

No: 2101/GKM/BCQTCT

Ninh Binh, month 01 day 21 year 2026

REPORT ON CORPORATE GOVERNANCE

(Year 2025)

To:  
**The State Securities Commission;**  
**Hanoi Stock Exchange.**

GENERAL INFORMATION

- Name of company: GKM Holdings Join stock company
- Address of head office: Chau Son Industrial Park, Phu Van Ward, Ninh Binh Province
- Telephone: 0988.951.976 | Email: ctcg.gkmholdings@gmail.com
- Charter capital: 314.342.370.000 VND.
- Stock symbol: GKM
- Governance model: General Meeting of Shareholders, Board of Directors, Board of Supervisors, and General Director.
- The implementation of internal audit: Implemented.

I. Activities of the general meeting of shareholders

Information on meetings and resolutions/decisions of the General Meeting of Shareholders:

No	Resolution/Decision No.	Date	Content
1	01/2025/NQ/ĐHĐCĐ-GKM	28/06/2025	Resolution 01: Report of the Board of Directors on the business performance results for 2024 and strategic orientation for 2025.  Resolution 02: Report on the activities of the Audit Committee for 2024 and plan for 2025.  Resolution 03: Report on production and business activities of the Board of General Directors and plan for 2025.

			<p>Resolution 04: Approval of the audited financial statements for 2024.</p> <p>Resolution 05: Profit distribution plan for 2024 and dividend payment plan.</p> <p>Resolution 06: Approval of remuneration and operating budget for the Board of Directors in 2025.</p> <p>Resolution 07: Selection of an independent auditing firm for the 2025 financial statements.</p> <p>Resolution 08: Issuance of shares to increase capital.</p> <p>Resolution 09: Issuance of shares to officers and employees under the Employee Stock Ownership Plan (ESOP).</p> <p>Resolution 10: Offering shares to existing shareholders.</p> <p>Resolution 11: Private placement to professional investors.</p> <p>Resolution 12: Dismissal and election of additional members of the Board of Directors.</p> <p>Resolution 13: Approval of adjustments and supplements to the content of the 2025 Annual General Meeting of Shareholders.</p> <p>Resolution 14: Other matters under the authority of the General Meeting of Shareholders.</p> <p>Resolution 15: Approval of the results of the election of additional members of the Board of Directors for the term 2022-2027.</p> <p>Resolution 16: Implementation provisions.</p>
--	--	--	--

## II. Activities of the board of directors

### 1. List of 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	
			appointment	Date of dismissal
1	Nguyễn Hữu Phú	BOD Member/Chairman of the BOD	06/10/2023	28/06/2025
2	Đặng Việt Lê	BOD Member/Chairman of the BOD	06/10/2023	
3	Nguyễn Công Duy	BOD Member/Member of the Audit Committee	06/10/2023	
4	Đỗ Minh Đức	Independent BOD Member cum Chairman of the Audit Committee	06/10/2023	
5	Nguyễn Anh Tuấn	BOD Member/General Director	28/06/2025	
6	Hoàng Văn Hải	BOD Member/Deputy General Director	06/10/2023	
7	Đào Thị Nga	BOD Member	28/06/2025	
8	Mazur Krysztof	BOD Member	28/06/2025	

Number of BOD meetings: 5 meetings in the year (based on documents: 11/06, 18/06, 20/06, 30/06, 21/11)

## 2. Main resolutions:

- On 11/06/2025: Dismissal and appointment of General Director, authorization for information disclosure, assignment to organize AGM, amendment to Charter.
- On 18/06/2025: Approval of bond issuance plan for 300 billion VND.
- On 20/06/2025: Approval of investment in Vision Dynamic Investment Fund certificates up to 49 billion VND.
- On 30/06/2025: Approval of rice purchase contract from Eco HT worth 28.035 billion VND.
- On 21/11/2025: Approval of asset transfer plan to repay debt.

## III. Activities of the supervisory board

The Supervisory Board has performed its supervisory functions according to the Company Charter, with no significant violations recorded in the year.

### 1. Information about members of Board of Supervisors or Audit Committee:



No.	Members of Board of Supervisors/ Audit Committee	Position	The date becoming/ceasing to be the member of the Board of Supervisors/ Audit Committee	Professional qualification
1	Đào Thị Nga	Chairwoman Audit Committee	Start date: June 28, 2025	Bachelor's Degree
2	Nguyễn Công Duy	Member Audit Committee	Start date: October 10, 2023	Bachelor's Degree
3	Đỗ Minh Đức	Chairman Audit Committee	Start date: October 10, 2023; Dismissal date: June 28, 2025	Bachelor's Degree

## 2. Meetings of Board of Supervisors or Audit Committee

No.	Members of Board of Supervisors/ Audit Committee	Number of meetings attended	Attendance rate	Voting rate	Reasons for absence
1	Đào Thị Nga	Chairwoman Audit Committee	66 %	66%	Appointment of the Chairman of the Audit Committee Start date: June 28, 2025
2	Nguyễn Công Duy	Member Audit Committee	100 %	100%	
3	Đỗ Minh Đức	Chairman Audit Committee	66 %	66%	Start date: October 10, 2023; Dismissal date: June 28, 2025

## 3. Audit Committee over the Board of Directors, the Executive Board of Management and shareholders:

In 2025, the Audit Committee organized 03 meetings, implemented supervision and evaluation of the Company's operations through financial reports, inspected documents and records, and reviewed overdue receivables. The Audit Committee prepared the content of the report and the 2025 operational plan for submission to the General Meeting of Shareholders for approval; proposed recommendations to the Board of Directors and the General Director on focused and prioritized risk management solutions and capital structure appropriate to the Company's development plan. The Audit Committee also supervised the activities of the Board of Directors, appraised the performance reports of the Board of Directors and the General Director; inspected and supervised compliance with state laws, policies, and regulations of the Board of Directors and the General Director by reviewing the Board's resolutions and the General Director's executive decisions.

4. Coordination of activities between the Board of Supervisors / Audit Committee and the Board of Directors, the Executive Board of Management and other managers:

Quarterly and on an ad-hoc basis, the Audit Committee, together with the General Director, participated in meetings organized by the Board of Directors to review and evaluate the Company's operational status. The Audit Committee coordinated with the Board of Directors and the General Director in implementing the Company's resolutions and development plans in each specific period.

5. Other activities of the Board of Supervisors and Audit Committee (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	Nguyễn Hữu Phú		Bachelor's Degree	Dismissal date: June 11, 2025
2	Nguyễn Anh Tuấn		Bachelor's Degree	Appointment date: June 11, 2025
3	Đào Thị Quỳnh		Bachelor's Degree	Appointment date: June 11, 2025

#### V. Chief accountant

Name	Date of birth	Qualification	Date of appointment/ dismissal
Đào Thị Quỳnh		Bachelor's degree in Accounting and Finance	Appointed on June 11, 2025
Dương Mạnh Cường		Bachelor's Degree	Dismissed on June 11, 2025

#### VI. Corporate governance training

The company organized internal training on information disclosure regulations for the Board of Directors and accounting department, completed before 15/11/2025.

#### VII. The list of affiliated persons of the public company (semi-annual report/annual report) and transactions of affiliated persons of the company)

1. The list of affiliated persons of the Company

N o.	Name of organization/individual	Securities trading account (if any)	Position at the Company (if any)	No. *, date of issue, place of issue	Address	Time of starting to be affiliated person	Time of ending to be affiliated	Reasons	Relationship with the Company
------	---------------------------------	-------------------------------------	----------------------------------	--------------------------------------	---------	--	---------------------------------	---------	-------------------------------



							ed person		
1	Nguyễn Hữu Phú	067C000 419	Chairman of the BOD			06/10/2023		Elected as BOD Member	Chairman of the BOD
						11/06/2025		Appointed as Chairman of the BOD	
2	Đặng Việt Lê					06/10/2023	28/06/2025	Elected as BOD Member	
						11/06/2025		Dismissed as Chairman of the BOD	
3	Nguyễn Công Duy		BOD Member cum Audit Committee Member			06/10/2023: Elected as Independent BOD Member			Member of the Board of Directors ; member of Audit Committee
4	Hoàng Văn Hải		BOD Member cum Deputy General Director			06/10/2023	28/06/2025	Elected as BOD Member	
						11/06/2025		Dismissed as Deputy General Director <sup>25</sup>	
5	Đỗ Minh Đức		BOD Member cum Chairman of Audit Committee			06/10/2023	28/06/2025	Elected as BOD Member	
						11/06/2025		Dismissed as Chairman of Audit Committee	
6	Nguyễn Anh Tuấn		BOD Member cum General Director, Person in charge of Corporate Governance			28/06/2025		Elected as BOD Member	Elected as BOD Member cum General Director, Person in charge of Corporate Governance
						11/06/2025		Elected as General Director	
7	Đào Thị Ngà		BOD Member cum			28/06/2025		Elected as BOD Member	BOD Member cum

			Chairpers on of Audit Committe e			11/06/2025		Elected as Chairperso n of Audit Committe e	Chairper son of Audit Committ ee
8	Krzyszto f Mazur		BOD Member			28/06/2025		Elected as BOD Member	Elected as BOD Member
9	CTCP Xuất Nhập Khẩu An Giang		None			06/10/2023			Mr. Phu is a BOD Member
10	An Truong An Joint Stock Compan y		None			06/10/2023			Mr. Phu is a BOD Member cum Chairma n of the BOD

Note: NSH No: ID card No./Passport No. (As for individuals) or Business Registration Certificate No., License on Operations or equivalent legal documents (As for organisations).

2. Transactions between the Company and its affiliated persons or between the Company and its major shareholders, internal persons and affiliated persons: None

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: 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): None

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 (Semi-annual report/annual report)**

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

Please see the Annex attached

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

No	Executor	Relationship	Beginning shares	Ending shares	Reason

1	Đặng Việt Lê	Former Chairman of the Board of Directors			Sell
2	APG Securities join stock company	Major Shareholder			Sell

### IX. Other issues

– Violation & Remedy: GKM stock was placed under control due to late semi-annual financial report. The company remedied the issue before Oct 31, 2025.

– Price explanation: Explained floor price hitting for 5 sessions from Oct 3 to Oct 31, 2025.

– Info change: Updated contact email and telephone since June 30, 2025.

– Secured assets: Approved transfer of secured assets for debt repayment per Decision No. 02/2025/QĐST-KDTM.

#### Recipients:

- As above: for reporting
- Archived: Clerical

CHAIRMAN OF THE BOARD OF DIRECTORS



CHỦ TỊCH HỘI ĐỒNG QUẢN TRỊ  
*Nguyễn Hữu Phú*



Annex: The list of internal persons and their affiliated persons / Transactions of internal persons and affiliated persons with shares of the Company

No.	Full Name	Securities Trading Account (if any)	Position at the Company (if any)	ID Card No./Passport No., Date of Issue, Place of Issue	Contact Address	Number of Shares Owned at the End of the Period	Percentage of Share Ownership at the End of the Period	Note
1	Nguyễn Hữu Phú	067C000419	Chairman of the BOD			0	0%	Internal Person
1.1	Cao Thị Liễu					0	0%	Wife
1.2	Nguyễn Hữu Chiến					0	0%	Father
1.3	Nguyễn Thị Chuyên					0	0%	Mother
1.4	Nguyễn Minh Hiếu					0	0%	Biological Child

1.5	Nguyễn Thị Minh Châu						0	0%	Biological Child
1.6	Nguyễn Thị Hương						0	0%	Sister
1.7	Nguyễn Thị Lan						0	0%	Sister
1.8	Nguyễn Hữu Hải						0	0%	Brother
2	Đặng Việt Lê	001C185989	BOD Member				0	0%	Internal Person
2.1	Nguyễn Thị Minh Hằng						0	0%	Wife
2.2	Đặng Việt Hoàng						0	0%	Biological Child
2.3	Đặng Việt Anh						0	0%	Biological Child

2.4	Đặng Thị Lan						0	0%	Mother
2.5	Đặng Văn Minh						0	0%	Father
3	Hoàng Văn Hải				BOD Member cum Deputy General Director		0	0%	Internal Person
3.1	Nguyễn Thị Lan						0	0%	Wife
3.2	Hoàng Văn Minh						0	0%	Father
3.3	Trần Thị Hương						0	0%	Mother
3.4	Hoàng Thị Minh						0	0%	Sister
4	Krzysztof Mazur				BOD Member		0	0%	Internal Person
4.1	Aleksandra Mazur						0	0%	Wife
4.2	Tomasz Mazur						0	0%	Biological Child



4.3	Regina Burchard						0	0%	Mother
4.4	Ryszard Mazur						0	0%	Father
4.5	Malgorzata Mazur						0	0%	Biological Child
5	Nguyễn Công Duy			BOD Member cum Audit Committee Member			0	0%	Internal Person
5.1	Nguyễn Thị Lan Huỳnh						0	0%	Mother
5.2	Nguyễn Đình Huấn						0	0%	Father-in-law
5.3	Ngô Thị Thảo						0	0%	Mother-in-law
5.4	Nguyễn Thanh Hà						0	0%	Wife
5.5	Nguyễn Tuệ Mẫn						0	0%	Daughter
5.6	Nguyễn Trang Hà Vy						0	0%	Younger Sister

5.7	Nguyễn Đình Hoàng							0	0%	Brother-in-law
5.8	Trần Thị Huyền							0	0%	Sister-in-law