

No.: 01 /BC-HĐQT

Ha Noi, date 18 month 01 year 2025

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

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

- Name of company: VINACOMIN - INVESTMENT, TRADING AND SERVICE JOINT STOCK COMPANY

- Address of headoffice: No. 1 Phan Dinh Giot, Phuong Liet ward, Thanh Xuan district, Hanoi city

- Telephone: 0243.6647595

Fax: 0243.6647600

- Email: [thukycongtv@itasco.vn](mailto:thukycongtv@itasco.vn)

- Charter capital: 264.599.240.000 VND

- Stock symbol: ITS

- Governance model: General Meeting of Shareholders, Board of Directors, Board of Supervisors, General Director and Director.

**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	15/BB-ĐHĐCĐ	26/4/2024	Annual General Meeting of Shareholders in 2024
2	16/NQ-ĐHĐCĐ	26/4/2024	Annual General Meeting of Shareholders in 2024

## 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 to be the member of the Board of Directors	Number of meetings attended by Board of Directors	Attendance rate	Reasons for absence
1	Mr Thieu Quang Thao	Chairman of the Board of Directors	04/12/2009	28/28	100%	
2	Mr Nguyen Anh Duc	Member of the Board of Directors - General Director	30/06/2020	28/28	100%	
3	Mr Do Duc Trinh	Member of the Board of Directors	05/04/2010	28/28	100%	
4	Mr Dang Hong Hai	Member of the Board of Directors	21/04/2017	08/28	29%	26/04/2024 becoming to be the member of the Board of Directors
5	Mr Nguyen Ngoc Khue	Member of the Board of Directors	26/04/2024	11/28	39%	- 26/04/2024 ceasing to be the member of the Board of Directors - 10/07/2024 has a resignation letter ceasing to be the member of the Board of Directors
6	Mr Doan Hai Chien	Member of the Board of Directors	26/09/2022	28/28	100%	

## 2. Supervising the Board of Management by the Board of Directors:

The Board of Directors' supervision of the Board of Directors in 2024 continues to be focused and seriously implemented. This supervision ensures that all policies and directions of the General Meeting of Shareholders and directions of the Board of Directors are implemented in practice quickly and accurately.

The briefing and executive meetings of the Board of Directors always have the participation, direction, and comments of the Chairman of the Board of Directors and a number of members of the Board of Directors.

During the operating process, the Board of Directors regularly reports the results of the work performed monthly and quarterly so that the Board of Directors can understand the progress of implementation and the difficulties being encountered in order to promptly provide direction, as well as There are necessary adjustments to suit reality.

In 2024, the General Director and the Company's Executive Board have seriously implemented the Resolutions of the Board of Directors. Basically completing the tasks set out by the General Meeting of Shareholders and the Board of Directors, always showing a high sense of responsibility during the operating process, overcoming difficulties to complete tasks well.

## 3. Activities of the Board of Directors' subcommittees (If any):

Pursuant to the provisions of Article 17 of Decree 71/2017/ND-CP dated June 6, 2017 guiding on corporate governance applicable to public companies, Charter of Investment and Trading Joint Stock Company and services - Vinacomin, the establishment of subcommittees under the Board of Directors is not mandatory. Up to this point, the Company's Board of Directors has not established subcommittees under the Board of Directors.

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

No.	Number	Date	Conten	Note
1	01.05.01/BB-HĐQT	05/01/2024	Carry out the Company's transactions with shareholders, business managers and people related to these subjects in 2024.	
2	01.11.01/BB-HĐQT	11/01/2024	Put assets into mortgage at Agribank - Lang Ha Branch	
3	01.15.01/BB-HĐQT	15/01/2024	Apply for an additional credit limit contract at Vpbank - Thang Long Branch	
4	01.22.02/BB-HĐQT	22/02/2024	Closing the list of shareholders to hold the 2024 Annual General Meeting of Shareholders	
5	01.23.02/BB-HĐQT	23/02/2024	Apply commercial coal selling prices for companies	

6	01.14.03/BB-HĐQT	14/03/2024	Liquidation and demolition of fixed assets in Quang Yen warehouse
7	01.29.03/BB-HĐQT	29/03/2024	Finalizing the time, venue and voting content at the 2024 Annual General Meeting of Shareholders
8	01..08.04/BB-HĐQT	08/04/2024	Mr. Nguyen Ngoc Khue resigned from the position of Deputy General Director of the Company
9	02.08.04/BB-HĐQT	08/04/2024	Receive and appoint Mr. Tran Sy Trao to the position of Deputy General Director of the Company
10	01.26.04/BB-HĐQT	26/04/2024	Rename Company rooms
11	01.13.05/BB-HĐQT	13/05/2024	Put assets into mortgage at Agribank - Lang Ha Branch
12	01.14.05/BB-HĐQT	14/05/2024	Adjusting investment policy for bonded warehouse project in Hai Phong
13	01.21.05/BB-HĐQT	21/05/2024	Receiving and appointing Mr. Ha Quoc Think to the position of Deputy General Director of the Company
14	01.30.05/BB-HĐQT	30/05/2024	Put assets into mortgage at BIDV Bank - Hoan Kiem Branch
15	01.31.05/BB-HĐQT	31/05/2024	Approved the loan policy at Agribank in 2024
16	01.04.06/BB-HĐQT	04/06/2024	Apply for a new credit limit at VPbank
17	01.06.06/BB-HĐQT	06/06/2024	Put assets into mortgage at Agribank - Lang Ha Branch
18	02.06.06/BB-HĐQT	06/06/2024	Put assets into mortgage at Agribank - Tay Ho Branch
19	01.13.06/BB-HĐQT	13/06/2024	Put assets into mortgage at BIDV Bank - Hoan Kiem Branch
20	01.27.06/BB-HĐQT	27/06/2024	Select an auditing unit and review the Company's 2024 financial statements
21	01.02.07/BB-HĐQT	02/07/2024	Put assets into mortgage at Agribank - Lang Ha Branch
22	01.09.07/BB-HĐQT	09/07/2024	Put assets into mortgage at BIDV Bank - Hoan Kiem Branch
23	01.19.07/BB-HĐQT	19/07/2024	Extend credit limit at BIDV - Hoan Kiem Branch

24	01.06.08/BB-HĐQT	06/08/2024	Approve the Regulations on information disclosure and appoint the person in charge of corporate governance	
25	01.06.09/BB-HĐQT	06/09/2024	Approved the policy of investing in construction, renovation and repair of office No. 10 Ho Xuan Huong, Minh Khai, Hong Bang, Hai Phong	
26	01.24.09/BB-HĐQT	24/09/2024	Change mortgaged property at Agribank - Tay Ho Branch	
27	01.25.09/BB-HĐQT	25/09/2024	Finalize the list of shareholders to pay dividends in 2023 in cash	
28	01.22.10/BB-HĐQT	22/10/2024	Withdraw collateral assets at BIDV Bank - Hoan Kiem Branch	
29	01.18.12/BB-HĐQT	18/12/2024	Sublease land in Yen My Industrial Cluster	
30	01.27.12/BB-HĐQT	27/12/2024	Handling debts that can no longer be recovered or implemented	

### III. Board of Supervisors (annual report):

#### 1. Information about members of Board of Supervisors:

No.	Members of Board of Supervisors	Position	The date becoming to be the member of Board of Supervisors	Number of meetings attended	Attendance rate	Reasons for absence
1	Mr Bui Quang Chung	Chairman of Board of Supervisors	27/04/2021	10/10	100%	
2	Mrs Nguyen Thi Thanh Huyen	Members of Board of Supervisors	21/04/2017	10/10	100%	
3	Mrs Ha Thi Hai Yen	Members of Board of Supervisors	27/04/2021	10/10	40%	

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

The Supervisory Board has well performed the function of supervising and operating the activities of the Board of Directors and Board of Directors, checking the reasonableness, legality, honesty and level of prudence in the management and administration of business activities and appraisal. Determine financial statements, review business situation in operating periods, financial fluctuations, report evaluating business operations and management of the Board of Directors and Board of Directors.

During meetings of the Board of Directors, the Supervisory Board is invited to attend and supervise the Board of Directors' implementation of the resolutions of the General Meeting of Shareholders.

The Board of Directors also regularly consults with the Supervisory Board to make resolutions in accordance with the provisions of law, the Company and in accordance with the general development orientation. Resolutions passed by the Board of Directors are gathered and sent to members of the Supervisory Board.

At the end of each month and each quarter, the General Director sends to the Supervisory Board a detailed report on the production and business situation and the results of implementing work according to the policies of the Board of Directors. The Supervisory Board not only evaluates the accuracy and authenticity of reported data but also supervises the management of the Board of Directors.

The Supervisory Board works according to the principle of independence. During each annual General Meeting of Shareholders, the Supervisory Board reports to shareholders on the production and business situation, progress in implementing the tasks of the Board of Directors and Board of Directors, and assesses the risk level of the business strategies being implemented. present, and at the same time propose a plan for the General Meeting of Shareholders to consider and decide.

### **3. The coordination among the Board of Supervisors, the Board of Management, Board of Directors and other managers:**

Not only performing the supervisory function, the Supervisory Board also advises and recommends to the General Meeting of Shareholders and the Board of Directors the selection of an auditing company with sufficient capacity to audit the financial statements during the year. In addition, the Supervisory Board also advises and guides management and accounting work in accordance with Vietnamese accounting standards. Control cost management, pricing and administration throughout the Company.

The Supervisory Board also advises the Board of Directors, Board of Executive Directors and other managers on the provisions of the Enterprise Law, Commercial Law and guiding decrees and circulars for implementation. in accordance with the law.

### **4. Training on corporate governance:**

The company pays great attention to training and fostering management for employees; create conditions for officials to participate in professional training courses...; Send staff to participate in training courses on auditing, internal control, and trade union skills; Attend seminars on corporate governance and information disclosure organized by the State Securities Commission and Hanoi Stock Exchange...











5.3	Nguyen Thi Thu Huong									Sister
5.4	Nguyen Thi Thanh Thao									Sister
5.5	Hoang Thi Thanh Hoa									Wife
5.6	Nguyen Giao Minh Phuc									Son
5.7	Nguyen Thi Kim Ngan									Daughter
6	Nguyen Ngoc Khue		Member of Board of Directors	001077703398 The Police Registration Department manages residence and national population data release date 09/6/2017	Room 411 - B11, Thanh Xuan Bac ward, Thanh Xuan district, Hanoi city	26/04/2024		0	0%	
6.1	Ngo Thi Bich									Mother
6.2	Nguyen Thi Van Quynh									Wife
6.3	Nguyen Thi Quynh Phuong									Daughter
6.4	Nguyen Vinh Khang									Son
6.5	Nguyen Ba Long									Brother
6.6	Vu Thi Lan									Sister-in-law
<b>II. Board of Supervisors</b>										
7	Bui Quang Chung		Chairman of Board of Supervisors	034080002331 Director general of the police department for administrative management of	Yen Xa, Tan Trieu, Thanh Tri, Hanoi	27/04/2021		0	0%	





9	<b>Nguyen Thi Thanh Huyen</b>		<b>Member of Board of Supervisors</b>	<b>013170256 release date 11/4/2009 at Ha Noi</b>	<b>Group 20B, Xuan La, Tay Ho, Hanoi</b>	<b>21/04/2017</b>		<b>0</b>	<b>0%</b>	
9.1	Nguyen Thi Le									Mother
9.2	Pham Van Uy									Husband
9.3	Pham Ha Anh									Daughter
9.4	Pham Ha My									Daughter
9.5	Nguyen Van Hung									Brother
9.6	Nguyen Van Vi									Brother
<b>III. Executive Board of Directors</b>										
10	<b>Do Duc Trinh</b>									<i>As item I</i>
11	<b>Nguyen Truong Gian</b>		<b>Vice of general manager</b>	<b>001071000383 do Director general of the police department for administrative management of social order release date 02/05/2013</b>	<b>Group 2, Mai Dong ward, Hoang Mai district, Hanoi city</b>	<b>10/12/2021</b>		<b>0</b>	<b>0%</b>	
11.1	Cao Lan Phuong									Wife
11.2	Nguyen Tuan Anh									Son
11.3	Nguyen Thi Bich									Daughter-in-law
11.4	Nguyen Hong Quang									Brother

11.5	Nguyen Thi Lan Phuong									Sister
11.6	Hoang Sy Tuan									Brother-in-law
11	<b>Nguyen Anh Duc</b>	<i>As item 4</i>								
12	<b>Tran Sy Trao</b>		<b>Vice of general manager</b>	<b>036076009691 do Director general of the police department for administrative management of social order release date 08/12/2021</b>	<b>9/516 Kenh Street, Loc Vuong Ward, Nam Dinh City, Nam Dinh Province</b>	<b>15/04/2024</b>		<b>0</b>	<b>0%</b>	
12.1	Nguyen Thi Thanh Phuong									Wiffe
12.2	Tran Nguyen Ha Minh									Daughter
12.3	Tran Sy Minh Tri									Son
12.4	Tran Nguyen Tue Tam									Daughter
12.5	Tran Sy Nghi									Farther
12.6	Doan Thi Loan									Mother
12.7	Tran Sy Luu									Brother
12.8	Tran Thi Thanh Loan									Siser-in-law
12.9	Tran Thi Hai Oanh									Sister
12.10	Nguyen Dinh That									Brother-in-law
12.11	Le Thi Binh									Wiffe's mother
12.12	Nguyen Thi Thao									Wiffe's sister
13	<b>Ha Quoc Thinh</b>		<b>Vice of general manager</b>	<b>034076004696 do Director general of the police</b>	<b>LK16, NO10, area 20a,b, Duong Noi ward,</b>	<b>21/05/2024</b>		<b>0</b>	<b>0%</b>	

				department for administrative management of social order release date 08/12/2021	Ha Dong district, Hanoi city					
13.1	Vu Thi Xuan Mai									Wiffe
13.2	Ha Vu Bich Trang									Daughter
13.3	Ha Vu Minh Quang									Son
13.4	Ha Vu Quoc Cuong									Son
13.5	Ha Vu Quoc Hung									Son
13.6	Ha Duc Thang									Farther
13.7	Dang Thi Thai									Mother
13.8	Ha Duc Vuong									Brother
13.9	Pham Thi Huyen									Sister-in-law
13.10	Ha Tan Cuong									Em trai
13.11	Do Thi Hanh									Sister-in-law
13.12	Vu Quang Khai									Farther-in-law
13.13	Bui Thi Bon									Mother-in-law
13.14	Vu Thi Thuy									Wiffe's sister
13.15	Vu Bich Thuy									Wiffe's sister
14	Nguyen Trung Hieu		Chief accountant	001075003418 The Police Registration Department manages residence and national population data release date 24/12/2014	2A Tu Do Lane, Dai La, Truong Dinh Ward, Hai Ba Trung District, Hanoi	01/10/2019		0	0%	

14.1	Nguyen Van Suong									Farther
14.2	Nguyen Thi Mai Phuong									Mother
14.3	Vu Thi My Linh									Wiffe
14.4	Nguyen Thi Ngoc Anh									Daughter
14.5	Nguyen Duc AN									Son
14.6	Nguyen Luu Hoang									Brother
15	Dinh Tien Dung		Company Secretary - Person authorized to disclose information	031078002104 Director general of the police department for administrative management of social order release date 10/07/2021	Room 3140, building HH4C Linh Dam, Hoang Liet, Hoang Mai, Hanoi	01/12/2019		630	0,002	
15.1	Nguyen Thi Hoa									Mother
15.2	Ngo Thi Thu Hoai							1.050	0,004	Wiffe
15.3	Dinh Tra My									Daughter
15.4	Dinh Hoang Quan									Son
15.5	Dinh Ngo Minh Lam									Son
15.6	Dinh Thuy Chi									Daughter
15.7	Dinh Hong Nhung									Sister
<b>III. Relevant organizations</b>										
16	Vietnam National Coal and Mineral Industries Holding Corporation Limited				No. 3 Duong Dinh Nghe, Yen Hoa, Cau Giay, Ha Noi			4.762.800	18%	Represented by Mr. Thieu Quang Thao

17	<b>Viet Duc Saigon Investment Company Limited</b>				10th Floor, 21-storey Cland Office Building, No. 156 Xa Dan 2 Alley, Nam Dong, Dong Da, Hanoi			6.348.300	23,99%	Buy an additional offering of 3,600,100 shares
18	<b>Hai Au Construction Services Joint Stock Company</b>				5th Floor, House N5, Hanoi Capital BTL Guest House, No. 99 Le Duan Street, Cua Nam, Hoan Kiem, Hanoi			9.450.000	35,71%	Buy the offering of 9,000,000 shares



2. Transactions between the Company and its affiliated persons or between the Company and its major shareholders, internal persons and affiliated persons: NO

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: NO

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):*

(1) ITASCO Coal Trading and Trading Joint Stock Company

- Selling all kinds of coal.
- Office rental, car rental, warehouse.
- Hire coal processing services.

(2) ITASCO Coal Processing and Trading Joint Stock Company

- Selling all kinds of coal.
- Hire coal processing services.

(3) Su Pan 2 Hydropower Joint Stock Company

- Office rental

(The above transactions are carried out by separate contracts and implemented in accordance with the provisions of law)

(4) Song Da 11 Joint Stock Company

- Selling all kinds of coal
- Buy and sell materials of all kinds
- Rent water pumps for projects

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): NO*

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: NO*

VI. Share transactions of internal persons and their affiliated persons (annual report)

1. The list of internal persons and their affiliated persons công ty / Transactions of internal persons and affiliated persons with shares of the Company: As in section V.1

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

VII. Other significant issues: NO

Recipients:

- As regards;
- Archived: HDQT, HCTH.

CHAIRMAN OF THE BOARD OF DIRECTORS ✓



Thieu Quang Thao