

No: 01/2025/BCQT-CMH

Hanoi, 24th January 2025

REPORT ON CORPORATE GOVERNANCE

Year 2024

To: - The State Securities Commission;
- Hanoi Stock Exchange..

- Name of company: CMH Vietnam Group Joint Stock Company
- Address of head office: 12th floor, Intracom Office 2 Building, No.33 Cau Dien, Phuc Dien Ward, Bac Tu Liem District, Ha Noi, Vietnam
- Telephone: 0243 573 8555 Fax: 0243 856 4666 Email: info@cmhgroup.vn
- Charter capital: 254,525,000,000 VND
- Stock symbol: CMS
- Governance model:
- + General Meeting of Shareholders (GMS), Board of Directors (BOD), General Director and the Audit Committee under the BOD.
- The implementation of internal audit: Implemented.

I. Activities of the General Meeting of Shareholders

Information on meetings, resolutions and decisions of the GMS (including the resolutions of the GMS approved in the form of collecting the shareholders' written opinions):

No.	Resolution/Decision No.	Date	Content
1	01/2024/NQ-DHĐCĐ-CMH	27/04/2024	<p>The Company's 2024 Annual General Meeting of Shareholders Resolution approved the following issues:</p> <ul style="list-style-type: none">- Approved the full Report of the BOD in 2023 and plan for 2024- Approved the full Report of the BOM in 2023 and plan for 2024- Approved the full Report of the Audit Committee in 2023 and plan for 2024- Approved the 2023 Business result, dividends and Business result, expected dividends for 2024- Approved the Company's full audited Financial Statements in 2023 and the Profit distribution of 2023- Approved the Selection of auditing company in 2024- Approved the Finalization of the use of proceeds from the private offering of shares to increase the Company's charter capital in 2022

II. Board of Directors (annual report):

1. Information about the BOD's members:

No.	BODs' members	Position (Independent members of the BOD, Non- executive members of the BOD)	The date becoming/ceasing to be the member of the BOD	
			Date of appointment	Date of dismissal
1	Mr. Pham Minh Phuc	Chairman	28/04/2023	
2	Mr. Nguyen Duc Huong	Member	28/04/2023	
3	Mr. Kim Ngoc Nhan	Member	28/04/2023	
4	Mr. Nguyen Hoang Duy	Member	28/04/2023	
5	Mrs. Nguyen Thi Bich Loc	Independent Member	28/04/2023	

2. Meetings of the Board of Directors:

No.	BOD's member	Number of meetings attended by the BOD	Attendance rate	Reasons for absence
1	Mr. Pham Minh Phuc	04/04	100%	
2	Mr. Nguyen Duc Huong	04/04	100%	
3	Mr. Kim Ngoc Nhan	04/04	100%	
4	Mr. Nguyen Hoang Duy	04/04	100%	
5	Mrs. Nguyen Thi Bich Loc	04/04	100%	

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

- On April 27, 2024, the 2024 Annual General Meeting of Shareholders was successfully organized under the BOD's direction and chair.
- Monitor the implementation of Resolutions and Decisions of the GMS and the BOD according to the development orientation of the Company.
- Monitor the implementation of the Company's business plan.

4. Activities of the Audit Committee:

- The Audit Committee has independently assessed the suitability and compliance with legal policies, the Charter, and the Decisions of the GMS and the BOD.
- Assess compliance with legal regulations, assess internal control through financial information and business operations.

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

No.	Resolution/Decision No.	Date	Content	Approval rate
1	01/2024/NQ-HĐQT/CMH	04/03/2024	Closing the last registration date to make a list of shareholders entitled to attend the 2024 Annual General Meeting of Shareholders - CMH Vietnam Group Joint Stock Company	100%
2	02/2024/NQ-HĐQT/CMH	02/04/2024	Approve the time, location and agenda of the Company's 2024 Annual General Meeting of Shareholders	100%
3	03/2024/NQ-HĐQT/CMH	24/06/2024	Approve the Selection of auditing company for the Company's 2024 financial statements	100%
4	04/2024/NQ-HĐQT/CMH	25/06/2024	Approve CMH Group's business plan for the period from June 2024 to May 2025 and credit limit for business activities from June 2024 to May 2025 at Vietinbank - Thanh An Branch	100%

III. Audit Committee (annual report):

1. Information about members of Audit Committee:

No.	Members of Audit Committee	Position	The date becoming/ceasing to be the member of the Audit Committee	Qualification
1	Mr. Pham Minh Phuc	Member	Date of appointment: 28/04/2023	Bachelor
2	Mrs. Nguyen Thi Bich Loc	Head of the Committee	Date of appointment: 28/04/2023	Master
3	Mr. Nguyen Hoang Duy	Member	Date of appointment: 28/04/2023	Master

2. Meetings of Board of Audit Committee

No.	Members of Audit Committee	Number of meetings attended	Attendance rate	Voting rate	Reasons for absence
1	Mr. Pham Minh Phuc	2/2	100%	100%	
2	Mrs. Nguyen Thi Bich Loc	2/2	100%	100%	
3	Mr. Nguyen Hoang Duy	2/2	100%	100%	

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

- The Audit Committee inspects and supervises compliance with the Company’s Charter and implementation of the Shareholders’ Meeting Resolutions of the BOD and the BOM.
 - The Audit Committee reported to shareholders on the Audit Committee’s activities through the Audit Committee’s Report for 2023 and the 2024 plan at the Company’s 2024 Annual General Meeting of Shareholders.
4. The coordination among the Audit Committee, the Board of Management, Board of Directors and other managers:
- In 2024, the Audit Committee received support from the BOD on the contents and plans for inspection and supervision, and coordinated with the BOD and departments/divisions in the process of implementing inspection and supervision. The Audit Committee reported the results of inspection and supervision and made recommendations for timely handling of existing problems in order to improve the Company’s operational efficiency.
 - The Audit Committee has access to and is provided with full documents related to the business activities, administration and management of the Company to fulfill its work responsibilities.
5. Other activities of the Audit Committee (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/
1	Mr. Kim Ngoc Nhan	02/11/1974	Master	09/04/2008
2	Mr. Nguyen Van Phi	16/11/1977	Bachelor	06/01/2022
3	Mrs. Dinh Thi Thuy	25/10/1979	Bachelor	25/02/2014
4	Mr. Tran Van Trung	20/10/1979	Bachelor	20/06/2015
5	Mr. Nguyen Ngoc Tu	02/09/1980	Bachelor	19/04/2017

V. Chief Accountant

Name	Date of birth	Qualification	Date of appointment/ dismissal
Mrs. Dinh Thi Thuy	25/10/1979	Bachelor	16/03/2015

VI. Training courses on corporate governance:

Training courses on corporate governance is always a concern of the Company. The BOD and other managerial leaders participate in those courses according to regulations to grasp information on relevant legal regulations to apply to management activities.

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

See attached document

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: None.
- 4.1. Transactions between the Company and the company that its members of Board of Management, the Board of Supervisors, Director CEO 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, CEO 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, General Director CEO 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
See attached document
2. Transactions of internal persons and affiliated persons with shares of the Company
See attached document

IX. Other significant issues: None.

Recipients:

- As above;
- BOD;
- CEO;
- Archives.

CHAIRMAN OF THE BOARD OF DIRECTORS

(Sign, full name and seal)



CHỦ TỊCH HĐQT
Phạm Minh Phúc

Hanoi, 24th January 2025

LIST OF INSIDERS AND RELATED PERSONS OF THE COMPANY'S INSIDERS

(Updated as of December 31, 2024. Attached: Corporate Governance Report for the Year 2024 No 01/2025/BC-CMH)

1. List of Insiders and Related Persons

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	PeriodNumber of Shares Owned at the End of the Period	Percentage of Shares Owned at the End of the Period
1	Pham Minh Phuc		Chairman			27/04/2018			Chairman	3.291.200	12,931%
1.1	Pham Minh Duc								Father		0,000%
1.2	Nguyen Xuan Trach								Father-in-law		0,000%
1.3	Do Thi Bong								Mother-in-law		0,000%
1.4	Nguyen Thi Thu Phuong								wife	3.450	0,014%
1.5	Pham Minh Hau								younger brother		0,000%
1.6	Nguyen Thi Thuy Le								sister-in-law		0,000%
1.7	Pham Minh Hoa								younger sister	2.300	0,009%
1.8	Pham Minh Nguyen								Child		0,000%
1.9	Pham Minh Khang								Child		0,000%
1.10	Ta Hoang Linh								sister-in-law		0,000%
1.11	Pham Gia Tuan								younger brother		0,000%
2	Nguyen Duc Huong		Board Member			22/11/2021			Board Member	4.282.800	16,827%
2.1	Hoang Phuong Thao								wife	250.800	0,985%

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2.2	Tran Thi Ne								Mother		0,000%
2.3	Nguyen Hoang Duy		Board Member						Child	45.200	0,178%
2.4	Nguyen Hoang Anh								Child		0,000%
2.5	Nguyen Hoang Nhi								Child		0,000%
2.6	Nguyen Thi Minh								Sister		0,000%
2.7	Do Hong Sinh								Brother-in-law		0,000%
2.8	Nguyen Thi Lien								Sister		0,000%
2.9	Ha Van Nang								Brother-in-law		0,000%
2.10	Nguyen Thi Hoa								Younger sister		0,000%
2.11	Vu Tien Khoa								Brother-in-law		0,000%
2.12	Nguyen Van Sang								Brother		0,000%
2.13	Nguyen Thi Hong								Younger sister-in-law		0,000%
2.14	Nguyen Khac Bang								Brother		0,000%
2.15	Hoang Thi Nhan								Younger sister-in-law		0,000%
2.16	Vu Thi Thanh Luan								Younger sister-in-law		0,000%
2.17	Nguyen Thi Ut								Younger sister		0,000%
2.18	Hoang Van Yen								Brother-in-law		0,000%
3	Kim Ngoc Nhan		CEO			27/04/2018			CEO	300.000	1,179%
3.1	Kim Van Dao								Father		0,000%
3.2	Nguyen Thi Yen								Mother		0,000%
3.3	Pham Tho Yen								Father-in-law		0,000%

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3.4	Pham Thi Hieu								wife	5.750	0,023%
3.5	Kim Thi Oanh								Younger sister	575	0,002%
3.6	Kim Van Nghia								Younger brother	575	0,002%
3.7	Kim Tuan Anh								Younger brother	1.150	0,005%
3.8	Kim Thi Van Anh								Younger sister		0,000%
3.9	Nguyen Thi Minh Huong								Younger sister-in-law		0,000%
3.10	Phung Thi Thao								Younger sister-in-law		0,000%
3.11	Dang Van Hung								Brother-in-law		0,000%
3.12	Nguyen Van Thuong								Brother-in-law		0,000%
4	Dinh Thi Thuy		D. CEO/Chief Accountant			25/02/2014			D. CEO/Chief Accountant	114.686	0,451%
4.1	Dinh Hong Thanh								Father		0,000%
4.2	Dang Thi Tha								Mother	1.150	0,005%
4.3	Cao Minh Nga								Mother-in-law		0,000%
4.4	Nguyen Huu Manh								Husband	575	0,002%
4.5	Nguyen Quynh Trang								Child		0,000%
4.6	Nguyễn Quang Huy								Child		0,000%
4.7	Dinh Thi Thu Thao								Younger sister	575	0,002%
4.8	Dao Tien Chien								Brother-in-law		0,000%
4.9	Dinh Nam Thang								younger brother		0,000%
4.10	Nguyen Thi Khanh linh								Younger sister-in-law		0,000%
5	Nguyen Ngoc Tu		PTGD			14/04/2017			D. CEO	23	0,000%

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5.1	Pham Thi Diep								Mother		0,000%
5.2	Nguyen Thi Bich								Mother-in-law		0,000%
5.3	Truong Thuy Lien								wife		0,000%
5.4	Nguyen Ngoc Mai								younger brother		0,000%
5.5	Nguyen Thi Kim Dung								Sister		0,000%
5.6	Nguyen Truong An								Brother-in-law		0,000%
5.7	Le Dinh Thanh								Brother-in-law		0,000%
6	Tran Van Trung		PTGD			30/06/2015			D. CEO		0,000%
6.1	Tran Trung Chinh								Father		0,000%
6.2	Pham Thi Chuong								Mother		0,000%
6.3	Tran Duc Hoc								Father-in-law		0,000%
6.4	Do Thi Nguyen								Mother-in-law		0,000%
6.5	Tran Thi Thuy Trang								wife		0,000%
6.6	Tran Thi Chinh								Younger sister		0,000%
6.7	Nguyen Manh Lan								Brother-in-law		0,000%
7	Nguyen Van Phi		PTGD			06/01/2022			D. CEO	34	0,000%
7.1	Tran Thi Thanh Ha								wife		0,000%
7.2	Nguyen Van Phe								Father		0,000%
7.3	Phan Thi Biet								Mother		0,000%
7.4	Nguyen Ha Vy								Child		0,000%
7.5	Nguyen Thi Phuong Chi								Child		0,000%

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7.6	Nguyen Minh Phu								Child		0,000%
8	Nguyen Hoang Duy		Board Member			29/04/2022			Board Member	45.200	0,178%
8.1	Nguyen Duc Huong		TVHĐQT						Father	4.282.800	16,827%
8.2	Do Thi Tuyet Loan								Mother		0,000%
8.3	Nguyen Hoang Anh								Younger sister		0,000%
8.4	Nguyen Hoang Nhi								Younger sister		0,000%
9	Nguyen Thi Bich Loc		Board Member			29/04/2022			Board Member		0,000%
9.1	Nguyen Xuan Lai								Father		0,000%
9.2	Nguyen Anh Tai								Father		0,000%
9.3	Nguyen Thanh Binh								Younger father		0,000%
9.4	Nguyen Van Anh								Younger sister-in-law		0,000%
9.5	Nguyen Quynh Huong								Child		0,000%
9.6	Nguyen Quynh Anh								Child		0,000%

2. Changes in the List of Internal Shareholders and Related Persons

- The list of internal shareholders and related persons increased: None

Hanoi, 24th January 2025

TRANSACTIONS OF INTERNAL PERSONS AND AFFILIATED PERSONS WITH SHARES OF THE COMPANY

(Updated as of December 31, 2024. Attached: Corporate Governance Report for the Year 2024 No 01/2025/BC-CMH)

No.	Transaction executor	Relationship with internal persons	Number of shares 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.)
			Number of shares	Percentage	Number of shares	Percentage	
1	Hoang Thi Nhan	Younger sister-in-law of Board Member	0	0%	0	0%	Sell 5,000 shares and buy 5,000 shares during the period