

No.: 04/2026/BC-BCH

Hai Phong City, January 10, 2026

**REPORT ON CORPORATE GOVERNANCE
(2025)**

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

- Name of company: B.C.H JOINT STOCK COMPANY
- Address of head office: No. 26, Ngo Be Street, Tan Hung Ward, Hai Phong City, Viet Nam.
- Tel: 022 0356 0641 Fax: 022 0356 0642
- Email: Info@bch.com.vn Website: www.bch.com.vn
- Charter Capital: 500,000,000,000 VND
- Stock code: 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
01/2025/NQ-DHĐCĐ	26/06/2025	<ul style="list-style-type: none">- To approve the Board of Directors' report on the 2024 business results and the 2025 business plan.- To approve the Board of Management's report on the 2024 business results and the 2025 business plan.- To approve the Board of Supervisors' report on the 2024 business results and the 2025 business plan.- To approve the audited financial statements for 2024.- To approve the 2024 profit distribution plan.

		<ul style="list-style-type: none"> - To approve the 2024 remuneration settlement and the 2025 remuneration forecast for members of the Board of Directors and the Board of Supervisors - To approve the selection of the auditing firm for the 2025 financial statements. - To approve the Company Headquarters Relocation Plan
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II. Board of Directors (2025):

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	11/11	100%	
2	Mr. Đặng Ngọc Hưng	11/11	100%	
3	Mr. Nguyễn Tổng Thắng	11/11	100%	

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

In 2025, 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 2025 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 did not establish any subcommittees.

5. Resolutions/Decisions of the Board of Directors (Annual Report 2025):

No.	Resolution/ Decision No.	Date	Content	Approval rate	Note
1	01/NQ-HĐQT	03/01/2025	Approving the transactions with Company's related parties	100%	
2	02/NQ-HĐQT	04/03/2025	Approving Borrowing Capital from Vietinbank Nam Thai Nguyen	100%	Not subject to disclosure obligations
3	03/NQ-HĐQT	19/03/2025	Approving the financial statements and business plan of the subsidiary	100%	Not subject to disclosure obligations
4	04/NQ-HĐQT	25/03/2025	Approving the Transfer of Land-Attached Assets and Lease Rights in the Land Lease Contract	100%	
5	05/NQ-HĐQT	10/04/2025	Approving borrowing capital for TQIS at BIDV Nam Thai Nguyen	100%	Not subject to disclosure obligations
6	06/NQ-HĐQT	14/04/2025	Approving the Consolidated Results of the 2024 Private Placement of Shares to Professional Securities Investors for Charter Capital Increase	100%	
7	07/NQ-HĐQT	16/04/2025	Adjusting the Detailed Disbursement Plan for the Proceeds from the 2024 Private Placement for Charter Capital Increase	100%	
8	08/NQ-HĐQT	18/04/2025	Approving the Authorization for Company Savings Account Management and Related Party Transactions	100%	

No.	Resolution/ Decision No.	Date	Content	Approval rate	Note
9	09/NQ-HDQT	05/05/2025	Approving the plan to organize the 2025 annual general meeting of shareholders	100%	
10	10/NQ-HDQT	30/08/2025	Approving the change of auditor firm and the signing of the audit contract for the 2025 financial statements	100%	
11	11/NQ-HDQT	16/09/2025	Approving the Financial Statements and the borrowing for TQIS at BIDV Nam Thai Nguyen	100%	

III. Board of Supervisors (Annual Report 2025):

1. Information about members of Board of Supervisors:

No.	Members of Board of Supervisors	Position	The date becoming/ceasing to be the member of the Board of Supervisors	Qualification
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 2025, 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 2025 was 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 2025, 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.

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
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. 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: none

VII. The list of affiliated persons of the public company (Annual Report 2025) 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			-	-		Internal Person

9	Công ty TNHH Gang thép Tuyên Quang	-	-	500230718 28/01/2015 Tuyên Quang Department of Finance	KCN Long Binh An, Binh Thuan Ward, Tuyen Quang Province	27/12/2023	-	Subsidiary company
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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	500230718 28/01/2015 Tuyên Quang Department of Finance	KCN Long Binh An, Binh Thuan Ward, Tuyen Quang Province	6 months of 2025	01/NQ- HDQT dated 03/01/2025	- Sell goods and services: 1.423.606.038.407VND - Received the payment for goods and services: 1.594.050.000.000VND

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. Transaction between the Company and other objects: none

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 2025):

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	3.45%	
1	Phạm Bá Thạc	-	-			0	0	Father
2	Nguyễn Thị Phần	-	-			0	0	Mother
3	Đặng Văn Hưởng	-	-			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 Thuần	-	-			0	0	Son
10	Phạm Thị Thuận	-	-			100	0.0002%	Sister
11	Phạm Thị Tươi	-	-			0	0	Sister
12	Nguyễn Hồng Nam	-	-			100	0.0002%	Sister
13	Phạm Trí Thành	-	-			100	0.0002%	Brother in law
II	Đặng Ngọc Hưng	-	Member of			0	0	Brother in law
						1,500,000	3%	

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			1,200,000	2.4%	
1	Phạm Thị Hiệp	-	-	-			0	0	Mother
2	Nguyễn Duy Ưng	-	-	-			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			0	0%	
1	Lê Xuân Hậu	-	-	-			0	0%	Father
2	Lê Thị Nhỏ	-	-	-			0	0%	Mother
3	Trần Đức Duồng	-	-	-			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	0.13%	
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	0.08%	
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 Quyên	-	-	-				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.	Transaction executor	Relationship with internal person	Number of shares owned at the beginning of the period		Number of shares owned at the end of the period		Reasons for increasing, decreasing
			Number	Percentage	Number	Percentage	
1	Đặng Ngọc Hưng	CEO	1,126,000	5.93%	1,500,000	3%	Purchased shares from private placement Selling share
2	Lê Thu Phương	Deputy General Director	1,343,000	7.068%	1,200,000	2.4%	Purchased shares from private placement Selling share
3	Lê Thanh Tuấn	Head of Board of Supervisors	713,000	1.43%	0	0%	Selling share

IX. Other significant issues: none

Recipients:

- HNX;
- Archived;

CHAIRMAN OF THE BOARD
OF DIRECTORS

(Sign name and seal)



Phạm Bá Phú