

No.: 01/2026/BCQT

Ninh Binh, January 29th, 2026

REPORT ON CORPORATE GOVERNANCE (Annual 2025)

To:

- **The State Securities Commission;**
- **Hanoi Stock Exchange.**

- Name of company : TU HAI HA NAM JOINT STOCK COMPANY
- Address of head office : Luong Trung residential group, Lam Tuyen ward, Ninh Binh province, Vietnam
- Telephone : 0226.221.0424 - 0915.046.851 Fax: None
- Email : tuhajsc.company@gmail.com
- Charter capital : 121.528.000.000 VND
- Stock symbol : THM
- Governance model : General Meeting of Shareholders, Board of Directors (BOD), Director, Audit Committee under the Board of Directors
- The implementation of internal audit : 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	01/2025/NQ-ĐHĐCĐ	24/04/2025	Approval of: - Report of the Board of Directors for 2024; - Audited financial statements for 2024; - Business plan for 2025-2026; - Remuneration payment plan for the Board of Directors; - Plan for issuing shares to pay dividends; - Selection of Grant Thornton (Vietnam) Company Limited as the auditor for the 2025 Financial Statements. - Registration for listing - Transactions with related parties



2	02/2025/NQ-ĐHĐCĐ	11/09/2025	Approved through: - Board of Directors' report on investment activities in 2025; - Reviewed semi-annual financial statements for 2025; - Dismissal of Mr. Nguyen Duc Te from the Board of Directors and election of a new member; - Change in business lines; - Resubmission of listing application.
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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 be the member of the Board of Directors	
			Date of appointment	Date of dismissal
1	Mr. Nguyễn Đức Tề	Chairman of the Board of Directors, Non-Executive Board Member	19/05/2023	11/09/2025
1	Mr. Nguyễn Đức Toàn	Chairman of the Board of Directors, Non-Executive Board Member	11/09/2025	-
2	Mrs. Nguyễn Thị Mai Hương	Member of the Board of Directors	19/05/2023	-
3	Mr. Trịnh Công Sơn	Independent members of the Board of Directors	19/05/2023	-

2. Meetings of the Board of Directors:

No.	Board of Directors' members	Number of meetings attended by Board of Directors	Attendance rate	Reasons for absence
1	Mr. Nguyễn Đức Tề	7/7	100%	-
2	Mr. Nguyễn Đức Toàn	6/6	100%	-
3	Mrs. Nguyễn Thị Mai Hương	13/13	100%	-
4	Mr. Trịnh Công Sơn	13/13	100%	-

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

The Board of Directors fully supervises the Board of Management (BOM) in implementing the resolutions and decisions of the Board of Directors.

The supervision activities of the Board of Directors are carried out according to the supervision regulations and the regulations on the delegation of authority for supervision work, through supervision reports on the implementation of the directives of the Board of Directors and the periodic information reporting regime serving the supervision and management activities of the Board of Directors. Compliance with the directives of the Board of Directors is emphasized, ensuring that all resolutions, decisions, and directives of the Board of Directors/Chairman of the Board of Directors are implemented strictly, regularly, and transparently regarding responsibility.

4. Activities of the Board of Directors' subcommittees (If any): None

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

No.	Resolution/Decision No.	Date	Content	Approval rate
1	01/2025/NQ-HĐQT	13/01/2025	Update business registration information	100%
2	03/2025/NQ-HĐQT	07/03/2025	Convening the 2025 Annual General Meeting of Shareholders	100%
3	042/2025/NQ-HĐQT	02/04/2025	Approving the contents of the 2025 Annual General Meeting of Shareholders	100%
4	1806/2025/NQ-HĐQT	18/06/2025	Approving the company's investments	100%
5	1707/2025/NQ-HĐQT	17/07/2025	Organize an Extraordinary General Meeting of Shareholders in 2025	100%
6	2307/2025/NQ-HĐQT	23/07/2025	Update business registration information	100%
7	2108/2025/NQ-HĐQT	21/08/2025	Approved for presentation at the 2025 Extraordinary General Meeting of Shareholders.	100%
8	1109/2025/NQ-HĐQT	11/09/2025	Election of the Chairman of the Board of Directors	100%
9	1209/2025/NQ-HĐQT	12/09/2025	Appointing members of the Audit Committee and issuing regulations on information disclosure.	100%
10	05/11/2025/NQ-HĐQT	05/11/2025	Transfer of shares in Hamico Vietnam Mineral Joint Stock Company	100%
11	1712/2025/NQ-HĐQT	17/12/2025	Registering a business location	100%
12	1912/2025/NQ-HĐQT	19/12/2025	Through lending transactions with related parties.	100%

III. Audit Committee (Annual report)

1. Information about members of Audit Committee:

No.	Members of Board of Supervisors	Position	The date becoming/ceasing to be the member of the Board of Supervisors	Qualification
1	Mr. Trịnh Công Sơn	Chairman of the Audit Committee	13/07/2023	Bachelor's degree
2	Mr. Nguyễn Đức Tề	Audit Committee Member	13/07/2023 – 11/09/2025	Bachelor's degree
3	Mr. Nguyễn Đức Toan	Audit Committee Member	12/09/2025	Bachelor of Arts from the Army Academy

2. Meetings of Audit Committee

No.	Members of Board of Supervisors	Number of meetings attended	Attendance rate	Voting rate	Reasons for absence
1	Mr. Trịnh Công Sơn	3/3	100%	100%	-
2	Mr. Nguyễn Đức Tề	2/2	100%	100%	-
3	Mr. Nguyễn Đức Toan	1/1	100%	100%	-

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

The Audit Committee has effectively supervised the activities and compliance of the Board of Directors and the Board of Management in accordance with the law and the company's Charter of organization and operation by attending and contributing opinions at the Board of Directors' meetings, overseeing the implementation of written voting by the Board of Directors' members, and through important company reports.

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

The Audit Committee has proactively communicated and reached consensus with the Board of Directors on various matters, inspections, and supervision, as well as closely coordinated with the Board of Management in performing its duties.

The Audit Committee has contributed opinions, inspected, and thoroughly reviewed the activities of the Board of Directors and the Board of Management. The Audit Committee maintains good relationships with functional departments, and when the Supervisory Board requests the provision of documents and materials within its authority and rights, the departments actively cooperate to provide, deliver, and receive them on time, with the correct content and quantity as requested.

5. Other activities of the Audit Committee (if any): None

IV. Board of Management

No.	Members of Board of Management	Position	Date of birth	Qualification	Date of appointment
1	Mrs. Nguyễn Thị Mai Hương	Director	11/03/1960	Bachelor's Degree	29/12/2010

V. Chief Accountant

No.	Name	Date of birth	Qualification	Date of appointment
1	Mrs. Nguyễn Thị Hương	01/06/1984	College (Chief Accountant Certificate)	02/07/2021

VI. Training courses on corporate governance

Members of the Board of Directors, Executive Directors, other management personnel, and the Company Secretary have been facilitated to participate in professional courses, enhancing their skills and awareness in accordance with corporate governance regulations.

The company has assigned and arranged personnel to attend training courses, guiding changes in legal regulations, decrees, and circulars issued by the state related to business, securities, and governance activities, listing to improve the company's governance and management efficiency, with the aim of ensuring that the company's activities are correct and comply with legal regulations.

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)	Type of identification	No.*	Date of issue	Place of issue	Address	Time of starting to be affiliated person	Time of ending to be affiliated person	Reason	Relationship with the Company
I The person concerned is the organization												
1	Appatex Joint Stock Company (Mr. Nguyen Duc Te, capital representative)			BRC					01/10/2013	-		Holding Company, Insider's related person
2	Đức Mạnh Joint Stock Company	-		BRC					29/12/2010	-		Affiliated Company, Insider's related person
II												
1	Nguyễn Đức Tê	-	-	CIC					29/12/2010	-	-	Insider's related person
2	Nguyễn Thị Mai Hương	-	Member of the Board of Directors, Director	CIC					29/12/2010	-	-	Insider
3	Trịnh Công Sơn	-	Independent members of the BoD, Chairman	CIC					19/05/2024	-	-	Insider

4	Nguyễn Thị Hương	-		Chief Accountant	CIC									02/07/2021	-	-	-		Insider
5	Nguyễn Việt Hà	-		Corporate Governance Officer	CIC									13/07/2024	-	-	-		Insider
6	Nguyễn Ngọc Tú	-		None	CIC									29/12/2010	-	-	-		Insider's related person
7	Dương Thị Huyền Trang	-		None	CIC									29/12/2010	-	-	-		Insider's related person
8	Nguyễn Tuấn Việt	-		None	CIC									29/12/2010	-	-	-		Insider's related person
9	Mai Thị Thu Hà	-		None	CIC									29/12/2010	-	-	-		Insider's related person
10	Nguyễn Thị Minh	-		None	CIC									29/12/2010	-	-	-		Insider's related person
11	Nguyễn Tiến Dũng	-		None	CIC									29/12/2010	-	-	-		Insider's related person
12	Nguyễn Thị Thông	-		None	CIC									29/12/2010	-	-	-		Insider's related person
13	Nguyễn Mạnh Cường	-		None	CIC									29/12/2010	-	-	-		Insider's related person

14	Trịnh Văn Phú	-	None	CIC							19/05/2024	-	-	Insider's related person
15	Nguyễn Thị Anh	-	None	CIC							19/05/2024	-	-	Insider's related person
16	Đình Quỳnh Anh	-	None	CIC							19/05/2024	-	-	Insider's related person
17	Trịnh Nhật Nam	-	None						Offspring		19/05/2024	-	-	Insider's related person
18	Trịnh Thu Hằng	-	None	CIC							19/05/2024	-	-	Insider's related person
19	Nguyễn Thế Hợp	-	None	CIC							19/05/2024	-	-	Insider's related person
20	Đình Văn Dũng	-	None	CIC							19/05/2024	-	-	Insider's related person
21	Ngô Thị Hồng Anh	-	None	CIC							19/05/2024	-	-	Insider's related person
22	Trần Quốc Tuấn	-	None	CIC							19/05/2024	-	-	Insider's related person
23	Trần Quốc Bảo	-	None						Offspring		02/07/2021	-	-	Insider's related person
24	Trần Quốc Việt	-	None						Offspring		02/07/2021	-	-	Insider's related person

25	Trần Quốc An	-	None											02/07/2021	-	-	Insider's related person
26	Trương Thị Chanh	-	None											02/07/2021	-	-	Insider's related person
27	Nguyễn Thị Thanh	-	None											02/07/2021	-	-	Insider's related person
28	Nguyễn Khắc Thảo	-	None											02/07/2021	-	-	Insider's related person
29	Trần Thị Diễm	-	None											02/07/2021	-	-	Insider's related person
30	Trần Ngọc Thủy	-	None											02/07/2021	-	-	Insider's related person
31	Trần Thị Thu Nga	-	None										Deceased	02/07/2021	-	-	Insider's related person
32	Nguyễn Hà Vĩnh	-	None											02/07/2021	-	-	Insider's related person
33	Nông Thị Hiền	-	None											13/07/2024	-	-	Insider's related person
34	Nguyễn Thu Hằng	-	None											13/07/2024	-	-	Insider's related person

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35	Nguyễn Đức Toan	-	Chairman of the Board of Directors, Audit Committee Member	CIC						11/09/2025	-	-	Insider
36	Dương Thị Lan Anh	-	None	CIC						11/09/2025	-	-	Insider's related person
37	Nguyễn Tường Vi	-	None	CIC						11/09/2025	-	-	Insider's related person
38	Nguyễn Ngọc Hân	-	None	CIC						11/09/2025	-	-	Insider's related person
39	Nguyễn Dương Tuệ Linh	-	None						Offspring	11/09/2025	-	-	Insider's related person
40	Nguyễn Đức Tuấn	-	None						Deceased	11/09/2025	-	-	Insider's related person
41	Phạm Thị Khê	-	None						Deceased	11/09/2025	-	-	Insider's related person
42	Nguyễn Đức Tử	-	None						Deceased	11/09/2025	-	-	Insider's related person
43	Nguyễn Thị Hương	-	None	CIC						11/09/2025	-	-	Insider's related person

44	Phạm Hải Anh	-	None	CIC						11/09/2025	-	-	Insider's related person
45	Nguyễn Đức Tấn	-	None	CIC						11/09/2025	-	-	Insider's related person
46	Nguyễn Thị Xim	-	None	CIC						11/09/2025	-	-	Insider's related person
47	Dương Văn An	-	None	CIC						11/09/2025	-	-	Insider's related person
48	Phạm Thị Tú	-	None	CIC						11/09/2025	-	-	Insider's related person

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	Identification No.*, date of issue, place of issue	Address	Time of transactions with the Company	Content, quantity, total value of transaction	Note
1	Appatex Joint Stock Company	Holding company	0700643489, 01/10/2013, Hà Nam Provincial Department of Planning and Investment	Cà Street, Thanh Nguyên Village, Thanh Liêm	14/04/2025	Payment for processing goods: 66.000.000	
2					09/10/2024	Payment for processing goods: 6.950.000.000	

3			District, Hà Nam Province	20/06/2025	Advance payment for sewing processing: 3.000.000.000	
4				24/06/2025	Advance payment for sewing processing: 1.000.000.000	
5				07/10/2025	Payment for goods processing: 80.000.000	
6				03/11/2025	Payment for goods processing: 7.235.000.000	
7				04/11/2025	Advance payment for garment manufacturing: 3.000.000.000	
8				31/12/2025	Deposit for garment manufacturing: 1.000.000.000	
9				15/04/2025	Payment for processing goods: 100.000.000	
10	Đức Mạnh Joint Stock Company	Affiliated companies	No 55, Nguyễn Văn Trỗi Street, Lương Khánh Thiện Ward, Phủ Lý, Hà Nam	20/06/2025	Payment for sewing processing: 1.067.533.200	
11				24/06/2025	Advance payment for garment processing: 1.000.000.000	
12				19/06/2025	Pay capital contribution: 21.460.000.000	

13					20/06/2025	Pay capital contribution: 38.540.000.000	
14					07/10/2025	Payment for goods processing: 85.000.000	
15					20/06/2025	Pay capital contribution: 38.540.000.000	
10					14/01/2025	Loan recovery: 7.450.000.000	
11					15/01/2025	Loan recovery: 30.650.000.000	
12					15/01/2025	Interest income from loans: 78.287.671	

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

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).

No.	Name of organization / individual	Relationship with the Company	Identification No. *, date of issue, place of issue	Address	Time of transactions with the Company	Content, quantity, total value of transaction	Note
1	Appatex Joint Stock Company	Holding company	0700643489, 01/10/2013, Hà Nam Provincial Department	Cà Street, Thanh Nguyễn Village, Thanh Liêm	14/04/2025	Payment for processing goods: 66.000.000	
2					09/10/2024	Payment for processing goods: 6.950.000.000	

3				District, Hà Nam Province	20/06/2025	Advance payment for sewing processing: 3.000.000.000	
4					24/06/2025	Advance payment for sewing processing: 1.000.000.000	
5					15/04/2025	Payment for processing goods: 100.000.000	
6					20/06/2025	Payment for sewing processing: 1.067.533.200	
7	Đức Mạnh Joint Stock Company	Affiliated companies	0700209335, 04/02/2002, Hà Nam Provincial Department of Planning and Investment	No 55, Nguyễn Văn Trỗi Street, Lương Khánh Thiện Ward, Phủ Lý, Hà Nam	24/06/2025	Advance payment for garment processing: 1.000.000.000	
8					19/06/2025	Pay capital contribution: 21.460.000.000	
9					20/06/2025	Pay capital contribution: 38.540.000.000	

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): 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, Director (General Director) 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

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No.	Name	Securities trading account (if any)	Position at the company	Relationship with Insiders	ID card number/ Passport/ Business registration number	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	Nguyễn Đức Tề	-	Chairman of the BoD, Audit Committee Member						0	0	Dismissed as of September 11, 2025
1.1	Nguyễn Thị Mai Hương	-	Member of the Board of Directors, Director	Wife					0	0	-
1.2	Nguyễn Ngọc Tú	-	None	Son					0	0	-
1.3	Dương Thị Huyền Trang	-	None	Daughter-in-law					0	0	-
1.4	Nguyễn Tuấn Việt	-	None	Son					0	0	-
1.5	Mai Thị Thu Hà	-	None	Daughter-in-law					0	0	-
1.6	Appatex Joint Stock Company		None	Mr. Nguyễn Đức Tề - Chairman of the BoD, capital representative					7.969.500	65,58	Mr. Tề represents 7.969.500 shares
1.7	Đức Mạnh Joint Stock Company	-	None	Mr. Nguyễn Đức Tề - Director					0	0	-

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2	Nguyễn Thị Mai Hương	-	Member of the BoD, Director							0	0	-
2.1	Nguyễn Đức Tê	-	Chairman of the BoD, Audit Committee Member	Husband						0	0	-
2.2	Nguyễn Ngọc Tú	-	None	Son						0	0	-
2.3	Dương Thị Huyền Trang	-	None	Daughter-in-law						0	0	-
2.4	Nguyễn Tuấn Việt	-	None	Son-in-law						0	0	-
2.5	Mai Thị Thu Hà	-	None	Daughter-in-law						0	0	-
2.6	Nguyễn Thị Minh	-	None	Sister						0	0	-
2.7	Nguyễn Tiên Dũng	-	None	Brother						0	0	-
2.8	Nguyễn Thị Thông	-	None	Sister						0	0	-
2.9	Nguyễn Mạnh Cường	-	None	Brother						0	0	-
2.10	Appatex Joint Stock Company		None	Mrs. Nguyễn Thị Mai Hương- Deputy Director						7.969.500	65,58	-

	Trình Công Sơn	-	Independent members of the BoD, Chairman of the Audit Committee													
3	Trình Công Sơn	-												0	0	-
3.1	Trình Văn Phú	-	None	Father										0	0	-
3.2	Nguyễn Thị Anh	-	None	Mother										0	0	-
3.3	Đình Quỳnh Anh	-	None	Wife										0	0	-
3.4	Trình Nhất Nam	-	None	Son				Offspring						0	0	-
3.5	Trình Thu Hằng	-	None	Sister										0	0	-
3.6	Nguyễn Thế Hợp	-	None	Brother-in-law										0	0	-
3.7	Đình Văn Dũng	-	None	Father-in-law										0	0	-
3.8	Ngô Thị Hồng Anh	-	None	Mother-in-law										0	0	-
4	Nguyễn Thị Hương		Chief Accountant											0	0	-
4.1	Trần Quốc Tuấn	-	None	Husband										26.400	0,22	-
4.2	Trần Quốc Bảo	-	None	Son				Offspring						0	0	-
4.3	Trần Quốc Việt	-	None	Son				Offspring						0	0	-

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4.4	Trần Quốc An	-	None	Son							0	0	-
4.5	Trương Thị Chanh	-	None	Mother							0	0	-
4.6	Nguyễn Thị Thanh	-	None	Sister							0	0	-
4.7	Nguyễn Khắc Thảo	-	None	Brother-in-law							0	0	-
4.8	Trần Thị Diễm	-	None	Mother-in-law							0	0	-
4.9	Trần Ngọc Thủy	-	None	Father-in-law							0	0	-
4.10	Trần Thị Thu Nga	-	None	Sister-in-law							0	0	-
5	Nguyễn Việt Hà	-	Corporate Governance Officer								0	0	-
5.1	Nguyễn Hà Vinh	-	None	Father							0	0	-
5.2	Nông Thị Hiền	-	None	Mother							0	0	-
5.3	Nguyễn Thu Hằng	-	None	Sister							0	0	-
6	Nguyễn Đức Toàn	-	Chairman of the BoD, Audit Committee Member								0	0	Dismissed as of September 11, 2025
6.1	Dương Thị Lan Anh	-	None	Wife							100	0	-
6.2	Nguyễn Tường Vi	-	None	Daughter							0	0	-
6.3	Nguyễn Ngọc Hân	-	None	Daughter							0	0	-

6.4	Nguyễn Dương Tuệ Linh	-	None	Daughter			Offspring		0	0	-
6.5	Nguyễn Đức Tuấn	-	None	Father			Deceased		0	0	-
6.6	Phạm Thị Khê	-	None	Mother			Deceased		0	0	-
6.7	Nguyễn Đức Tứ	-	None	Brother			Deceased		0	0	-
6.8	Nguyễn Thị Hương	-	None	Sister					0	0	-
6.9	Phạm Hải Anh	-	None	Brother-in-law					0	0	-
6.10	Nguyễn Đức Tấn	-	None	Brother					0	0	-
6.11	Nguyễn Thị Xim	-	None	Sister-in-law					0	0	-
6.12	Dương Văn An	-	None	Father-in-law					100	0	-
6.13	Phạm Thị Tú	-	None	Mother-in-law					0	0	-

2. Transactions of internal persons and affiliated persons with shares of the Company: *None*

IX. Other significant issues: None

Recipients:

- As stated above;
- BOD;
- Archived.

CHAIRMAN OF THE BOARD OF DIRECTORS



Nguyễn Đức Toan