

No: 04/BC-CMC

Hanoi, Jan 20, 2025

**REPORT ON CORPORATE GOVERNANCE
(year 2024)**

To:

- The State Securities Commission;
- The Stock Exchange.

- Name of company: **CMC INVESTMENT., JSC**
- Address of head office: Alley 83 Ngoc Hoi Road, Hoang Liet Ward, Hoang Mai District, Hanoi city.
- Telephone: 02438612718 Fax: 02438612718 Email: ngotrongvinh.vn@gmail.com
- Charter capital: 45.610.500.000 VND
- Stock symbol: CMC
- Governance model:
 - + General Meeting of Shareholders, Board of Directors, Board of Supervisors, General 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
01	01/NQ- ĐHĐCĐ	29/04/2024	Approving a number of contents: Report on production, business and investment results in 2023 and plan for 2024; Financial report in 2023; and issues under the authority of the 2024 Annual General Meeting of Shareholders.

II. Board of Directors (annual report):

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

No.	Board of Directors' members	Position (Independent members of the Board of Directors, Non-executive members of the Board of Directors)	The date becoming/ceasing to be the member of the Board of Directors	
			Date of appointment	Date of dismissal
1	Mr. Ngo Trong Vinh	Chairman of Board	29/04/2021	29/04/2021

2	Mr. Nguyen Trong Ha	Non-executive members of the Board of Directors	29/04/2021	29/04/2021
3	Mrs. Lam Quynh Huong	Non-executive members of the Board of Directors	29/04/2021	29/04/2021
4	Mr. Ngo Trong Quang	/ Non-executive members of the Board of Directors	29/04/2021	29/04/2021
5	Mr. Ngo Anh Phuong	HĐQT/ Non-executive members of the Board of Directors	29/04/2021	29/04/2021

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. Ngo Trong Vinh	05	100%	
2	Mr. Nguyen Trong Ha	05	100%	
3	Mrs. Lam Quynh Huong	05	100%	
4	Mr. Ngo Trong Quang	05	100%	
5	Mr. Ngo Anh Phuong	05	100%	

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

The members of the Board of Directors have performed their duties of directing, supervising and promptly urging the activities of the Board of Directors through:

- The Board of Directors attended and gave opinions in important meetings of the Board of Directors in implementing the Resolutions and Decisions of the Board of Directors;

- Attended and gave opinions in the company's periodic meetings;

- Monitored and grasped the production and business operations process through the Board of Directors' internal reports;

- Inspected and supervised the operation, management, production and business organization and implementation of the Resolutions of the General Meeting of Shareholders and the Board of Directors of the company's Board of Directors. The Board of Directors met quarterly with the company's Executive Board to listen to reports on the business situation and other activities of the company, and together with the Executive Board resolved the company's work and proposed directions for the following months.

4. Activities of the Board of Directors' subcommittees (If any): Not available.

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

No.	Resolution/ Decision No.	Date	Content	Approval rate
01	01/NQ-HĐQT	29/02/2024	Approving the Last Registration Date to finalize the list of shareholders for the 2024 Annual General Meeting of Shareholders as follows: + Last Registration Date: Wednesday, March 20, 2024 + Expected date of the General Meeting of Shareholders: Monday, April 29, 2024 + Meeting location: CMC Investment Joint Stock Company Office. The Board of Directors assigns the Company's Executive Board to carry out the tasks related to	100%

			organizing the 2024 Annual General Meeting of Shareholders in accordance with the time and plan set forth to achieve the best results.	
02	02/NQ-HĐQT	04/04/2024	Approval of the 2023 Annual Report. Due to the market situation, production and business activities and development goals of the Company as well as based on the need for investment capital to develop the Company in the coming time, ensuring the rights of the Company's shareholders, as well as creating added value and sustainable development of the Company in the coming period. After considering the investment capital needs, the level of dilution of the Company's shares after increasing charter capital..., the Board of Directors approved not to implement the plan to issue shares to increase capital from equity (Details according to the submission No. 10/TTĐHĐCĐ.2023 dated April 28, 2023) in the Resolution of the 2023 Annual General Meeting of Shareholders No. 01/NQ-ĐHĐCĐ dated April 28, 2023 of CMC Investment Joint Stock Company and the Board of Directors will submit to the nearest General Meeting of Shareholders the cancellation of the plan to issue shares to increase capital from equity. Approval of the documents for the 2024 Annual General Meeting of Shareholders. The Board of Directors assigns the Company's Executive Board to continue implementing the remaining tasks related to organizing the 2024 Annual General Meeting of Shareholders in accordance with the time and plan set forth to achieve the best results.	100%
03	03/NQ-HĐQT	17/06/2024	Through the selection of AAC Auditing and Accounting Company Limited, address: Lot 78-80, 30/4 Street, Hoa Cuong Bac Ward, Hai Chau District, Da Nang City, Vietnam as the auditing unit for the fiscal year 2024 of CMC Investment Joint Stock Company. Through the authorization for the Executive Board to sign a contract with the selected auditing unit and disclose information in accordance with the provisions of law.	100%

III. Board of Supervisors (annual report):

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	Mrs. Nguyen Tuyet Quynh	The Head of the Board of Supervisors	29/04/2021	Bachelor of Finance accountant
2	Mr. Dang Phan Cuong	The member of the Board of Supervisors	29/04/2021	Master of Finance bank

3	Mrs. Nguyen Thi Hue	The member of the Board of Supervisors	29/04/2021	Bachelor of Economics
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2. Meetings of Board of Supervisors

No.	Members of Board of Supervisors	Number of meetings attended	Attendance rate	Voting rate	Reasons for absence
1	Mrs. Nguyen Tuyet Quynh	04	100%	100%	
2	Mr. Dang Phan Cuong	04	100%	100%	
3	Mrs. Nguyen Thi Hue	04	100%	100%	

3. Supervising Board of Directors, Board of Management and shareholders by Board of Supervisors:

3.1. Results of monitoring the activities of the Board of Directors

- Monitoring the activities of the Board of Directors: Regarding the implementation of the Resolution of the Annual General Meeting of Shareholders. Regarding the issuance of Resolutions and decisions related to production and business activities in accordance with the provisions of the Company's charter and the provisions of law.

- The Board of Directors has performed well its role in directing, supervising and supporting the Board of Directors to effectively operate production and business activities according to the targets approved by the General Meeting of Shareholders. The Board of Directors has seriously monitored the production and business activities of the Company, and at the same time continuously sought new investment opportunities to stabilize and develop the Company.

- The Board of Directors of CMC Investment Joint Stock Company has implemented the contents of the Resolution of the 2024 General Meeting of Shareholders.

3.2. Results of monitoring the activities of the Board of Directors

- Monitoring the activities of the Board of Directors: Regarding the implementation of resolutions and decisions of the Board of Directors; Regarding the management of production, business and investment of the unit with the goals and solutions to ensure the completion of business targets and tasks in 2024; Regarding the preparation of periodic financial reports and the business performance of the Company.

- The Board of Directors clearly and specifically assigns tasks to each member in charge of each field. Regularly reviews and evaluates the production and business situation, promptly corrects production and business activities in accordance with the general direction, promptly resolves difficulties and obstacles in the production, business and investment activities of the Company.

- The Executive Board has done a good job of preparing periodic financial reports on the business performance of the Company. Strictly organize the implementation of the Resolution of the General Meeting of Shareholders as well as the Resolutions and decisions of the Board of Directors of the Company, in accordance with the Charter and provisions of law. Propose that the Board of Directors of the Company consider business, investment and financial issues of CMC Investment Joint Stock Company.

3.3. For shareholders.

- The Board of Supervisors reports to the 2024 Annual General Meeting of Shareholders on the activities of the Board of Supervisors and the 2025 operation plan. Report on the results of monitoring the Board of Directors and the Executive Board of CMC Investment Joint Stock Company.

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

- The Board of Supervisors has coordinated with departments in inspection and supervision activities according to regulations. During the period, the Board of Supervisors fully participated in the Board of Directors' meetings, attended periodic meetings with the Board of Directors, and the Company's functional departments.

- The Board of Directors and the Board of Supervisors have cooperated and created favorable conditions for the Board of Supervisors to perform its duties, such as providing information and documents, and staff coordinating with the Board of Supervisors when requested. The Board of Directors and the Board of Supervisors have created favorable conditions for the Board of Supervisors to participate in all meetings.

- The Board of Supervisors has informed the Board of Directors and the Board of Supervisors about the work plan; inspection and control plan for the year, and coordinated well with the Company's functional departments.

- The Board of Supervisors periodically reviews the Company's financial reports every quarter. Analyzes, evaluates and compiles statistics on indicators to support the Company's management and operation.

- The Board of Supervisors is provided with full information on the decisions of the Board of Directors. Communication, exchange or coordination between the Board of Supervisors and members of the Board of Directors and the Executive Board are conducted regularly and smoothly.

5. Other activities of the Board of Supervisors: Not available.

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 /
01	Mr. Ngo Anh Phuong	20/10/1994	Bachelor of Finance	05/05/2021

V. Chief Accountant

Name	Date of birth	Qualification	Date of appointment/ dismissal
Nguyen Trong Ha	16/08/1969	Bachelor of Finance accountant	05/05/2021

VI. Training courses on corporate governance:

Assign Company leaders, Company administrators and information disclosers to fully participate in training courses and instructions on new Circulars and Decrees of the Ministry of Finance, the State Securities Commission, the Hanoi Stock Exchange and the Vietnam Securities Depository and Clearing Corporation.

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
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I	Ngo Trong Vinh		Chairman of BOD			29/04/2021			
1	Le Thi Tuyet Nhung					29/04/2021			Wife
2	Ngo Anh Phuong					29/04/2021			Son
3	Ngo Thuy Duong					29/04/2021			Daughter
4	Nguyen Thi La					29/04/2021			Mother
5	Ngo Trong Quang					29/04/2021			Brother
6	Le Ngoc Van					29/04/2021			Father in law
7	Cao Thi Tuyet Le					29/04/2021			Mother in law
8	Ngo Trong Thuan								Father
9	Ngo Trong Sang								Brother
10	Hoang Thi Chinh					29/04/2021			Sister in law
11	Ngo Thi Mui					29/04/2021			Sister in law
II	Ngo Trong Quang		Member of BOD						
1	Hoang Thi Chinh					29/04/2021			Wife
2	Ngo Anh Thu					29/04/2021			Daughter

3	Ngo Anh Thai					29/04/2021			Son
4	Nguyen Thi La					29/04/2021			Mother
5	Ngo Trong Vinh		Chairman of BOD			29/04/2021			Brother
6	Le Thi Tuyet Nhung					29/04/2021			Sister in law
7	Ngo Thi Mui					29/04/2021			Sister in law
8	Ngo Trong Thuan								Father
9	Ngo Trong Sang								Brother
10	Nhat Phuong Trading and Construction Co., Ltd.	061C090089				29/04/2021			General Director
III	Lam Quynh Huong	061C007472	Member of BOD			29/04/2021			
1	Doan Thi Lien					29/04/2021			Mother
2	Lam Thanh Tung					29/04/2021			Brother
3	Lam My Duyen					29/04/2021			Sister
4	Lam Kha An					29/04/2021			Daughter

5	Nguyen Hong Lam					29/04/2021			Brother in law
6	Le Thi Giang					29/04/2021			Sister in law
7	Lam Tien Thinh								Father
IV	Nguyen Trong Ha		Member of BOD			29/04/2021			
1	Nguyen Trong Nha					29/04/2021			Father
2	Nguyen Thi Loan					29/04/2021			Mother
3	Nguyen Thi Dieu Huyen					29/04/2021			Sister
4	Nguyen Thi Le Hang					29/04/2021			Sister
5	Tran Thi Thu Hang					29/04/2021			Wife
6	Nguyen Ha Linh					29/04/2021			Daughter
7	Nguyen Ha Trang					29/04/2021			Daughter
8	Nguyen Trong Phuc					29/04/2021			Son
9	Le Hong Thang					29/04/2021			Brother in law

10	Nguyen Hoang					29/04/2021			Brother in law
11	Tran Duc Hieu					29/04/2021			Father in law
12	Dang Thi Phuong					29/04/2021			Mother in law
V	Ngô Anh Phuong		Member of BOD			29/04/2021			
1	Le Thi Tuyet Nhung					29/04/2021			Mother
2	Ngo Trong Vinh					29/04/2021			Father
3	Ngo Thuy Duong					29/04/2021			Sister
VI	Nguyen Thi Hue		Member of the Board of Supervisors						
1	Nguyen Thi An					29/04/2021			Mother
2	Nguyen Thi Huyen					29/04/2021			Sister
3	Nguyen Quoc Dat					29/04/2021			Brother
4	Ha Huy Hung					29/04/2021			Brother in law
5	Hoang Thi Hiep					29/04/2021			Sister in law

6	Phung Canh Trung					29/04/2021			Husband
7	Phung Canh Duc					29/04/2021			Son
8	Phung Canh Lam					29/04/2021			Son
VII	Nguyen Tuyet Quynh		The Head of the Board of Supervisors						
1	Nguyen Duc Manh					29/04/2021			Father
2	Nguyen Thi Doan Trang					29/04/2021			Mother
3	Nguyen Quynh Anh					29/04/2021			Sister
VIII	Dang Phan Cuong		Member of Board of Supervisors						
1	Phan Thi Tuyet Nga					29/04/2021			Mother
2	Dang Mai Linh					29/04/2021			Sister
3	Dang Duy Linh					29/04/2021			Son

2. Transactions between the Company and its affiliated persons or between the Company and its major shareholders, internal persons and affiliated persons. Not available.

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 General Meeting of	Content, quantity, total value of transaction	Note
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						Shareholders/ Board of Directors (if any, specifying date of issue)		
01	Hanoi Surveying and Measuring Joint Stock Company	Affiliated person					Borrowing money to serve the Company's business activities 11,370,000,000 VND	
02	Railway Signal Telecommunications Joint Stock Company	Affiliated person					Borrow money to serve the Company's business activities 5,000,000,000 VND	
03	Ngo Phuong Anh	Major shareholders					Borrowing money to serve the Company's business activities VND 28,693,099,915	

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. Not available

No.	Transac tion executo r	Relationship with internal persons	Positio n at the listed Compa ny	ID card No. /Passport No., date of issue, place of Issue	Address	Name of subsidiari es or companie s which the Company control	Time of transacti on	/ Content, quantity, total value of transacti on	Note
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4. Transactions between the Company and other objects. Not available.

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)

1. The list of internal persons and their affiliated persons / Transactions of internal persons and affiliated persons with shares of the Company

No.	Name of organiz a	Securities trading account	Position at the Compan	NSH No.*, date of issue, place of	Address	Number of shares owned at	Percentage of share ownership at	Note
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	tion/individual	(if any)	y (if any)	issue		the end of the period	the end of the period	
I	Ngo Trong Vinh		Chairman of BOD			1.427.650	31,30%	
1	Le Thi Tuyet Nhung					226.000	4,95%	
2	Ngo Anh Phuong					858.300	18,82%	
3	Ngo Thuy Duong					0	0	
4	Nguyen Thi La					0	0	
5	Ngo Trong Quang					585.420	12,83%	
6	Le Ngoc Van					5000	0,11%	
7	Cao Thi Tuyet Le					0	0	
8	Ngo Trong Thuan					0	0	
9	Ngo Trong Sang					0	0	
10	Hoang Thi Chinh					0	0	
11	Ngo Thi Mui					0	0	
II	Ngo Trong Quang		Member of BOD			585.420	12,83%	
1	Hoang Thi Chinh					0	0	

2	Ngo Anh Thu					0	0	
3	Ngo Anh Thai					0	0	
4	Nguyen Thi La					0	0	
5	Ngo Trong Vinh		Chairman of BOD			1.427.650	31,30 %	
6	Le Thi Tuyet Nhung					226.000	4.95%	
7	Ngo Thi Mui					0	0%	
8	Ngo Trong Thuan					0	0	
9	Ngo Trong Sang					0	0	
10	Nhat Phuong Trading and Construct ion Co., Ltd.					153.510	3,37%	
III	Lam Quynh Huong		Member of BOD			1.950	0,042 %	
1	Doan Thi Lien					0	0	
2	Lam Thanh Tung					0	0	
3	Lam My Duyen					0	0	
4	Lam Kha An					0	0	

5	Nguyen Hong Lam					400	0.01%	
6	Le Thi Giang					0	0	
7	Lam Tien Thinh					0	0	
IV	Nguyen Trong Ha		Member of BOD			0	0	
1	Nguyen Trong Nha					0	0	
2	Nguyen Thi Loan					0	0	
3	Nguyen Thi Dieu Huyen					0	0	
4	Nguyen Thi Le Hang					0	0	
5	Tran Thi Thu Hang					0	0	
6	Nguyen Ha Linh					0	0	
7	Nguyen Ha Trang					0	0	
8	Nguyen Trong Phuc					0	0	
9	Le Hong Thang					0	0	

10	Nguyen Hoang					0	0	
11	Tran Duc Hieu					0	0	
12	Dang Thi Phuong					0	0	
V	Ngô Anh Phuong		Member of BOD			858.300	18,82%	
1	Le Thi Tuyet Nhung					226.000	4.95%	
2	Ngô Trong Vinh					1.427.650	31,30 %	
3	Ngô Thuy Duong					0	0	
VI	Nguyen Thi Hue		Member of the Board of Supervisors			0	0	
1	Nguyen Thi An					0	0	
2	Nguyen Thi Huyen					0	0	
3	Nguyen Quoc Dat					0	0	
4	Ha Huy Hung					0	0	
5	Hoang Thi Hiep					0	0	

6	Phung Canh Trung					0	0	
7	Phung Canh Duc					0	0	
8	Phung Canh Lam					0	0	
VII	Nguyen Tuyet Quynh		The Head of the Board of Supervisors			0	0	
1	Nguyen Duc Manh					0	0	
2	Nguyen Thi Doan Trang					0	0	
3	Nguyen Quynh Anh					0	0	
VIII	Dang Phan Cuong		Member of Board of Supervisors			0	0	
1	Phan Thi Tuyet Nga					0	0	
2	Dang Mai Linh					0	0	
3	Dang Duy Linh					0	0	

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

No.	Transaction executor	Relationship with internal persons	Number of shares owned at the beginning of the period		Number of shares owned at the end of the period		Reasons for increasing, decreasing (buying, selling, converting,
			Number of shares	Percentage	Number of shares	Percentage	

							rewarding, etc.)
1	Ngo Thi Mui	Sister in law of Chairman of BOD	213.200	4,67%	0	0	Sell
2	Ngo Anh Phuong	General Director, Member of	0	0	858.300	18,82%	Buy

IX. Other significant issues

**CHAIRMAN OF THE BOARD OF
DIRECTORS**



NGO TRONG VINH