

No.: /BC-THQTCĐ

Dong Nai, day month year 202

CORPORATE GOVERNANCE REPORT
(Year 2025)



**To: - State Securities Commission of Viet Nam;
- Hanoi Stock Exchange.**

DONG NAI BUILDING MATERIAL AND FUEL JOINT STOCK

- **Head office address:** 255B Pham Van Thuan Street, Tam Hiep Ward, Dong Nai Province.
- **Telephone:** 0251 3819 431 Fax: 0251 3822 014
- **Email:** phong.tochuc@chatdotdongnai.com
- **Charter capital:** VND 158,480,630,000
- **Stock code:** BMF
- **Corporate governance model:**
General Meeting of Shareholders; Board of Directors; Board of Supervisors and Director.
Implementation of the internal audit function: Not yet implemented.

I. Activities of the General Meeting of Shareholders

Information on meetings and Resolutions/Decisions of the General Meeting of Shareholders (including Resolutions of the General Meeting of Shareholders adopted in the form of written consultation) in the first 6 months of 2025, as follows:

No.	Resolution/Decision No.	Date	Contents
1	256/2025/NQ-ĐHĐCĐ	25/4/2025	Resolution of the 2025 Annual General Meeting of Shareholders approving matters within its authority, specifically as follows: <ul style="list-style-type: none">- Report on the Board of Directors' activities in 2024 and the operating orientation for 2025.- Report on 2024 business performance results and the 2025 business plan of the Company's Executive Management.- Audited financial statements for 2024.- Submission on finalization of remuneration for the Board of Directors and the Board of Supervisors in 2024 and the remuneration payment plan for the Board of Directors and the Board of Supervisors in 2025.- Submission on the profit distribution plan and dividend payment for 2024; profit distribution plan and dividend payment plan for 2025.- Board of Supervisor's report at the 2025 Annual General

review of the semi-annual financial statements and the audit of the 2025 financial statements.

II. Board of Directors (Report for the first 6 months of 2025)

1. Information on members of the Board of Directors (BOD)

No.	BOD member	Position (<i>independent BOD member, non-executive BOD member</i>)	Start date/ceasing to be a BOD member/independent BOD member	
			Date of appointment	Date of dismissal/end of term
1	Ms. Nguyen Thanh Hoa	Chairwoman of the Board of Directors	16/4/2024	
2	Mr. Nguyen Hoang Linh	BOD member	21/4/2023	
3	Mr. Le Minh Khue	BOD member (Independent member)	16/4/2024	
4	Mr. Vu Hoang Huynh	BOD member (Non-executive)	16/4/2024	
5	Mr. Nguyen Van Chi	BOD member (Non-executive)	16/4/2024	

2. BOD meetings

No.	BOD member	Number of BOD meetings attended	Attendance rate	Reason for non-attendance
1	Ms. Nguyen Thanh Hoa	6/6	100%	
2	Mr. Nguyen Hoang Linh	6/6	100%	
3	Mr. Le Minh Khue	6/6	100%	
4	Mr. Vu Hoang Huynh	6/6	100%	
5	Mr. Nguyen Van Chi	6/6	100%	

3. Supervisory activities of the Board of Directors over the Board of Management

- The Board of Directors carried out inspection and supervision of the Board of Management's activities in operating production and business and in implementing the Resolutions of the General Meeting of Shareholders; during the first 6 months of 2025, the BOD adopted Resolutions on many important matters of the Company to promote business operations, closely adhering to the Resolutions of the GMS as approved.

- The BOD effectively supervised the management and executive work of the Board of Management. In addition to discussions and exchanges at periodic/other meetings of the Board of Management, the BOD also regularly communicated via telephone, email and other information channels regarding strategic situation, business performance results, implementation of the GMS Resolutions and the goals set by the GMS at the 2025 Annual General Meeting of Shareholders.

- **Supervision results:** The Board of Directors conducted a summary and assessment and noted that the Board of Management made efforts to implement the assigned plan in 2025, strictly complying with current legal regulations and the Company's operating regulations. In particular, the Board of Management performed well in operating business activities, bringing business efficiency to the Company and ensuring stable income for employees.

4. **Activities of sub-committees under the Board of Directors (if any):** None.

5. **Resolutions/Decisions of the Board of Directors in the first 6 months of 2025 (Including Resolutions adopted by holding in-person meetings and by collecting written opinions from BOD members):**

No.	Resolution/Decision No. Decision	Date	Contents	Approval rate
1	06/2025/NQ-HĐQTCD	02/01/2025	Resolution approving the adjustment of the implementation schedule of the An Phuoc CHBLXD project	100%
2	07/2025/NQ-HĐQTCD	02/01/2025	Resolution approving contracts and transactions between the Company and related parties.	100%
3	116/2025/NQ-HĐQTCD	04/03/2025	Resolution approving the plan to organize the 2025 Annual General Meeting of Shareholders.	100%
4	188/2025/NQ-HĐQTCD	28/03/2025	Resolution approving the agenda of the meeting and the contents of documents to be submitted to the 2025 Annual General Meeting of Shareholders.	100%
5	209/2025/NQ-HĐQTCD	10/04/2025	Resolution on continuing to purchase shares of Long Thanh Joint Stock Trading Company.	100%
6	210/2025/NQ-HĐQTCD	10/04/2025	Resolution appointing a person to participate in the nomination as a BOD member of Long Thanh Joint Stock Trading Company.	100%
7	291/2025/QĐ-HĐQTCD	12/05/2025	Decision on dismissal from the position of Deputy Director of the Company for Ms. Tran Thi Ai Lien.	100%
8	356/2025/NQ-HĐQTCD	13/06/2025	Resolution approving the policy on borrowing and providing guarantees at Vietinbank, Dong Nai Branch.	80%
9	357/2025/NQ-HĐQTCD	13/06/2025	Resolution approving the policy on borrowing and providing guarantees at Shinhan Bank, Phu My Hung Branch.	80%
10	358/2025/NQ-HĐQTCD	13/06/2025	Resolution approving the policy on borrowing and providing guarantees at BIDV, Nam Dong Nai Branch.	80%
11	451/2025/NQ-HĐQTCD	04/08/2025	BOD Resolution on changing the content of the Company's seal.	100%
12	452/2025/NQ-HĐQTCD	04/08/2025	BOD Resolution on entering into contracts and transactions with related parties	100%
13	602/2025/NQ-HĐQTCD	29/10/2025	BOD Resolution approving the policy on continuing to borrow and provide guarantees at	100%

			Vietcombank, Dong Nai Branch	
14	603/2025/NQ-HĐQTCD	29/10/2025	BOD Resolution approving the policy on continuing to borrow at MB, Dong Nai Branch	100%
15	604/2025/NQ-HĐQTCD	29/10/2025	BOD Resolution approving the policy on continuing to borrow at Agribank, Tam Phuoc Branch, Dong Nai	100%
16	605/2025/NQ-HĐQTCD	29/10/2025	BOD Resolution approving the credit facility plan at VIB, Dong Nai Branch	100%
17	671/2025/NQ-HĐQTCD	22/12/2025	BOD Resolution on dismissal from the position of Company Secretary	100%
18	672/2025/NQ-HĐQTCD	22/12/2025	BOD Resolution on appointment of the person in charge of corporate governance, concurrently serving as Company Secretary	100%
19	673/2025/NQ-HĐQTCD	22/12/2025	BOD Resolution on continuing to purchase shares of Long Thanh Joint Stock Trading Company	100%

III. Board of Supervisors (Year 2025)

1. Information on members of the Board of Supervisors (BOS)

No.	BOS member	Position	Start date/ceasing to be an BOS member	Professional qualification
1	Vu Thi Mai Phuong	Head of the Board of Supervisors	16/4/2024	Bachelor of Business Administration
2	Nguyen Thi Tham	Member of the Board of Supervisors	16/4/2024	Bachelor of Economics
3	Nguyen Quoc Duong	Member of the Board of Supervisors	16/4/2024	Intermediate degree in Economics

2. Meetings of the Board of Supervisors

No.	BOS member	Number of meetings attended	Meeting attendance rate	Voting rate	Reason for non-attendance
1	Vu Thi Mai Phuong	1/1	100%	100%	
2	Nguyen Thi Tham	1/1	100%	100%	
3	Nguyen Quoc Duong	1/1	100%	100%	

3. Supervisory activities of the BOS over the BOD, the Board of Management and shareholders

- Supervision of the preparation process for the 2025 Annual General Meeting of Shareholders.
- Supervision of the implementation and execution of the 2025 GMS Resolutions.
- Supervision of compliance with the Company Charter and the Company Governance Regulations.
- Supervision of the implementation of the Board of Directors' Resolutions.

- Supervision of information disclosure in accordance with regulations.
- Supervision of the accounting books and vouchers in the Company; review of financial indicators in the published financial statements.
- Monitoring of the implementation of the 2025 business plan by the Board of Management.
- Participation in meetings as notified by the BOD.
- The Board of Supervisors did not receive any complaints from shareholders regarding the BOD and the Executive Management during the first 6 months of 2025.

4. Coordination between the BOS and the activities of the BOD, the Executive Management and other managerial officers

- The BOS received support from the BOD, the Executive Management and the Company's managerial officers during the BOS's performance of its duties in 2025.

5. Other activities of the BOS (if any)

- Conducting inspection and supervision in accordance with the BOS's functions.

IV. Executive Board

No.	Members of Executive Board	Date of birth	Professional qualification	Date of appointment as a member of Executive Board	Date of dismissal
1	Nguyen Hoang Linh	01/10/1994	Bachelor of Economic Mathematics	06/03/2022	
2	Nguyen Thi Kim Oanh	09/04/1987	Bachelor of Accounting	10/10/2018	
3	Tran Thi Ai Lien	31/08/1977	Bachelor of Economics	01/01/2024	15/5/2025

V. Chief Accountant

Full name	Date of birth	Professional qualification	Date of appointment
Vũ Thị Kim Thanh	25/03/1977	Bachelor, major in Financial Accounting – Banking Academy; Chief Accountant Practicing Certificate.	24/06/2022

VI. Training on corporate governance

Corporate governance training courses attended by BOD members, BOS members, the Chief Executive Officer, other managerial officers and the Company Secretary as required under corporate governance regulations: None have been attended to date.

VII. List of related persons of the public company in the first 6 months of 2025 and transactions of related persons of the Company with the Company itself.

1. List of related persons of the Company (Report for the first 6 months of 2025).

(Contents of Appendix I attached).

2. Transactions between the Company and the Company's related persons; or between the Company and major shareholders, insiders, related persons of insiders

No.	Name of organization/individual	Relationship with the company	Owner* Certificate No., date of issuance, place of issuance of owner	Head office address/Contact address	Time of transaction with the company	Resolution/Decision No. of the GMS/BOD... approving (if any, clearly stating the date of issuance)	Contents, quantity, total transaction value
1	Everest Securities Joint Stock Company (EVS)	Mr. Le Minh Khue is a BOD member of BMF; at the time of signing the contract he was Deputy General Director of EVS	Enterprise Registration Certificate No.: 0102121331, 21st amendment registration dated 26/06/2025	Floors 3, 6, 9 - No. 2A Dai Co Viet Street, Le Dai Hanh Ward, Hai Ba Trung District, Hanoi City	Date 07/01/2025	Resolution No. 07/2025/NQ-HDQTCD dated 02/01/2025	Annual support consulting service contract, value: VND 46,750,000
2	Long Thanh Joint Stock Trading Company	BMF currently holds 70.61% of the voting shares; concurrently, Mr. Nguyen Hoang Linh and Mr. Le Minh Khue are BOD members of Long Thanh Trading JSC	Enterprise Registration Certificate No.: 3600445359, first registered on 19/01/2000, 8th amendment dated 17/02/2025	No. 286 Le Duan Street, Van Hai Quarter, Long Thanh Town, Long Thanh District, Dong Nai	First 6 months of 2025		Dividend received, amount: VND 3,310,886,800
3	Tay Nguyen Durian Joint Stock Company	Mr. Nguyen Hoang Linh is a BOD member and Director of BMF, and is currently a BOD member of Tay Nguyen Durian JSC.	Enterprise Registration Certificate No.: 6001394460 issued by the Department of Planning and Investment of Dak Lak Province 10th amendment dated 18/06/2025	Lot CN4, Tan An Industrial Cluster, Tan An Ward, Buon Ma Thuot City, Dak Lak Province	First 6 months of 2025		Purchase of petroleum products at a retail petroleum store; total transaction value: VND 1,136,378

3. Transactions between the Company's insiders, related persons of insiders, and

subsidiaries/companies controlled by the Company: None.

4. Transactions between the Company and other entities

4.1. Transactions between the Company and a company in which members of the Board of Directors, members of the Board of Supervisors, the General Director and other managers have been and are founding members or members of the Board of Directors/Chief Executive Officer within the last three (03) years (as of the report date).

No.	Name of organization/individual	Relationship with the Company	Owner Certificate No.*, date of issue, place of issue of owner	Head office address/Contact address	Time of transaction with the Company	Resolution/Decision No. of the GMS/BoD, etc. approving (if any, specify the date of issuance)	Contents, quantity, total transaction value
1	Long Thanh Joint Stock Trading Company	As in Section VII.2					
2	Tay Nguyen Durian Joint Stock Company	As in Section VII.3					

4.2. Transactions between the Company and a company in which a related person of a member of the Board of Directors, a member of the Board of Supervisors, the General Director and other managers is a member of the Board of Directors/Chief Executive Officer: None

4.3. Other transactions of the Company (if any) that may bring material or non-material benefits to members of the Board of Directors, members of the Board of Supervisors, the General Director and other managers: None

VIII. Share transactions by insiders and related persons of insiders (Report for the first 6 months of 2025)

1. List of insiders and related persons of insiders

(Contents of Appendix II attached).

2. Transactions by insiders and related persons regarding the Company's shares: None

No.	Person conducting the transaction	Relationship with the insider	Number of shares held at the beginning of the period		Number of shares held at the end of the period		Reason for increase/decrease (purchase, sale, conversion, bonus, etc.)
			Number of shares	Ratio	Number of shares	Ratio	

IX. Other matters requiring attention: None.

The above contents have been disclosed by the Company and reported to the State Securities Commission, the Hanoi Stock Exchange, and posted on the Company's website in accordance with Circular No. 96/2020/TT-BTC dated 16/11/2020 of the Ministry of Finance providing guidance on information disclosure in the securities market.

Respectfully!

Recipients:

- SSC, HNX;
- Filed: Archives.

**CHAIRMAN OF THE BOARD OF
DIRECTORS**

(Signature, full name, and stamp)

Nguyen Thanh Hoa

