

Hanoi, *14*<sup>th</sup> January 2025**REPORT ON CORPORATE GOVERNANCE**

(Year 2024)

**Dear:**

- State Securities Committee
- HNX Stock Exchange

- Name of Company: **HONGHA VIETNAM JOINT STOCK COMPANY**
- Address of Head office: Operating building, New Urban Area of Tu Hiep, Tu Hiep Commune, Thanh Tri District, Hanoi City.
- Tel: 024.3554.0845
- Charter capital: 200.000.000.000 vnd (Two hundred billions vietnam dong)
- Stock code: PHH
- Corporate governance model: General Meeting of Shareholders, Board of Directors, Board of Supervisors and General Director
- Implementation of the internal audit function: unfulfilled

**I. Activities of General Meeting of Shareholders**

Information on meetings and resolutions/decisions of the General Meeting of Shareholders (including Resolutions of the General Meeting of Shareholders adopted in the form of collecting written opinions)

Order	Number of resolutions/decisions	Date	Content
1	01/NQ-ĐHĐCĐ		<p>Resolution 2024 Annual General Shareholders' Meeting approved the contents:</p> <ul style="list-style-type: none"><li>- Approving the Report on production and business activities in 2023 and the production and business plan in 2024 at the Parent Company and after the merger.</li><li>- Approving the report of the Board of Directors on activities in 2023 and plans for 2024.</li><li>- Approving the report of Board of Supervisors in 2023.</li></ul>

		<ul style="list-style-type: none"> <li>- Approving the 2023 audited financial statements by AASC Auditing Firm Co., Ltd.</li> <li>- Approving the 2023 profit distribution plan.</li> <li>- Approving the settlement of remuneration payments for the Board of Directors and Board of Supervisors in 2023 and the remuneration payment plan for 2024.</li> <li>- Assign/Authorize the Board of Directors to proactively decide to sign some contracts and transactions.</li> <li>- Assign/Authorize the General Director to proactively sign and resolve contents related to Contract 200/2015/HD-XDVD-01</li> <li>- Approving the selection of an auditing company for the 2024 financial statements</li> <li>- Approving the Resolution and implementation provisions.</li> </ul>
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## II. Board of Directors (Annual report)

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

Order	Members of the Board of Directors	Position (independent member of the Board of Directors, non-executive member of the Board of Directors)	Date of starting/no longer being an independent member of the Board of Directors/Board of Directors	
			Date of appointment	Dismissal date
1	Ms. Nguyen Thi Huyen Trang	Chairman	30/06/2020	
2	Ms. Nguyen Thi Thuy Huyen	Members of the Board of Directors	28/04/2021	
3	Ms. Tran Thi Thanh Binh	Members of the Board of Directors	28/04/2021	

### 2. Board of Directors meetings:



Order	Members of the Board of Directors	Number of meetings attended	Rate	Reasons for not participating
1	Ms. Nguyen Thi Huyen Trang	4	100%	
2	Ms. Nguyen Thi Thuy Huyen	4	100%	
3	Ms. Tran Thi Thanh Binh	4	100%	

3. Supervision activities of the Board of Directors for the Board of General Directors:

- The Board of Directors regularly directs and supervises the management and administration of the Board of General Directors. In addition to discussing and exchanging at regular meetings/other meetings of the Board of Directors, the Board of Directors also regularly exchanges via phone and email about the strategic situation and results of production and business activities. business, the implementation of the Board of Directors Resolution and the goals set by the Board of Directors.
- Inspect and supervise investment projects and sign contracts of the Company.
- Inspect and supervise compliance with the Enterprise Law, Company Charter and current legal regulations.
- In general, in 2024 the Board of General Directors and management levels have made efforts and proactively in their work to achieve the planned goals set by the General Meeting of Shareholders..

4. Activities of subcommittees of the Board of Directors (if any): none

5. Resolutions/Decisions of the Board of Directors

Order	Resolution/ Decision number	Date	Content	Rate
1	01/2024/NQ-HĐQT	19/3/2024	Last registration date to finalize the list of shareholders attending the 2024 Annual General Meeting of Shareholders	100%
2	02/2024/NQ-HĐQT	19/4/2024	Plan to organize the 2023 Annual General Meeting of Shareholders	100%
3	03/2024/NQ-HĐQT	15/07/2024	Approving the voting contents at the 2024 Annual General	100%

			Meeting of Shareholders of Tu Hiep Hong Ha Dau khi Joint Stock Company	
4	04-1/2024/NQ-HĐQT	25/10/2024	Removal of the position of Chairman of the Board of Directors	100%
5	04-2/2024/NQ-HĐQT	25/10/2024	Election for the position of Chairman of the Board of Directors	100%
6	04-3/2024/NQ-HĐQT	25/10/2024	Removal of the position of General Director	100%
7	04-4/2024/NQ-HĐQT	25/10/2024	Appointing the position of General Director	100%
8	04-5/2024/NQ-HĐQT	25/10/2024	Appointing the position of Vice General Director	100%
9	04-6/2024/NQ-HĐQT	25/10/2024	Change the Company's representative law	100%
10	05/2024/NQ-HĐQT	01/11/2024	Through the income of the General Director	100%

### III. Board of Supervisors:

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

Order	Members	Position	Date of starting/no longer being a member of Board of Supervisors	Professional qualifications
1	Nguyen Quoc Tuan	Head of Board of Supervisors	12/05/2022	Master of Banking and Finance
2	Truong My Hanh	Members of Board of Supervisors	12/05/2022	Bachelor of Business Management



3	Nguyen Thi Huong	Members of Board of Supervisors	18/5/2023	Bachelor of Economics
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## 2. Meetings of Board of Supervisors:

Order	Members	Number of meetings attended	Attending Rate	Voting rate	Reasons for not participating
1	Nguyen Quoc Tuan	2	100%	100%	
2	Truong My Hanh	2	100%	100%	
3	Nguyen Thi Huong	2	100%	100%	

## 3. Supervision activities of the Supervisory Board:

- Supervising the preparation process for the 2024 Annual General Meeting of Shareholders.
- Supervising the implementation and implementation of the Resolution of the 2024 General Meeting of Shareholders.
- The Supervisory Board considers and selects an auditing unit for the 2024 financial statements; Participate in determining and evaluating quarterly and annual financial reports.
- Supervising the implementation of the Company's Charter and Governance Regulations.
- Supervising the implementation of Resolutions of the Board of Directors.
- Supervising the implementation of information disclosure according to regulations.
- The Supervisory Board always coordinates closely with the Board of Directors and Executive Board to promptly grasp the actual situation of production and business activities to contribute opinions on the principle of compliance with the law and for the benefit of shareholders.

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

- The Supervisory Board receives support from the Board of Directors, Board of General Directors and managers in the process of carrying out the tasks of the Supervisory Board in 2024..

## 5. Other activities of the Supervisory Board (if any):

- The Supervisory Board has assigned tasks for 2024 to each member.

## IV. Executive Board

Order	Members	Date of birth	Professional qualifications	Date of appointment /Removal
1	Nguyen Thi Thuy Huyen		Bachelor of Economics	25/10/2024
2	Trần Thị Thanh Bình		Bachelor of Economics	25/10/2024

**V. Chief accountant:**

Full Name	Date of birth	Professional qualifications	Date of appointment
Nguyen Thi Hoa Vinh		Bachelor of Accounting	12/04/2023

**VI. Training on corporate governance:**

Training courses on corporate governance that members of the Board of Directors, members of the Supervisory Board, Executive Director (General Director), other managers and the Company Secretary have participated in according to regulations on public governance Ty: *None*

**VII. List of related persons of public companies (Annual report) and transactions of related persons of the company with the Company itself:**

1. List of related people of the company: *Appendix 01*
2. Transactions between the company and related persons of the company; or between the company and major shareholders, insiders, or related persons of insiders: *Appendix 02*
3. Transactions between company insiders, related persons of insiders and subsidiaries and companies controlled by the company: *No*
4. Transactions between the company and the others:
  - 4.1. Transactions between companies and companies in which members of the Board of Directors, members of the Supervisory Board, Director (General Director) and other managers have been or are founding members or members of the Board of Directors or Director (General Director) operating within the past three (03) years (calculated at the time of reporting): *Appendix 02*
  - 4.2. Transactions between companies and companies in which related persons of members of the Board of Directors, members of the Supervisory Board, Director (General Director) and other managers are members of the Board of Directors, Director (General Director) manage: *No*
  - 4.3. Other transactions of the company (if any) that may bring material or immaterial benefits to members of the Board of Directors, members of the Supervisory Board, Director (General Director) and other managers: *No*



## VIII. Stock transactions of insiders and related persons of insiders (Annual report)

1. List of internal people and related people of internal people of the company:

*Appendix 03*

2. Transactions by insiders and related persons on company stocks: *No*

**IX. Other issues that need attention:** *No*

### *Place of receipt:*

- *As above,*
- *Archives.*

**CHAIRMAN**



**Nguyễn Thi Huyền Trang**

# Appendix 01: LIST OF RELATED PERSONS OF THE COMPAN

## 1. Related person is an internal person:

Order	Name of organization/individual	Securities trading account (if any)	Position at the company (if any)	ID card/Passport number	Head office address/Contact address	Date of being the related person	Date of being no longer relevant	Reason	Relevant relationship with the company
1	Nguyen Thi Huyen Trang		Chairman	027181009083	R810A, Tower2, Hanoi CenterPoint Building, No.27 Le Van Luong street, Nhan Chinh ward, Thanh Xuan Distric, Hanoi	30/06/2020			
2	Nguyen Thi Thuy Huyen		Members of the Board of Directors/ General Director	027179009671	R806, Tower2, Hanoi CenterPoint Building, No.27 Le Van Luong street, Nhan Chinh ward, Thanh Xuan Distric, Hanoi	28/04/2021			
3	Tran Thi Thanh Binh		Members of the Board of Directors/ Vice General Director	036195000212	TT7A-19, Dai Kim urban area, Dai Kim ward, Hoang Mai Distric, Hanoi	28/04/2021			
4	Nguyen Thi Huong		Members of Board of Supervisors	001177016596	H12 group 1, Thinh Quang ward, Dong Da Distric, Hanoi	18/05/2023			
5	Truong My Hanh		Members of Board of Supervisors	001178025820	R2706- Tower1, Hanoi CenterPoint Building, No.27 Le Van Luong street, Nhan Chinh ward, Thanh Xuan Distric, Hanoi	12/05/2022			



Order	Name of organization/individual	Securities trading account (if any)	Position at the company (if any)	ID card/Passport number	Head office address/Contact address	Date of being the related person	Date of being no longer relevant	Reason	Relevant relationship with the company
6	Nguyen Quoc Tuan		Head of Board of Supervisors		R1107-3B- RESCO urban area, Xuan Dinh ward, Bac Tu Liem Distric, Hanoi	12/05/2022			
7	Nguyen Thi Hoa Vinh		Chief accountant		No 12, 82/1 Alley, Nguyen Khuyen Street, Van Quan ward, Ha Dong Distric, Hanoi	01/02/2022			

**2. Related person is a Subsidiary:**

Order	Name of organization/individual	Securities trading account	Position at the company (if any)	Business registration number, date of issue, place of issue	Head office address / Contact address	Date of being the related person	Date of being no longer relevant	Reason	Relevant relationship with the company
1	Hong Ha Hanoi Joint Stock Company				No 18, 4 Alley, Phuong Mai ward, Dong Da Distric, Hanoi	02/06/2005			

## Appendix 02: TRANSACTIONS OF THE COMPANY ON REPORT

### 1. Transactions between the company and related persons, or between the company and major shareholders, insiders, or related persons of insiders

Order	Name of organization/individual	Relationship with the Company	Business registration number, date of issue, place of issue	Head office address / Contact address	Time of transaction	Resolution/Decision number approved by the General Meeting of Shareholders/Board of Directors (if any)	Content, quantity, total transaction value	Note
1	Tu Hiep Hong Ha Dau Khi Joint Stock Company	Affiliated company					- Sell: - Buy: 450.000.000	
2	Hong Ha Hanoi Joint Stock Company	Subsidiary company					- Sell: 0 - Buy: 0	



**Appendix 03: List of internal people and people related to the internal company**

Order	Name	Securiti- es trading account (if any)	Position at the company (if any)	Relationships with internal people	ID card/Passp ort number	Contact address	Number of shares owned at the end of the period	Share ownership ratio at the end of the period	Note
1	Nguyen Thi Huyen Trang		Chairman				3.575.600	19,75%	
2	Ha Anh Quang			Husband			0	0%	
3	Nguyen Ngoc Hue			Father			0	0%	
4	Pham Thi Thuy			Mother			0	0%	
5	Nguyen Thi Thuy Huyen			Sister			2.486.770	13,74%	
6	Nguyen Ngoc Truong			Brother			0	0%	
7	Ha Tung Lam			Son			0	0%	
8	Ha Gia Linh			Daughter			0	0%	
9	Nguyen Thi Thuy Huyen		Members of the Board of Directors/ General Director				2.486.770	13,74%	
10	Nguyen Van Thanh			Husband			135.700	0,75%	
11	Nguyen Ngoc Hue			Father			0	0%	

Order	Name	Securiti- es trading account (if any)	Position at the company (if any)	Relationships with internal people	ID card/Passp ort number	Contact address	Number of shares owned at the end of the period	Share ownership ratio at the end of the period	Note
12	Pham Thi Thuy			Mother			0	0%	
13	Nguyen Thi Huyen Trang			Sister			3.575.600	19,75%	
14	Nguyen Ngoc Truong			Brother			0	0%	
15	<b>Tran Thi Thanh Binh</b>		<b>Board of Directors/ Vice General Director</b>				<b>1.000.000</b>	<b>5,52%</b>	
16	Pham Xuan Tung			Husband			0	0%	
17	Tran Ngoc Tien			Father			0	0%	
18	Le Thi Nham			Mother			0	0%	
19	Pham Xuan Khu			Father-in- law			0	0%	
20	<b>Nguyen Thi Hoa Vinh</b>		<b>Chief accountant</b>				0	0%	
21	Nguyen Ngoc Khuong			Father			0	0%	
22	Dao Thi Xuan			Mother			0	0%	
23	Nguyen The Hung			Husband			0	0%	
24	Nguyen Ngoc Linh			Daughter			0	0%	



Order	Name	Securiti- es trading account (if any)	Position at the company (if any)	Relationships with internal people	ID card/Passp ort number	Contact address	Number of shares owned at the end of the period	Share ownership ratio at the end of the period	Note
25	Nguyen Huy Hoang			Son			0	0%	
26	Nguyen Thi Thu Huong			Sister			0	0%	
27	Nguyen Ngoc Quang			Brother			0	0%	
28	<b>Nguyen Quoc Tuan</b>		<b>Head of Board of Supervisors</b>				<b>0</b>	<b>0%</b>	
29	Nguyen Khanh Linh			Wife			0	0%	
30	Nguyen Quoc Binh			Father			0	0%	
31	Nguyen Thi Hao			Mother			0	0%	
32	Nguyen Duy Minh			Brother			0	0%	
33	<b>Nguyen Thi Huong</b>		<b>Members of Board of Supervisors</b>				<b>11,000</b>	<b>0,005%</b>	
34	Tran Van Loc			Husband			0	0%	
35	Nguyen Manh Thang			Father			0	0%	
36	Nguyen Thi Nga			Mother			0	0%	
37	Tran Thành An			Son			0	0%	

Order	Name	Securiti- es trading account (if any)	Position at the company (if any)	Relationships with internal people	ID card/Passp ort number	Contact address	Number of shares owned at the end of the period	Share ownership ratio at the end of the period	Note
38	Tran Phuc Anh			Daughter			0	0%	
39	Nguyen Dinh Tuong			Brother			0	0%	
40	<b>Truong My Hanh</b>		<b>Members of Board of Supervisors</b>				<b>2,511,496</b>	<b>13,88%</b>	
41	Tran Minh			Husband			0	0%	
42	Tran Minh Ngoc			Daughter			0	0%	
43	Tran Hoang Son			Son			0	0%	
44	Nguyen Thi Sam			Mother-in- law			0	0%	
45	Nguyen Thi Thuy			Mother			0	0%	