

No.: 01./BC-HDQT

Thai Nguyen, dated 23th January 2025

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

To: - The State Securities Commission;
- Ho Chi Minh Stock Exchange.

- Name of company: DUONG HIEU TRADING AND MINING JOINT STOCK COMPANY
- Address of head office: Group 5, Gia Sang Ward, Thai Nguyen City, Thai Nguyen Province, VietNam.
- Tel: 02083832410 Email: info@dhmjsc.vn.
- Charter Capital: 345.356.990.000 VND
- Stock symbol: DHM.
- Governance model: General Meeting of Shareholders, Board of Director, Board of Supervisors and General 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 General Meeting of Shareholders approved in the form of written comments):

Resolution/Decision No.	Date	Content
01/NQ-ĐHĐCĐ	20/04/2024	<ul style="list-style-type: none">- Approving the reports of the Board of Directors, the Board of Management and the Board of Supervisors on the operating results in 2023 and the plan for 2024.- Approving the audited financial statements for 2023.- Approving the selection of the auditing firm for the 2024 financial statements.- Approving the 2023 profit distribution plan.- To approve the 2023 remuneration settlement and the 2024 remuneration forecast for members of the Board of Directors and the Board of Supervisors.- Approving the 2024 production, business, and investment plan.- Approving the plan to issue shares to increase the Company's Charter capital.- To approve the resignation and election of new members of the Board of Directors.
02/NQ-ĐHĐCĐ	10/07/2024	<ul style="list-style-type: none">- Approving the adjustments and additions to the 2023 profit distribution plan.- Approving the continuation of the share issuance



		plan to increase the Company's Charter capital from Owners' Equity. - Approving the amended private placement plan for 2024.
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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 the member of the Board of Directors	
			Date of appointment	Date of dismissal
1	Mr. Hồ Việt Cường	Chairman	20/04/2024	
2	Ms. Nguyễn Thị Dung	Member of BoD, CEO	28/04/2022	
3	Ms. Lê Thị Hồng Loan	Independent member of BoD	28/04/2022	
4	Mr. Trần Văn Hiếu	Member of BoD	20/04/2024	
5	Ms. Đỗ Thị Hằng	-	28/04/2022	20/4/2024
6	Mr. Nguyễn Văn Kiên	-	28/04/2022	20/4/2024
7	Mr. Nguyễn Quang Giang		26/04/2023	Received the resignation letter on 30/9/2024

2. Meetings of the Board of Directors:

No.	Board of Directors' members	Number of meeting attended by Board of Directors	Attendance rate	Reasons for absence
1	Mr. Nguyễn Văn Kiên	5/14	100%	Dismissal from 20/04/2024
2	Ms. Nguyễn Thị Dung	14/14	100%	
3	Ms. Lê Thị Hồng Loan	14/14	100%	
4	Ms. Đỗ Thị Hằng	5/14	100%	Dismissal from 20/04/2024
5	Mr. Nguyễn Quang Giang	9/14	100%	Received the resignation letter on 30/9/2024
6	Mr. Hồ Việt Cường	9/14	100%	Appointment from 20/04/2024
7	Mr. Trần Văn Hiếu	9/14	100%	Appointment from 20/04/2024

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

- The Board of Directors regularly and closely directs the Board of Management in the implementation of approved policies, ensuring compliance with the Securities Law, Enterprise Law, and Company's Charter; concurrently, the Board oversees and approves the execution.

- In close collaboration with the Board of Management (Executive Board), the Board of Directors has closely monitored the Company's business operations, demonstrating flexibility

in management, risk control, and providing timely solutions to ensure safety and efficiency.

- Members of the Executive Board regularly exchange information, update information, and report on the completion of assigned tasks, business results, and proposed activities to the Board of Directors for comments, guidance, and resolution of arising issues.

4. Activities of the Board of Directors' subcommittees:

The Board of Directors did not establish any subcommittees.

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

No.	Resolution/ Decision No.	Date	Approval rate	Content
1	01/2024/NQ-HĐQT	11/01/2024	100%	Summary of 2023 operations and projected business plan for 2024
2	02/2024/NQ-HĐQT	11/01/2024	100%	Change of address for the Hanoi branch
3	03/2024/NQ-HĐQT	11/01/2024	100%	Policy on transactions between the Company and Internal persons, Affiliated persons.
4	04/2024/NQ-HĐQT	05/02/2024	100%	Approve the proposal for borrowing and issuing guarantees at MB Thainguyen
5	05/2024/NQ-HĐQT	20/02/2024	100%	Implement the organization of the 2024 Annual General Meeting of Shareholders
6	06/2024/NQ-HĐQT	20/3/2024	100%	Signed a real estate investment transaction with Internal Person
7	07/2024/NQ-HĐQT	08/4/2024	100%	Plan the borrowing limit, issuance of guarantees, and letters of credit at BIDV Nam Thainguyen
8	08/2024/NQ-HĐQT	20/4/2024	100%	Elect the Chairman
9	09/2024/NQ-HĐQT	20/5/2024	100%	Implemented the collection shareholder's written opinions to ratify a resolution of the GMS
10	10/2024/NQ-HĐQT	24/6/2024	100%	Appoved the credit limit at Vietinbank Luu Xa
11	11/2024/ NQ-HĐQT	30/9/2024	100%	Summariz the company's operations of the first eight months of 2024 and set out the plan for September and the fourth quarter of 2024
12	12/2024/ NQ-HĐQT	10/10/2024	100%	Implement the share issuance plan to increase charter capital from Owners' Capital for existing shareholders.
13	13/2024/ NQ-HĐQT	22/10/2024	100%	Amend the 2023 profit distribution proposal
14	14/2024/ NQ-HĐQT	15/11/2024	100%	The record date for shareholders to exercise their right to receive newly issued shares
15	15/2024/ NQ-HĐQT	17/12/2024	100%	Compleat the procedures for the share issuance to increase charter capital

in management, risk control, and providing timely solutions to ensure safety and efficiency.

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3	03/2024/NQ-HĐQT	11/01/2024	100%	Policy on transactions between the Company and Internal persons, Affiliated persons.
4	04/2024/NQ-HĐQT	05/02/2024	100%	Approve the proposal for borrowing and issuing guarantees at MB Thainguyen
5	05/2024/NQ-HĐQT	20/02/2024	100%	Implement the organization of the 2024 Annual General Meeting of Shareholders
6	06/2024/NQ-HĐQT	20/3/2024	100%	Signed a real estate investment transaction with Internal Person
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10	10/2024/NQ-HĐQT	24/6/2024	100%	Approved the credit limit at Vietinbank Luu Xa
11	11/2024/ NQ-HĐQT	30/9/2024	100%	Summariz the company's operations of the first eight months of 2024 and set out the plan for September and the fourth quarter of 2024
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- The Board of Supervisors has not received any complaints from shareholders of shareholder groups regarding the management and operation of the BoD, the Executive Board and the Company's activities.

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

- The Board of Supervisors, the Board of Directors and the Board of Management successfully collaborated in organizing the 2024 Annual General Meeting of Shareholders, collecting shareholder's written opinions and conducting other business activities of the Company in accordance with the resolutions of the GMS and the BoD.

- The Board of Supervisors actively participated in all meeting of the BoD and the Executive Board to assess compliance with internal policies, procedures, and legal regulations.

- By regularly monitoring, reviewing and assessing operations, the Board of Supervisors assists the Board of Management in mitigating potential risks.

- The Board of Directors, the Executive Board, and other management departments have provided full support to the Board of Supervisors in carrying out its duties.

5. Other activities of the Board of Supervisors (if any): no

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
1	Ms. Nguyễn Thị Dung	16/03/1981	Bachelor of Accounting and Finance	From 30/12/2021
2	Mr. Trần Thanh Tùng	19/05/1981	Electrical Engineer	From 16/02/2012

V. Chief Accountant

Name	Date of birth	Qualification	Date of appointment/ dismissal
Ms. Nguyễn Thị Hồng Loan	31/3/1964	Bachelor of Accounting	From 01/02/2022

VI. Training courses on corporate governance:

Members of Board of Directors, the Board of Supervisors, CEO, and other managers research and update their knowledge of corporate governance through legal documents, government guidelines, and the portal, website.

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 (if any)	ID card No./ Certificate No.	Date of issue	Place	Contact address	Time of starting to be affiliated person	Time of ending to be affiliated person	Reasons	Relationship with company
1	Hồ Việt Cường		Chairman					20/4/2024			Internal Person
2	Nguyễn Thị Dung		Member of BoD, CEO					28/12/2021			Internal Person, Blockholder
3	Lê Thị Hồng Loan		Member of BoD					28/12/2021			Internal Person
4	Nguyễn Quang Giang		Member of BoD					26/04/2023			Internal Person
5	Trần Văn Hiếu		Member of BoD					20/4/2024			Internal Person
6	Nguyễn Văn Kiên		-					28/04/2022	20/04/2024	Dismissal	-
7	Đỗ Thị Hằng		-					09/11/2021	20/04/2024	Dismissal	-
8	Trần Thanh Tùng		Deputy General Director					16/02/2012			Internal Person
9	Trần Ngọc Hân		Head of Board of Supervisors					18/6/2021			Internal Person
10	Phạm Thanh Hương		Members of Board of Supervisors					18/6/2021			Internal Person
11	Phạm Thị Tươi		Members of Board of Supervisors					28/04/2022			Internal Person
12	Nguyễn Thị Hồng Loan		Chief Accountant					01/02/2022			Internal Person
13	Nguyễn Văn Việt Hà		Corporate Governance Officer					03/01/2022			Internal Person
14	Ma Thị Thu Hường		Head of Internal Audit					06/12/2022			Internal Person

No.	Name of organization/ individual	Securities trading account (if any)	Position (if any)	ID card No./ Certificate No.	Date of issue	Place	Contact address	Time of starting to be affiliated person	Time of ending to be affiliated person	Reasons	Relationship with company
15	Lê Thị Hồng Nga		Member of Internal Audit					01/09/2023			Internal Person

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	Resolution No. Or Decision No. Approved by GMS or BOD	Content, quantity, total value of transaction	Note
1	Nguyễn Thị Dung	Member of BoD, CEO			20/09/2022	08/2022/NQ- HDQT	- Bank loan guarantee: 5.779.000.000đ - Bank loan guarantee: 22.778.666.898đ	- Land-use rights and ownership of property on land. - Savings deposit
					29/03/2024	08/2022/NQ- HDQT	- Down payment on the house: 12.000.000.000đ	Land-use rights and ownership of property on land. - Savings deposit
					25/06/2024	03/2024/NQ- HDQT	- Received the down payment on the house: 23.000.000.000đ	
					02/07/2024		- Received the down payment on the house: 12.000.000.000đ	
					06/08/2024		- Deposit collateral: 21.500.000.000đ	
					27/11/2024		- Deposit collateral: 6.000.000.000đ	
					20/04/2024	01/2023/NQ- HDQT	Bank loan guarantee: 6.146.000.000đ	- Land-use rights and ownership of property on land.
2	Nguyễn Thị Hồng Loan	Chief Accountant						

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. Or Decision No. Approved by GMS or BOD	Content, quantity, total value of transaction	Note
					29/03/2024		Deposit collateral: 2.900.000.000đ	
					02/10/2024		Deposit collateral: 4.300.000.000đ	- Land-use rights and ownership of property on land.

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

4. Transaction between the Company and other objects: no

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.

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): no.

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: no.

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 (if any)	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	Hồ Việt Cường		Chairman					0	0	Internal
1.1	Phạm Thị Tâm							0	0	Mother
1.2	Nguyễn Văn Hường							0	0	Father in law
1.3	Nguyễn Thị Phúc							0	0	Mother in law
1.4	Nguyễn Thị Thanh Huyền							0	0	Wife
1.5	Hồ Thị Quỳnh Anh							0	0	Daughter
1.6	Hồ Quỳnh Khánh Chi							0	0	Daughter
1.7	Hồ Minh							0	0	Brother
1.8	Lê Thị Kim Lan							0	0	Sister in law
1.9	Hồ Thị Quỳnh Thoa							0	0	Sister
1.10	Nguyễn Thanh Bình							0	0	Brother in law
1.11	Hồ Thị Quỳnh Nga							0	0	Sister
2	Nguyễn Thị Dung		Member of BoD, CEO					6.314.140	20,11	Internal Person
2.1	Nguyễn Đình Trai							0	0	Father
2.2	Nguyễn Thị Duyên							0	0	Mother
2.3	Phạm Văn Thịnh							0	0	Father in law
2.4	Trần Thị Bé							0	0	Mother in law

No.	Name	Securities trading account (if any)	Position at the company (if any)	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
2.5	Phạm Chí Dũng							0	0	Husband
2.6	Phạm Minh Đức							0	0	Son
2.7	Phạm Bình Minh							0	0	Son
2.8	Nguyễn Đình Huy							0	0	Brother
2.9	Nguyễn Thị Thanh Huyền							0	0	Sister
2.10	Lương Văn Trúc							0	0	Brother in law
2.11	Đoàn Thị Thu Thủy							0	0	Sister in law
3	Lê Thị Hồng Loan		Member of BoD					0	0	Internal Person
3.1	Lê Hữu Mạnh							0	0	Father
3.2	Uông Thị Mỹ							0	0	Mother
3.3	Nguyễn Xuân Nhà							0	0	Father in law
3.4	Giang Thị Phong							0	0	Mother in law
3.5	Nguyễn Xuân Hòa							0	0	Husband
3.6	Nguyễn Giang Huy							0	0	Son
3.7	Nguyễn Lê Giang							0	0	Daughter
3.8	Lê Thị Thu							0	0	Sister
3.9	Lê Quốc Toàn							0	0	Brother in law
3.10	Lê Thị Thu Hương							0	0	Sister

No.	Name	Securities trading account (if any)	Position at the company (if any)	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
3.11	Lương Xuân Lắm							0	0	Brother in law
4	Trần Văn Hiếu							0	0	Internal Person
4.1	Lê Thị Loan							0	0	Mother
4.2	Nguyễn Thị Thanh							0	0	Mother in law
4.3	Phạm Thu Hương							0	0	Wife
4.4	Trần Ngọc Diệp							0	0	Daughter
4.5	Trần Diệp Linh							0	0	Daughter
4.6	Trần Cao Hoàn							0	0	Brother
4.7	Đào Thị Tuyết Nhung							0	0	Sister in law
4.8	Trần Như Hoa							0	0	Sister
4.9	Đàm Quang Thái							0	0	Brother in law
5	Nguyễn Quang Giang		Member of BoD					0	0	Internal Person
5.1	Nguyễn Quang Khanh							0	0	Father
5.2	Phạm Thị Oanh							0	0	Mother
5.3	Nông Đức Giáp							0	0	Father in law
5.4	Lê Thị Bích Thúy							0	0	Mother in law
5.5	Nguyễn Thị Huyền Trang							0	0	Sister
5.6	Nông Thu Nga							0	0	Wife

No.	Name	Securities trading account (if any)	Position at the company (if any)	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
5.7	Nguyễn Hà Châu							0	0	Daughter
5.8	Nguyễn Quang Long							0	0	Son
6	Trần Ngọc Hân		Head of Board of Supervisors					0	0	Internal Person
6.1	Trần Duy Hưng							0	0	Father
6.2	Lương Thị Hằng							0	0	Mother
6.3	Vũ Thị Bình							0	0	Mother in law
6.4	Đào Thị Tuyền							0	0	Wife
6.5	Trần Tuệ Nhi							0	0	Daughter
6.6	Trần Minh Khang							0	0	Son
6.7	Trần Anh Thư							0	0	Daughter
6.8	Trần Tài							0	0	Brother
6.9	Tạ Thị Tú							0	0	Sister in law
7	Phạm Thanh Hương		Member of Board of Supervisors					0	0	Internal Person
7.1	Phạm Đức Lân							0	0	Father
7.2	Nguyễn Thị Thiêm							0	0	Mother
7.3	Nông Thùy Trang							0	0	Daughter
7.4	Nông Thùy An							0	0	Daughter
7.5	Nông Nam Khánh							0	0	Son
7.6	Phạm Thu Phương							0	0	Sister
7.7	Phạm Thị Minh Hương							0	0	Sister

No.	Name	Securities trading account (if any)	Position at the company (if any)	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
7.8	Hà Duy Đông							0	0	Brother in law
7.9	Lã Đại Sơn							0	0	Brother in law
8	Phạm Thị Tươi		Member of Board of Supervisors					0	0	Internal Person
8.1	Nguyễn Thị Phần							0	0	Mother
8.2	Đỗ Quang Minh							0	0	Son
8.3	Đỗ Bạch Diệp							0	0	Daughter
8.4	Phạm Thị Thuần									Sister
8.5	Nguyễn Hồng Nam									Brother in law
8.6	Phạm Thị Thuận									Sister
8.7	Phạm Trí Thành									Brother in law
8.8	Phạm Bá Phú									Brother
8.9	Đặng Thị Chi									Sister in law
9	Trần Thanh Tùng		Deputy General Director					60	0	Internal Person
9.1	Trần Thanh Tự							21	0	Father
9.2	Vì Thị Chiến							0	0	Mother
9.3	Lê Thị Hồng Anh							21	0	Wife
9.4	Trần Xuân Thiện							0	0	Brother
9.5	Vũ Thị Thanh Hòa							0	0	Sister in law
9.6	Trần Ngọc Linh							0	0	Daughter
9.7	Trần Vi An							0	0	Daughter
9.8	Trần Phúc Quang							0	0	Son
10	Nguyễn Thị Hồng Loan		Chief Accountant					0	0	Internal Person
10.1	Nguyễn Thiện Chí							0	0	Father
10.2	Văn Tiến Đức							0	0	Husband

[illegible]

No.	Name	Securities trading account (if any)	Position at the company (if any)	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
11.9	Nguyễn Văn Quân							0	0	Brother
12	Ma Thị Thu Hương		Head of internal audit					0	0	Internal Person
12.1	Triệu Thị Bách							0	0	Mother
12.2	Ma Thị Thời							0	0	Mother in law
12.3	Nguyễn Phương Duy							0	0	Husband
12.4	Nguyễn Duy Khoa							0	0	Son
12.5	Ma Văn Lộc							0	0	Brother
12.6	Triệu Thị Ninh							0	0	Sister in law
12.7	Ma Thị Huyền							0	0	Sister
12.8	Hoàng Văn Trường							0	0	Brother in law
13	Lê Thị Hồng Nga		Member of Internal Audit					0	0	Internal Person
13.1	Nguyễn Thị Thúy							0	0	Mother
13.2	Nguyễn Hồng Ngân							0	0	Daughter
13.3	Lê Thị Văn Anh							0	0	Sister
13.4	Lê Trung Dũng							0	0	Brother
13.5	Lê Thị Vân							0	0	Sister in law

2. Transactions of internal persons and affiliated persons with share of the company:

No.	Transaction executor	Relationship with internal person	Number of shares owned at the beginning of the period		Number of shares owned at the end of the period		Reasons for increasing, decreasing
			Number	Percentage	Number	Percentage	
01	Nguyễn Thị Dung	Internal Person	6.314.140	20,1%	6.945.554	20,1%	Rewarding
02	Trần Thanh Tùng	Internal Person	60	0%	66	0%	Rewarding

IX. Other significant issues: no.

Recipients:

- HSX;
- Archived;

**CHAIRMAN OF THE BOARD
OF DIRECTORS**

(Sign, full name and seal)



Hồ Việt Cường

