management	
				Date of appointment	Date of dismissal
01	Mr. Lam Thanh Lam	14/12/1991	Bachelor of Geology	01/08/2023	

V. Chief Accountant:

Name	Date of birth	Qualification	Date of appointment/ dismissal	
			Date of appointment	Date of dismissal
Ms. Nguyen Thi Thu Phuong	25/5/1976	Bachelor of Economics	01/6/2006	

VI. Training courses on corporate governance:

Members of the Board of Directors, members of the Supervisory Board, and the company secretary participated in and completed the training course on Corporate Governance for public joint-stock company in Binh Duong, organized by the State Securities Commission from July 18, 2013, to July 19, 2013.

VII. The list of affiliated persons of the public company and transactions of affiliated persons of the Company (attached list).

1. The list 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)	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	Binh Duong Materials and Construction corporation (representing 30% of the capital)					December 2000			Major share holder
2	Nui Nho Stone Joint Stock Company (representing 19.57% of the capital)					April 2024			Major share holder
3	Song Phan Joint Stock Company					06/5/2016			Subsidiary
4	Mr. Nguyen Hong Chau		Chairman of the Board of Directors			15/04/2017			
5	Ms. Lam Thi Mai		Member of the Board of Directors			15/04/2017			
6	Mr. Mai Anh		Member of the Board of Directors			15/04/2017	19/4/2024	Dismissal	
7	Mr. Nguyen Quoc Binh		Member of the Board of Directors			22/4/2022			
8	Mr. Le Minh Hoang		Member Independent of the Board of Directors			22/4/2022	19/4/2024	Dismissal	
9	Mr. Pham Thanh Liem		Member of the Board of Directors			19/4/2024		Appointment	
10	Ms. Bui Hoai Chau		Member Independent of the Board of Directors			19/4/2024		Appointment	



No	Name of organization/ individual	Relationship with the Company	NSH No. * date of issue, place of issue	Address	Time of transactions with the Company	Resolution No. o r Decision No. approved by General Meeting of Shareholders/ Board of Directors (if any, specifying date of issue)	Content, quantity, total value of transaction	Note
1 1	Mr. Huynh Minh Tam	Head of Board of Supervisors				22/4/2022		
1 2	Ms. Phan Thi Thuyen Huong	Member of Board of Supervisors				15/04/2017		
1 3	Mr. Ho Huyen Trang	Member of Board of Supervisors				15/04/2017		
1 4	Mr. Lam Thanh Lam	Director of the Company				01/08/2023		
1 5	Ms. Nguyen Thi Thu Phuong	Chief Accountant				01/06/2006		

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

1	Binh Duong Materials and Construction corporation	Major share holder (representing 30% of the capital)	Business Registration Certificate No: 3700148529/ Date of issuance: April 11, 2016	No. 306 ĐT 743 Street, Binh Thang Ward, Di An City, Binh	01/01/202 4 20/01/202 4	Resolution of the General Shareholders' Meeting Resolution of the Extraordinary General Meeting of Shareholders	- Distributor contract for the consumption of products and goods. - Contract for stone processing and grinding	
2	Nui Nho	Major share	Business	Duong Province Land lot number	01/01/202	Resolution of the		

Stone Joint Stock Company	holder (representing 19.57% of the capital)	Registration Certificate No.: 3700762471, 12th change on July 1, 2022	1426, Map sheet 3, Binh Thung 2 neighborhood, Binh An ward, Di An city, Binh Duong province	4	General Shareholders' Meeting	- Distributor contract for the consumption of products and goods.
---------------------------	---	---	---	---	-------------------------------	---

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.

No	Transaction executor	Relationship with internal persons	Position at the listed Company	ID card No. /Passport No., date of issue, place of issue	Address	Name of subsidiaries or companies which the Company control	Time of transaction	Content, quantity, total value of transaction	Note

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): None

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)

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.

VIII. Share transactions of internal persons and their affiliated persons.

Transactions of internal persons and affiliated persons with shares of the company.

In 2024, the company has transactions related to the shares of its internal members and the related parties of the internal members of the company as follows:

No	Transaction executor	Relationship with internal persons	owned at the beginning of the period	Number of shares owned at the end of the period	Reasons for increasing, decreasing (buying, selling, converting, rewarding, etc.)
01	Mr. Mai Van Chanh	Mr. Mai Anh's father	21.498	0	Reduce ownership ratio.
02	Ms. Dang Kim Tan	Mr. Mai Anh's mother	19.630	0	Reduce ownership ratio
03	Mr. Nguyen Thai Ngoc	Major share holder	329.000	0	Reduce ownership ratio*
04	Nui Nho Stone Joint Stock Company	Mr. Nguyen Quoc Binh Member of the Board of Directors of Nhị Hiệp Brick Tile co-operation	0	595.242	Increase ownership rate.

IX. Other significant issues.

CHAIRMAN OF THE BOARD OF DIRECTORS



NGUYEN HONG CHAU