

REPORT ON CORPORATE GOVERNANCE
(year 2024)

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

- Name of company: B.C.H JOINT STOCK COMPANY
- Address of head office: Km 77+500, Kim Lien Commune, Kim Thanh District, Hai Duong Province, VietNam.
- Tel: 022 0356 0641 Fax: 022 0356 0642
- Email: Info@bch.com.vn Website: www.bch.com.vn
- Charter Capital: 190.000.000.000 VND
- Stock symbol: BCA
- Governance model: General Meeting of Shareholders, Board of Director, Board of Supervisors and General Directors.

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
01/2024/NQ-ĐHĐCĐ	22/04/2024	<ul style="list-style-type: none">- To approve the Board of Directors' report on the 2023 business results and the 2024 business plan.- To approve the Board of Management's report on the 2023 business results and the 2024 business plan.- To approve the Board of Supervisors' report on the 2023 business results and the 2024 business plan.- To approve the financial statements for 2023.- To approve 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 - To approve the selection of the auditing firm for the 2024 financial statements. - To approve the 2024 business plan. - To approve the execution of the subsidiary investment plan. - To approve the amendment of the Company's Charter - To approve the liquidation policy and disposing of the Company's assets - To approve the private placement plan to increase the Company's Charter Capital
02/2024/NQ-ĐHĐCĐ	12/06/2024	- To approve the audited financial statements for 2023
03/2024/NQ-ĐHĐCĐ	01/10/2024	- To approve the private placement plan to increase the company's charter capital in 2024 - To approve the list of professional securities investors participating in the private placement of share in 2024 - To approve the amendment of the Company's Charter

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 Phạm Bá Phú	Chairman		
2	Mr. Đặng Ngọc Hưng	Member of BoD, CEO		
3	Mr. Nguyễn Tổng Thắng	Independent member of BoD		

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 Phạm Bá Phú	15/15	100%	
2	Mr. Đặng Ngọc Hưng	15/15	100%	
3	Mr. Nguyễn Tổng Thắng	15/15	100%	

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

In 2024, the Board of Directors (BoD) conducted supervisory and inspection activities for the Board of Management in accordance with the provisions of the Company's Charter and operating regulations of the BoD, aiming to implement business plans and promptly address any arising issues. Specifically:

- Implement the 2024 business plan based on the adherence to the resolution of the annual General meeting of shareholders.

- Develop, lead and collaborate with the Board of Management in shaping the Company's strategic direction.

- Closely monitor, identify key directions and tasks, and allocate necessary resources, including human capital, financial investments, operational systems, to drive business performance.

- The BoD has ensured that all activities of the Board of Management comply with the law and follow the orientations of the General Meeting of Shareholders and the BoD.

4. Activities of the Board of Directors' subcommittees:

The Board of Directors didnot establish any subcommittees.

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

No.	Resolution/ Decision No.	Date	Content	Approval rate	Note
1	01/NQ-HĐQT	02/01/2024	Approving the 2024 business and production plan of the Company's Subsidiary	100%	Not subject to disclosure obligations
2	02/NQ-HĐQT	05/01/2024	Approving the transactions with Company's related parties	100%	
3	03/NQ-HĐQT	06/03/2024	Approving the plan to organize the 2024 annual general meeting of shareholders	100%	
4	04/NQ-HĐQT	18/03/2024	Approving the 2024 business and production plan of TuyenQuang Iron Steel Company Limited	100%	Not subject to

No.	Resolution/ Decision No.	Date	Content	Approval rate	Note
					disclosure obligations
5	05/NQ-HĐQT	03/04/2024	Approving the plan to carry out written comment to ratify a resolution of the GMS	100%	
6	06/NQ-HĐQT	10/04/2024	Approving for borrowing, using assets as collateral for TuyenQuang Iron Steel Company Limited at BIDV NamThaiNguyen	100%	Not subject to disclosure obligations
7	07/NQ-HĐQT	03/05/2024	Approving the plan to carry out written comment to ratify a resolution of the GMS	100%	
8	08/NQ-HĐQT	15/05/2024	Approving the changes of Chief Accountant, Corporate Governance Officer and appointing the Deputy General Director	100%	
9	09/NQ-HĐQT	08/07/2024	Approving the plan to carry out the second written comment to ratify a resolution of the GMS	100%	
10	10/NQ-HĐQT	03/10/2024	Approving the implementation of a private placement of shares to increase the company's charter capital in 2024	100%	
11	11/NQ-HĐQT	04/10/2024	Approving the detailed disbursement plan for using the proceeds from the private placement of shares to increase the company's charter capital in 2024	100%	
12	12/NQ-HĐQT	05/10/2024	Approving the registration dossier for the private placement of shares	100%	
13	13/NQ-HĐQT	27/11/2024	Approving borrowing and using assets as collateral ant BIDV HaiDuong	100%	
14	14/NQ-HĐQT	31/12/2024	Adjusting the detailed disbursement plan for using the proceeds from the private placement of shares	100%	
15	15/NQ-HĐQT	31/12/2024	Approving the registration dossier for the private placement of shares	100%	

III. Board of Supervisors (annual report):

1. Information about members of Board of Supervisors:

No.	Members of Board of Supervisors	Position	The date becoming/ceasing to be the member	Qualification
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			of the Board of Supervisors	
1	Mr. Lê Thanh Tuấn	Head of Board of Supervisors		Bachelor of Laws
2	Mr. Vũ Văn Dương	Members of Board of Supervisors		Bachelor of Accounting
3	Ms. Nguyễn Thị Linh	Members of Board of Supervisors		Bachelor of Accounting

2. Meetings of Board of Supervisors:

No.	Members of Board of Supervisors	Numbers of meeting attended	Attendance rate	Voting rate	Reasons for absence
1	Mr. Lê Thanh Tuấn	04	100%	100%	
2	Mr. Vũ Văn Dương	04	100%	100%	
3	Ms. Nguyễn Thị Linh	04	100%	100%	

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

In 2024, the Board of Supervisors conducted inspections and oversight of the Board of Directors and the Board of Management to ensure their adherence to the Company's Charter in managing and operating the Company. The Board of Supervisors also collaborated closely with these bodies to oversee the company's operations, ensuring compliance with all laws, regulations and safeguarding the interests of shareholders.

Based on the oversight results, the annual General Meeting of Shareholders in 2024 and the written comment of shareholder were effectively implemented in accordance with the law and the Company's Charter. The Board of Supervisors acknowledges the Board of Directors and the Board of Management for fulfilling their assigned duties and providing timely and comprehensive information and documentation related to the company's management, operations and business activities. This has enabled the Board of Supervisors to effectively carry out its oversight responsibilities as mandated by law and the Company's Charter.

In 2024, no shareholders or group of shareholders submitted any documents to the Board of Supervisors requesting an audit of matters related to the management and operation of the Board of Directors, Management Board, and other company operations.

4. The coordination among the Board of Supervisors, the Board of Management,

Board of Directors and other managers:

- The Board of Supervisors has proactively communicated with the Board of Directors, the Board of Management and other managers regarding the content and plans for audits and supervision. The Board of Supervisors must also actively cooperate in implementing the supervision and inspection tasks to ensure the appropriateness of decision-making authority. Review and verify the Company's internal management documents to ensure compliance with newly enacted laws and regulations and the Company's development situation;

- In 2024, the board of supervisors conducted reviews of the financial statements, ensuring that they accurately reflect the Company's business operations and financial position at the reporting date;

- The Board of Supervisors has collaborated with the Board of Directors, the Board of Management in preparing and developing the registration dossier for the private placement of shares to increase the Company's Charter Capital, in accordance with the General Meeting of Shareholders' resolution.

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	Mr Đặng Ngọc Hưng – CEO	03/06/1979	MBA	
2	Ms. Lê Thu Phương – Deputy general director	17/07/1983	Bachelor of Accounting and Finance	From 15/05/2024

V. Chief Accountant

Name	Date of birth	Qualification	Date of appointment/ dismissal
Ms. Lê Thu Phương	17/07/1983	Bachelor of Accounting and Finance	Dismissal from 15/05/2024
Ms. Đặng Thị Tuyết Dung	16/03/1972	Bachelor of Accounting and Finance, MBA	From 15/05/2024

VI. Training courses on corporate governance:

Training courses on corporate governance were involved by members of Board of Directors, the Board of Supervisors, Director (General Director), other managers and secretaries in accordance with regulations on corporate governance: no

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	Phạm Bá Phú	-	Chairman			-	-		Internal Person, Blockholder
2	Đặng Ngọc Hưng	-	Member of BoD, CEO			-	-		Internal Person, Blockholder
3	Nguyễn Tổng Thắng	-	Independent member of BoD			-	-		Internal Person
4	Lê Thanh Tuấn	-	Head of Board of Supervisors			-	-		Internal Person
5	Nguyễn Thị Linh	-	Members of Board of Supervisors			-	-		Internal Person
6	Vũ Văn Dương	-	Members of Board of Supervisors			-	-		Internal Person
7	Lê Thu Phương	-	Deputy General Director, Corporate governance officer			-	-		Internal Person, Blockholder
8	Đặng Thị Tuyết Dung	-	Chief Accountant			15/05/2024	-		Internal Person

9	Nguyễn Thị Thúy Ngân	-	-			30/06/2022	15/05/2024	dismissal	-
10	Công ty TNHH Gang thép Tuyên Quang	-	-			27/12/2023	-		Subsidiary company

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
1	TuyenQuang Iron Steel Company Limited	Subsidiary company			The year 2024	02/NQ-HĐQT dated 05/01/2024	- Purchase goods and services: 7.560.000 VND - Payment for goods and services: 7.560.000 VND - Sell goods and services: 2.988.429.305.827 VND - Received the payment for goods and services: 2.749.416.756.947 VND

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).

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 (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
I	Phạm Bá Phú	-	Chairman			1.726.000	9,08%	
1	Phạm Bá Thạc	-	-			0	0	Father
2	Nguyễn Thị Phần	-	-			0	0	Mother
3	Đặng Văn Hường	-	-			0	0	Father in law
4	Nguyễn Thị Ân	-	-			0	0	Mother in law
5	Đặng Thị Chi	-	-			0	0	Wife
6	Phạm Bá Tùng	-	-			0	0	Son
7	Phạm Tùng Bách	-	-			0	0	Son
8	Phạm Minh Phúc	-	-			0	0	Son
9	Phạm Thị Thuán	-	-			100	0,0005	Sister
10	Phạm Thị Thuận	-	-			0	0	Sister
11	Phạm Thị Tươi	-	-			100	0,0005	Sister
12	Nguyễn Hồng Nam	-	-			100	0,0005	Brother in law
13	Phạm Trí Thành	-	-			0	0	Brother in law
II	Đặng Ngọc Hưng	-	Member of			1.126.000	5,93%	

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8	Nguyễn Tổng Kiên	-	-	-			0	0	Brother
9	Nguyễn Tổng Quyết	-	-	-			0	0	Brother
10	Nguyễn Tổng Chiến	-	-	-			0	0	Brother
IV	Lê Thu Phương	-	-	Deputy General Director, Corporate governance officer			1.343.000	7,068%	
1	Phạm Thị Hiệp	-	-	-			0	0	Mother
2	Nguyễn Duy Ường	-	-	-			0	0	Father in law
3	Đặng Thị Minh	-	-	-			0	0	Mother in law
4	Nguyễn Duy Quang	-	-	-			0	0	Husband
5	Nguyễn Duy Vinh	-	-	-			0	0	Son
6	Nguyễn Phương Dung	-	-	-			0	0	Daughter
7	Lê Hồng Thanh	-	-	-			0	0	Brother
8	Lê Thị Thanh Hòa	-	-	-			0	0	Sister
V	Lê Thanh Tuấn	-	-	Head of Board of Supervisors			713.000	3,75%	
1	Lê Xuân Hậu	-	-	-			0	0%	Father
2	Lê Thị Nhỏ	-	-	-			0	0%	Mother
3	Trần Đức Duống	-	-	-			0	0%	Father in law
4	Vũ Thị Phương	-	-	-			0	0%	Mother in law

5	Trần Thị Bích Liên	-	-	-				0	0%	Wife
6	Lê Thị Thanh Thảo	-	-	-				0	0%	Daughter
7	Lê Nam Khánh	-	-	-				0	0%	Son
8	Lê Thanh Hiền	-	-	-				0	0%	Brother
9	Võ Thị Hồng Ngọc	-	-	-				0	0%	Sister in law
10	Lê Thị Mỹ Dung	-	-	-				0	0%	Sister
11	Nguyễn Thanh Liêm	-	-	-				0	0%	Brother in law
12	Lê Thanh Hùng	-	-	-				0	0%	Brother
13	Hoàng Thị Oanh	-	-	-				0	0%	Sister in law
VI	Vũ Văn Dương	-	-	Member of Board of Supervisors				63.000	0,33%	
1	Vũ Văn Hà	-	-	-				0	0	Father
2	Nguyễn Thị Huệ	-	-	-				0	0	Mother
3	Nguyễn Văn Phồn	-	-	-				0	0	Mother in law
4	Nguyễn Thị Dung	-	-	-				0	0	Father in law
5	Vũ Quốc Thái	-	-	-				0	0	Brother
6	Nguyễn Thị Anh	-	-	-				0	0	Wife
7	Vũ Quỳnh Như	-	-	-				0	0	Daughter
VII	Nguyễn Thị Linh	-	-	Member of Supervisor				38.000	0,2%	
1	Nguyễn Thị Lương	-	-	-				0	0	Mother

2	Nguyễn Văn Hoàn	-	-				0	0	Father in law
3	Nguyễn Quang Hưng	-	-				0	0	Husband
4	Nguyễn Thị Bình	-	-				0	0	Sister
5	Nguyễn Duy Long	-	-				0	0	Brother
VIII	Đặng Thị Tuyết Dung	-	Chief Accountant				0	0%	
1	Nguyễn Ngọc Quyển	-	-				0	0	Husband
2	Nguyễn Hoàng Nam	-	-				0	0	Son
3	Nguyễn Minh Phụng	-	-				0	0	Daughter
4	Đặng Thuận	-	-				0	0	Father
5	Trần Thị Nhạn	-	-				0	0	Mother
6	Nguyễn Duy Hình	-	-				0	0	Father in law
7	Nguyễn Thị Chiết	-	-				0	0	Mother in law
8	Đặng Tiến Dũng	-	-				0	0	Brother
9	Đặng Ánh Dương	-	-				0	0	Brother
10	Nguyễn Thị Khiêm	-	-				0	0	Sister in law
11	Nguyễn Thị Nguyệt	-	-				0	0	Sister in law

2. Transactions of internal persons and affiliated persons with share of the company: No

IX. Other significant issues: no

Recipients:

- HNX;
- Archived;

**CHAIRMAN OF THE BOARD
OF DIRECTORS**

(Sign, full name and seal)



Phạm Bá Phú