

DS3 JOINT STOCK COMPANY CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập – Tự do – Hạnh phúc

No: 02/BCQT – DS3

Quảng Ninh, date 26 month 1, year 2024

REPORT ON CORPORATE GOVERNANCE
(Year 2024)

To:

- The State Securities Commission;
- Hanoi Stock Exchange.

- Name of company: DS3 joint stock company
- Address of headoffice: Group 2, Zone 2, Hong Ha Ward, Ha Long City, Quang Ninh Province.
- Telephone: (0203) 3835 799 Fax: Email: ds3@ds3.vn
- Charter capital: 106.697.300.000 đồng
- Stock symbol: DS3
- Governance model:
 - + General Meeting of Shareholders, Board of Directors, Board of Supervisors, General Director and Director.
- The implementation of internal audit: Not yet implemented:

I. Activities of the General Meeting of Shareholders

No.	Resolution/Decision No.	Date	Content
1	01/2024/NQ-ĐHĐCĐ	18/05/2024	The 2024 Annual General Meeting of Shareholders approved the following contents: 1. Approval of the Report of the Board of Directors and the Board of Management on the activities in 2023 and the Operational Plan for 2024; 2. Approval of the Supervisory Board's Operational Report in 2023 and the Operational Direction for 2024; 3. Approval of the Audited Financial Statements in 2023;

			4. Approval of the list of independent auditors of the Company's 2024 Financial Statements; 5. Approval of the 2023 profit distribution plan; the payment of remuneration to the Board of Directors and the Supervisory Board in 2023 and the Remuneration Payment Plan of the Board of Directors and the Supervisory Board in 2024.
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II. Board of Directors (year 2024):

1. Information about the members of the Board of Directors:

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	Mr. Hoang Ha Phuong	Chairman of the board of directors	18/04/2023	
2	Mr. Nguyen Quang Hai	Non-executive members of the Board of Directors	28/06/2022	
3	Mr. Dao Vu chinh	Board of Directors' members and Ceo	18/04/2023	
4	Ms. Nguyen Thi Minh Thu	Non-executive members of the Board of Directors	28/06/2022	
5	Mr. Nguyen Van Dung	Independent members of the Board of Directors	18/04/2023	

2. Meetings of the Board of Directors:

No.	Board of Director' member	Number of meetings attended by Board of Directors	Attendance rate	Reasons for absence
1	Mr. Hoang Ha Phuong	8/8	100%	
2	Mr. Nguyen Quang Hai	8/8	100%	
3	Mr. Dao Vu chinh	8/8	100%	
4	Ms. Nguyen Thi Minh Thu	8/8	100%	
5	Mr. Nguyen Van Dung	8/8	100%	

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

The Board of Directors regularly and continuously monitors the activities of the Board of Directors and other management departments to ensure that the Company's operations are safe, in compliance with the law, and properly implemented in accordance with the Resolutions and Decisions of the General Meeting of Shareholders and the Board of Directors, and the Company's Charter. Regularly and fully receiving reports from the Board of Directors and providing timely instructions.

4. Activities of the Board of Directors' subcommittees (If any)

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

No.	Resolution/Decision No.	Date	Content	Approval rate
1	02/NQ-HĐQT	01/04/2024	On approving the convening of the 2024 Annual General Meeting of Shareholders	Qualify to pass

III. Board of Supervisors (annual report):

1. Information about members of Board of Supervisors or Audit Committee:

No.	Members of Board of Supervisors	Position	The date becoming/ceasing to be the member of the Board of Supervisors	Qualification
1	Ms. Le Thuy Diep	Head of Control Board	28/06/2022	
2	Ms. Nguyen Thi Minh Ngoc	Supervisors	18/04/2023	
3	Ms. Hoang Thi Thu Hao	Supervisors	18/04/2023	

2. Meetings of Board of Supervisors

No.	Members of Board of Supervisors	Number of meetings attended	Attendance rate	Voting rate	Reasons for absence
1	Ms. Le Thuy Diep	01	100%	100%	
2	Ms. Nguyen Thi Minh Ngoc	01	100%	100%	
3	Ms. Hoang Thi Thu Hao	01	100%	100%	

3. Supervising Board of Directors, Board of Management and shareholders by Board of Supervisors or Audit Committee: Issue regulations on the operation of the Board of Supervisors, supervise the implementation of resolutions of the General Meeting of Shareholders and resolutions of the Board of Directors.

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

In 2024, the Board of Directors, the Supervisory Board and the Executive Board will always coordinate closely on the principle of the highest interests of the Company and Shareholders, fully complying with the provisions of the Law and the Corporate Governance Regulations. The Board of Directors and the Executive Board will always create favorable conditions for the Supervisory Board in the process of performing its functions, duties and powers.

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

IV. Board of Management

<i>No.</i>	<i>Members of Board of Management</i>	<i>Date of birth</i>	<i>Qualification</i>	<i>Date of appointment/ dismissal of members of the Board of Management/</i>
1	Mr. Dao Vu Chinh	12/11/1982	engineer	<i>appointment</i> 15/02/2023
2	Mr. Hoang Thanh Tung	09/10/1985	engineer	<i>appointment</i> 18/04/2023

V. Chief Accountant

<i>No.</i>	<i>Members of Board of Management</i>	<i>Date of birth</i>	<i>Qualification</i>
Ms. Luu Thi Ly	24/09/1986	Bachelor of Economics	<i>appointment</i> 17/05/2023

VI. Training courses on corporate governance:

In 2024, members of the Board of Directors, members of the Supervisory Board, the Executive Board and managers attended seminars and training courses on corporate governance.

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 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
				NSH No.*	date of issue	place of issue					
1	Hoang Ha Phuong		Chairman of the board of directors					18/04/2023			Insider
2	Nguyen Quang Hai		Non-executive members of the Board of Directors					28/06/2022			Insider
3	Dao Vu Chinh		Board of Directors' members and Ceo					15/02/2023			Insider
4	Nguyen Thi Minh Thu		Non-executive members of the Board of Directors					28/06/2022			Insider
5	Nguyen Van Dung		Independent members of the					18/04/2023			Insider

11	Song Hong Construction Joint Stock Company										Business cooperation
12	AST Tourism Joint Stock Company										Investment cooperation
13	Nalico Construction Investment Joint Stock Company									Cho vay vốn, chủ đầu tư	Business loan contract, Construction contract
14	Nguyen Thi Viet Loan										Hotel for rent

Note:

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

- Mr. Hoang Ha Phuong - Chairman of the Board of Directors lent the Company VND 3,400,000,000 (Three billion, four hundred million VND!) in the first 6 months of 2024 with an interest rate of 5%/year.

- Borrowed and paid off the loan from Mr. Dao Vu Chinh - General Director, the amount was VND 250,000,000 (Two hundred and fifty million VND) with an interest rate of 0%. The outstanding loan balance as of December 31, 2024 with Mr. Dao Vu Chinh was VND 250,000,000.

- Mr. Nguyen Quang Hai - Member of the Board of Directors lent the Company VND 450,000,000, with an interest rate of 5%/year.

- The outstanding long-term loan balance of Nalico Construction Investment Joint Stock Company as of December 31, 2024 is VND 7,870,000,000 with an interest rate of 6%/year.

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: Không có

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).

Main transactions with related parties:

• Nalico Construction Investment Joint Stock Company lends capital to the Company specifically:

- Repaying loans to Nalico Construction Investment Joint Stock Company.

- Paying short-term and long-term interest on loans to Nalico Construction Investment Joint Stock Company.

- Purpose of borrowing capital:

+ Returning the capital contribution of An Phu Two-Member LLC to DS3 Joint Stock Company according to Investment and Business Cooperation Contract No. 18.1/2018/HDHTKD-DDS3-AP dated August 24, 2018 between DS3 Joint Stock

Company and An Phu Two-Member LLC with a value of VND 11,289,950,000 (Eleven billion, two hundred and eighty-nine million, nine hundred and fifty thousand dong).

+ Payment for the transfer of all capital contributions at Duong An Phu Company Limited by An Phu Company Limited with the capital contribution value of: VND 7,350,000,000 (Seven billion, three hundred and fifty million VND);

+ Serving production and business activities during the period.

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:

- Interest payable to Mr. Hoang Ha Phuong - Chairman of the Board of Directors as of December 31, 2024 is VND 53,786,301

- Interest payable to Mr. Nguyen Quang Hai - Member of the Board of Directors as of December 31, 2024 is VND 94,413,698.

VIII. Share transactions of internal persons and their affiliated persons (Semi-annual report/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	Hoàng Hà Phương		Chủ tịch HĐQT			2.440.700	22,87%	
	Do Thuy Hang					0		wife
	Hoang Ha Linh					0		Con đẻ
	Hoang Ha Nam					0		Con đẻ
	Hoang Bao Linh					0		Con đẻ
	Hoang Minh Tuong					0		Bố đẻ
	Pham Thi That					0		Mẹ đẻ
	Do Van Tam					0		Bố vợ
	Pham Thi Lap					0		Mẹ vợ

	Hoang Thi Huong Lan					0		Em ruột
2	Nguyen Quang Hai		TV HDQT			550.000	5,15%	
	Pham Thi Chau					323.000	3,03%	Vợ
	Nguyen Hai Long					350.100	3,28%	Con
	Nguyen Quang Vu					253.000	2,37%	Con
	Nguyen Thi Quat					0		Chị gái
	Nguyen Quang Minh					0		Anh trai
	Nguyen Thi Kim Dung					0		Chị gái
	Nguyen Quang Hung					0		Anh trai
	Nguyen Thi Nhung					0		Em gái
	Nguyen Quang Dung					0		Em trai
3	Dao Vu Chinh		Tổng Giám đốc			0		
	Do Thi Nhan					80.100	0,75%	
	Dao Hai Nam					0		

	Dao Minh Hang					0		
	Dao Trung Chinh					0		Bố đẻ
	Vu Thi Hoa					0		Mẹ đẻ
	Do Van Hue					0		Bố vợ
	Tran Thi Hoi					0		Mẹ vợ
	Dao Vu Hiep					0		Anh ruột
	Pham Thi Nhung					0		Chị dâu
	Dao Thi My Anh					0		Em ruột
	Vu Dinh Diep					0		Em rể
4	Nguyen Thi Minh Thu		TV HĐQT			14.400	0,14%	
	Bui Nhat Le					5000	0,05%	Con
	Le Thi Thanh					0		Chị gái
	Lê Thi Xuan					0		Chị gái
5	Nguyen Van Dung		TV HĐQT Độc lập			20.000	0,19%	
	Vu Thi Thu Thuy					0		Vợ
	Nguyen Vu Tuyet Mai					0		Con

	Nguyen Vu Thien Phuc					0		Con
	Hoang Thi Hien					0		Mẹ đẻ
	Tran Thi Thanh Huong					0		Mẹ vợ
	Vu Ngoc Can					0		Bố vợ
6	Hoang Thanh Tung		Phó Tổng Giám đốc			38.800	0.36%	
	Dam Thi Phuong					0	0%	Vợ
	Hoang Tung Lan					0	0%	Con đẻ
	Hoang Quynh Chi					0	0%	Con đẻ
	Hoang Viet Bach					0	0%	Em ruột
	Vu Thi Lan Anh					0	0%	Em rêu
	Hoang Chi Thanh					0	0%	Bố đẻ
	Nguyen Thi Thanh Ba					0	0%	Mẹ đẻ
	Dam Dinh Quan					0	0%	Bố vợ

	Nguyen Thi Thanh					0	0%	Mẹ vợ
7	Luu Thi Ly		Chief Accountant			113.800	1,07%	
	Dao Van Hung					3.500	0,03%	Chồng
	Dao Duc Giang					0	0%	Con đẻ
	Dao Diep Chi					0	0%	Con đẻ
	Dao Duc Minh					0	0%	Con đẻ
	Luu Van Soan					0	0%	Bố đẻ
	Nguyen Thi Hoa					0	0%	Mẹ nuôi
	Pham Thi Tham					0	0%	Mẹ chồng
	Luu Thi Lai					0	0%	Chị gái
	Tran Van Nguyen					0	0%	Anh rể
	Luu Van Nghia					0	0%	Anh trai
	Do Thi Vui					0	0%	Chị dâu

	Luu Van Dao					0	0%	Em trai
	Vu Thi Hue					0	0%	Em dâu
	Luu Thi Tuoï					0	0%	Em gái
	Hoang Van Thanh					0	0%	Em rể
	Luu Thi Tam					0	0%	Em gái
	Tran Xuan Hau					0	0%	Em rể
8	Le Thuy Diep		Head of Control Board			0		
	Le Van Cong					0		Bố
	Tran Thi Oanh					0		Mẹ
	Nguyen Quoc Anh					0		Chồng
	Nguyen Manh Hieu					0		Con
	Nguyen Ngoc Khanh Linh					0		Con
	Le Thi Thuy Hoa					0		Chị gái
9	Nguyen Thi Minh Ngoc		Supervisors			544.300	5,1%	
	Truong Cong Luong					0		Chồng
	Truong Nguyen Khanh Van					0		Con đẻ

	Truong Nguyen Bao Tran					0		Con đê
	Nguyen Van Thinh					0		Bố đê
	Duong Thi Hoai					0		Mẹ đê
	Nguyen The Vinh					0		Em ruột
	Ngo Thi Thanh Yen					0		Em dâu
	Truong Cong Binh					0		Bố chồng
	Pham Thi Tha					0		Mẹ chồng
	Truong Cong Trong					0		Anh chồng
	Nguyen Thi Hieu					0		Chị Dâu
10	Hoang Thi Thu Hao		Supervisors			31.100	0,29%	
	Le Tuan Anh							Chồng
	Le Hoang Khanh An							Con đê
	Le Gia Bach							Con đê
	Hoang Van Nam							Bố đê
	Hoang Thi Hang							Mẹ đê
	Le Van Viet							Bố chồng

IX. Other significant issues: No.

Recipients:

- As above;
- Archived: VP, TCKT.

CHAIRMAN OF THE BOARD OF DIRECTORS



Hoang Ha Phuong