

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: 02 /2026/BCQT-NH

Ho Chi Minh, day 30th, January, 2026

REPORT ON CORPORATE GOVERNANCE

(Year 2025)

To:

- The State Securities Commission;
- The Hanoi Stock Exchange

- Name of the listed company: **NHI HIEP BRICK-TILE CO-OPERATION**
- Address of headoffice: No 34, DT 743 Street, Tan Dong Hiep Ward, Ho Chi Minh City.
- 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	01/NQ-ĐHĐCĐ	18/4/2025	Resolution of the Annual General Meeting of Shareholders 2025, approving the issues: <ul style="list-style-type: none">- Approval of the 2024 business performance and production results report.- Approval of 2025 business production plan.- Through the Board of Directors' report, the Board of Supervisors' performance report, and the audited 2024 financial report.- Through the approval of the profit distribution targets and the allocation of funds for the year 2025.- Through the authorization for the Board of Directors to sign contracts for transactions with related parties.- Change of Company Headquarters Address/ Change of Company's Headquarters Address to the new address: No. 34, DT 743 Street, Tan Dong Hiep Ward, Di An City, Binh Duong Province. At the same time, amend and supplement the Company's Charter regarding the content related to the change of the Company's headquarters address upon approval from the state management authorities.- Through the authorization for the Board of Directors to select the auditing firm to conduct the financial audit for the year 2025.- Through the exemption of board members starting from April 18, 2025, regarding: Mr. Nguyen Quoc Binh - 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: Mr. Lam Thanh Lam with a rate of 100%. - Agree not to pay dividends in 2024, based on the production and business results of the first 6 months of 2025, the Board of Directors will consider asking for shareholders' opinions.
2	01/NQ-ĐHĐCĐ-BT	16/9/2025	Resolution of the General Meeting of Shareholders in the form of written opinions in 2025, approving the issues: - Through the approval of not distributing dividends for the year 2024 and the interim dividend for the first half of 2025, the specific dividend rate for the year 2025 will be presented to share holder at the annual general meeting in 2026 - Through the amendment and addition of Point 3, Article 2 of the Company Charter regarding the content related to the change of the Company's headquarters address according to the new administrative boundaries, specifically. New address: No. 34, DT 743 Street, Tan Dong Hiep Ward, Ho Chi Minh City

II. Board of Directors:

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

Stt	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	01/01/2026
	Mr. Nguyen Hong Chau	Member of the Board of Directors	22/04/2022	
02	Mr. Pham Thanh Liem	Chairman of the Board of Directors	01/01/2026	
	Mr. Pham Thanh Liem	Member of the Board of Directors	19/4/2024	
03	Mr. Nguyen Quoc Binh	Member of the Board of Directors	22/04/2022	18/4/2025
04	Ms. Lam Thi Mai	Member of the Board of Directors	22/04/2022	
05	Mr. Lam Thanh Lam	Member of the Board of Directors	18/4/2025	
06	Ms. Bui Hoai Chau	Member Independent of the Board of Directors	19/4/2024	

2. Meetings of the Board of Directors:

Stt	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	08	100%	
02	Mr. Nguyen Quoc Binh	02	100%	Date of dismissal 18/4/2025
03	Ms. Lam Thi Mai	08	100%	
04	Ông/Mr Phạm Thanh Liêm	08	100%	
05	Mr. Lam Thanh Lam	06	100%	Date of appointment: 18/4/2025
06	Ms. Bui Hoai Chau	08	100%	

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

In 2025, the Board of Directors supervises the Executive Board on various work matters:

- Develop technical norms for 2025.
- Prepare documents and disclose information for the organization of the 2025 Annual General Meeting of Shareholders, scheduled for April 18, 2025.
- Sign transaction contracts with related parties, namely Binh Duong Materials and Construction Joint Stock Company and Nui Nho Stone Joint Stock Company.
- Promote the search for customers to consume distributed construction materials and implement operational strategies to achieve the 2025 profit plan targets.
- Sign the audit contract for the 2025 financial statements with Southern Auditing and Accounting Financial Consulting Services Co., Ltd.
- Finalize the list of shareholders on August 22, 2025, to collect written opinions from the General Meeting of Shareholders on the following matters:

+ No dividend distribution for 2024 and the first six months of 2025; the specific dividend rate for 2025 will be submitted to shareholders at the 2026 Annual General Meeting of Shareholders.

+ Amend and supplement Clause 3, Article 2 of the Company Charter regarding content related to the change of the Company's head office address in accordance with the new administrative boundary adjustments.

- Negotiate with a partner regarding the transfer of two (02) stone crushing and screening machines, with the transfer price based on market value.
- Finalize the list of shareholders to collect written shareholder opinions, with the record date set for January 6, 2026, expected to be carried out in Q1/2026.

+ Voting content: Matters under the authority of the General Meeting of Shareholders to be approved through written shareholder opinions in accordance with the law and the Charter of Nhi Hiep Brick and Tile Joint Stock Company.

- Cancel the finalized shareholder list for collecting written opinions and instead finalize the shareholder list for organizing the 2026 Annual General Meeting of Shareholders, with the record date set for January 22, 2026.

- Supervise the implementation of and compliance with the Law on Enterprises, the Company Charter, and other relevant regulations.

4. Resolutions/Decisions of the Board of Directors:

No	Resolution/Decision No.	Date	Content	Approval rate
01	13/NK06/NQ-HĐQT	21/02/2025	Through the final registration date to participate in the 2025 Annual General Meeting of Shareholders	100%
02	14/NK06/NQ-HĐQT	27/03/2025	Evaluation of the implementation in Q1 2025 and the direction for Q2 2025, through the organization time and the draft materials for the 2025 Annual General Meeting of Shareholders of the Company	100%
03	15/NK06/NQ-HĐQT	11/8/2025	Assessment of the implementation results for the first six months of 2025 and directions for the third quarter of 2025	100%
04	16/NK06/NQ-HĐQT	29/8/2025	Approval of the operational directions and the contents for collecting shareholders' written opinions	100%
05	17/NK06/NQ-HĐQT	07/11/2025	Assessment of the implementation results for the third quarter of 2025 and directions for the fourth quarter of 2025.	100%
06	18/NK06/NQ-HĐQT	23/12/2025	Finalization of the shareholders' list for the purpose of collecting shareholders' written opinions	100%
07	19/NK06/NQ-HĐQT	31/12/2025	Cancellation of Article 2 of Resolution No. 18/NK06/NQ-HĐQT dated 23 December 2025 regarding the approval of the finalization of the shareholders' list for the organization of the 2026 Annual General Meeting of Shareholders	100%
08	20/NK06/NQ-HĐQT	31/12/2025	Dismissal and election of the Chairman of the Company's Board of Directors	100%
09	01/QĐ-HĐQT	29/8/2025	Decision of the Chairman of the Board of Directors on the change of the seal specimen of Nhi Hiep Brick -Tile Co-Operation	

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 shareholder
2	Nui Nho Stone Joint Stock Company (representing 23.35% of the capital)					April 2024			Major shareholder
3	Song Phan Joint Stock Company					06/5/2016			Subsidiary
4	Mr. Nguyen Hong Chau		Chairman of the Board of Directors, with the dismissal effective from 01 January 2026			15/04/2017			
5	Mr. Pham Thanh Liem		Member of the Board of Directors and elected as Chairman of the Board of Directors with effect from 01 January 2026.			19/4/2024			
6	Ms. Lam Thi Mai		Member of the Board of Directors			15/04/2017			
7	Mr. Nguyen Quoc Binh		Member of the Board of			22/4/2022	18/4/2025	Dismiss	

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. o. or Decision No. approved by General Meeting of Shareholders/ Board of Directors (if any, specifying date of issue)	Content, quantity, total value of transaction	Note
01	Binh Duong Materials and Construction corporation	Major share holder (representing 30% of the capital)	Number: 3700148529 Issued by: Ho Chi Minh City Department of Finance Date of Issue: 31 July 2025	No. 34, DT 743 Street, Tan Dong Hiep Ward, Ho Chi Minh City, Vietnam.	02/01/2025	NQ ĐHĐCĐ	- Distributor contract for the consumption of products and goods. - Contract for stone processing and grinding	
02	Nui Nho Stone Joint Stock Company	Major share holder (representing 23.35% of the capital)	Number: 3700762471 Issued by: Binh Duong Provincial Department of Finance Date of Issue: 12 May 2025	No. 34, DT743 Street, Tan An Quarter, Tan Dong Hiep Ward, Ho Chi Minh City, Vietnam	02/01/2025	NQ ĐHĐCĐ	- Distributor contract for the consumption of products and goods.	

3. Transaction between internal persons of the Company, affiliated persons of the Company's subsidiaries in which the Company takes controlling power.

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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

1. List of insiders and their related persons:

No	Stock symbol	Full Name (*)	Securities trading account (if any)	Position at the Company (if any)	Relationship with internal persons	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
						ID/Registration Document No. (*)	Date of Issue	Place of Issue				
1	2	3	4	5	6	7	8	9	10	11	12	13
1	NHC	Mr. Pham Thanh Liem		Chairman of the Board of Directors								
1.01	NHC	Ms. Nguyen Thi My Hanh			Wife of Mr. Pham Thanh Liem – Chairman of the Board of Directors							
1.02	NHC	Ms. Pham Bao Chau			Daughter of Mr. Pham Thanh Liem – Chairman of the Board of Directors							
1.03	NHC	Ms. Pham Bao Ngoc			Daughter of Mr. Pham Thanh Liem – Chairman of the Board of Directors							

1.04	NHC	Pham Minh Hien																	Minor
1.05	NHC	Mr. Pham Cong Minh																	
1.06	NHC	Ms. Nguyen Thi Phuoc																	
1.07	NHC	Mr. Pham Thanh Tam																	
1.08	NHC	Ms. Pham Thi Dieu Hien																	
1.09	NHC	Ms. Pham Thi Thu Nga																	
1.10	NHC	Ms. Do Thi Thao Suong																	
1.11	NHC	Mr. Tran Tan Kiet																	

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2.05	NHC	Ms. Nguyen Minh Nguyet Van				Older sister of Mr. Nguyen Hong Chau – Member of the Board of Directors													
2.06	NHC	Ms. Nguyen Ngoc Dieu				Younger sister of Mr. Nguyen Hong Chau – Member of the Board of Directors													
2.07	NHC	Ms. Nguyen Thanh Thuy				Younger sister of Mr. Nguyen Hong Chau – Member of the Board of Directors													
2.08	NHC	Binh Duong Materials and Construction corporation				Mr. Nguyen Hong Chau is the Deputy General Director													
2.09	NHC	High-Grade Brick and Tile Joint Stock Company				Mr. Nguyen Hong Chau is the Head of the Board of Supervisors													
3	NHC	Ms. Lam Thi Mai	003C037283/ 030C201989			Member of the Board of Directors													
3.01	NHC	Mr. Nguyen Duc Thuan				Husband of Ms. Lam Thi Mai – Member of the Board of Directors													
3.02	NHC	Nguyen Thanh Thuy				Daughter of Ms. Lam Thi Mai – Member of													

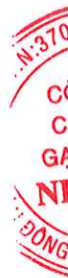
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5.03	NHC	Ms. Nguyen Thi Ngoc Thanh						Older sister of Mr. Nguyen Quoc Binh – Member of the Board of Directors								
5.04	NHC	Ms. Nguyen Thi Thu Thuy						Older sister of Mr. Nguyen Quoc Binh – Member of the Board of Directors								
5.05	NHC	Mr. Nguyen Quoc Thai						Older brother of Mr. Nguyen Quoc Binh – Member of the Board of Directors								
5.06	NHC	Mr. Nguyen Thanh Thong						Older brother of Mr. Nguyen Quoc Binh – Member of the Board of Directors								
5.07	NHC	Mr. Nguyen Thanh Hai						Older brother of Mr. Nguyen Quoc Binh – Member of the Board of Directors								
5.08	NHC	Ms. Nguyen Thi Thu Ha						Older sister of Mr. Nguyen Quoc Binh – Member of the Board of Directors								
5.09	NHC	Ms. Nguyen Thi Thu An						Older sister of Mr. Nguyen Quoc Binh – Member of the Board of Directors								

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

In 2025, 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.)
04	Nui Nho Stone Joint Stock Company	Mr. Pham Thanh Liem and Ms. Lam Thi Mai-Member of the Board of Directors of Nhị Hiệp Brick Tile co-operation	595.242	710.242	Increase ownership rate

X. Other significant issues.

CHAIRMAN OF THE BOARD OF DIRECTORS



PHAM THANH LIEM



