

Appendix V

REPORT ON CORPORATE GOVERNANCE

(Issued in conjunction with Circular No. 96/2020/TT-BTC dated November 16, 2020, of the Minister of Finance)

**PHUC THINH DESIGN
CONSTRUCTION TRADING
CORPORATION**

No.01/PTD-2025

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Ho Chi Minh City, January 24, 2025

REPORT ON CORPORATE GOVERNANCE

(Year 2024)

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

- Company Name: PHUC THINH DESIGN CONSTRUCTION TRADING CORPORATION
- Head Office Address: 361 Le Trong Tan Street, Son Ky Ward, Tan Phu District, Ho Chi Minh City
- Tel: 028 3811 6823 - Fax: 028 3811 6843 - Email: phucthinh@phucthinh.com.vn
- Charter Capital: 49.999.330.000 VND (*Forty-nine billion, nine hundred ninety-nine million, three hundred thirty thousand dong*)
- Stock Code: PTD
- Corporate Governance Model: General Meeting of Shareholders, Board of Directors, Board of Supervisors, and General Director.
- Regarding the implementation of the internal audit function: Currently implementing.

I. Activities of the 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 writing opinion):

No.	Resolution/Decision Number	Date	Content
1	01/QĐ-DHĐCD-2024	20/04/2024	Minutes and Resolution of the 2024 Annual General Meeting of Shareholders

II. Board of Directors (Annual Report):

1. Information on members of the Board of Directors (BOD):

No.	Member of the Board of Directors	Position (<i>Independent Member of the BOD, Non-Executive Member of the BOD</i>)	Start Date/End Date as a Member/Independent Member of the Board of Directors	
			Appointment Date	Dismissal Date
1	To Khai Dat	Chairman of the BOD	15/04/2023	
2	Tran Minh Truc	Member of the BOD, General Director	15/04/2023	
3	Bui Quang Huan	Member of the BOD		15/04/2023
4	Ho Thanh Duc	Member of the BOD		15/04/2023
5	Yang, Pei-Long	Independent Member of the BOD	15/04/2023	
6	Ho Quang Trung	Independent Member of the BOD	15/04/2023	
7	Hoang Truong Giang	Independent Member of the BOD	15/04/2023	

2. Meetings of Board of Directors:

No.	Member of the Board of Directors	Number of Board Meetings Attended	Attendance Rate	Reason for Absence
1	Tran Minh Truc	7	100%	
2	To Khai Dat	7	100%	
3	Ho Quang Trung	7	100%	
4	Hoang Truong Giang	7	100%	
5	Yang, Pei-Long	7	100%	

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

The Board of Directors has supervised the company's operations in accordance with the law and the company's charter to ensure the interests of shareholders and employees.

Based on the approved 2024 business operating plan, the General Director has managed production and business activities effectively in terms of morale and ideals. The company's business results did not meet material expectations due to the impact of the global economic downturn. Moreover, the company had to make provisions for doubtful debts related to the International Khai Hoan project. On the other hand, the company's financial position remains stable, and information related to the

company's business activities is always disclosed transparently and promptly, in accordance with legal regulations.

All of the company's business operating activities are inspected and supervised by the company's Board of Supervisors and specialized departments to minimize risks for the company.

4. Activities of the Board of Directors' subcommittees (if any): The BOD has not established any subcommittees. BOD members perform their duties according to the specialized tasks assigned by the BOD.

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

No.	Resolution/Decision No.	Date	Content	Approval Rate
1	01/HĐQT/QĐ-2024	01/03/2024	Selecting the date for the 2024 Annual General Meeting of Shareholders	100%
2	02/HĐQT/QĐ-2024	08/03/2024	Issuance of the Information Disclosure Regulation of the Company.	100%
3	03/HĐQT/QĐ-2024	03/05/2024	On the implementation of the share issuance plan to increase charter capital from equity.	100%
4	04/HĐQT/QĐ-2024	25/06/2024	Setting the record date for exercising the right to receive shares issued due to the increase of charter capital from equity.	100%
5	05/HĐQT/QĐ-2024	18/07/2024	Provision for doubtful debts related to the International Khai Hoan project for construction and design.	100%
6	06/HĐQT/QĐ-2024	29/07/2024	On amending the Charter and adjusting the Business Registration Certificate, registering and listing additional securities.	100%
7	07/HĐQT/QĐ-2024	31/12/2024	Transactions arising for office leasing with a related party of an insider, Deputy General Director To Thuan Co	100%

III. Board of Supervisors (Annual Report):

1. Information on members of the Board of Supervisors (BOS):

No.	Member of the Board of Supervisors	Position	Start Date/End Date as a Member of the Board of Supervisors	Professional qualifications
1	Duong Thi Ngoc Thuy	Head of Board of Supervisors	15/04/2023	Accountant
2	Tran Ngoc Tu	Board of Supervisors Member	15/04/2023	Construction
3	Tran Thi Lien	Board of Supervisors Member	15/04/2023	Accountant

2. Meetings of the Board of Supervisors:

No.	Member/ Audit Committee Member	Number of meetings attended	Meeting attendance rate	Voting rate	Reason for not attending the meeting
1	Duong Thi Ngoc Thuy	4	100%	100%	
2	Tran Ngoc Tu	4	100%	100%	
3	Tran Thi Lien	4	100%	100%	

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

The Board of Directors of the Company has conducted periodic and extraordinary meetings in an extended format, allowing members of the Board of Management, the Board of Supervisors, and specialized departments to participate, in compliance with the Company's Charter. The Board of Supervisors has monitored the strict implementation of the Resolutions of the General Meeting of Shareholders.

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

The Board of Supervisors fully participated in all Board of Directors meetings and monitored compliance with the Company's Charter. Based on the review of annual, quarterly, and monthly financial statements, timely recommendations were made on relevant issues.

The Board of Supervisors maintained its independence in its supervisory activities concerning the Board of Directors, the Board of Management, and other managers of the Company.

5. Other activities of the Board of Supervisors (if any): None.

IV. Board of Management

No.	Member of the Executive Board	Date of birth	Professional qualifications	Date of appointment/dismissal of BOM member
1	To Khai Dat	19/12/1957	Construction Management	15/03/2021
2	Tran Minh Truc	25/11/1973	Construction Engineer	17/03/2021
3	To Thuan Co	22/01/1990	Business Administration	17/03/2021

V. Chief Accountant

Full name	Date of birth	Professional qualifications	Appointment/Dismissal Date
Nguyen Hoang Vu	21/12/1977	Bachelor of Accounting	23/07/2020

VI. Courses on Corporate Governance:

Corporate governance training courses attended by members of the Board of Directors, Board of Supervisors members, General Director other manager, and the Company Secretary as per corporate governance regulations: Corporate Governance Course in April 2024.

VII. List of Related Parties of the Public Company (Annual Report) and Transactions of Related Parties with the Company.

1. List of related parties of the company.

No.	Name of organization/individual	Securities trading account (if any)	Position in the company (if any)	Citizen Identity Card No.*, date of issue, place of issue No.*,	Head office address/ Contact address	Start date as a related person	Date of no longer being a related person	Reason	Relationship with the company
I	Board of Directors/General Management Board/Executive Board								
1	To Khai Dat		Chairman of the Board of Directors			2023			
1.1	And related persons of Mr. To Khai Dat as per Section 1 VIII of this Report.								
2	Trần Minh Trúc		Member of the Board of Directors and General Director			2023			
2.1	And related persons of Mr. Tran Minh Truc as per Section 2 VIII of this Report.								
3	Tô Thuận Cơ		Deputy General Director			2024			
3.1	And related persons of Mr. To Thuan Co as per Section 3 VIII of this Report.								
4	Yang, Pei – Long		Independent Member of the			2023			

			Board of Directors						
4.1	And Mr. Yang, Pei-Long's related person as per Section 4 VIII of this Report.								
5	Hoang Truong Giang		Independent Member of the Board of Directors			2023			
5.1	And Mr. Hoang Truong Giang's related person as per Section 5 VIII of this Report.								
6	Ho Quang Trung		Independent Member of the Board of Directors			2023			
6.1	And Mr. Ho Quang Trung's related person as per Section 6 VIII of this Report.								
7	Ngo Lien Dong Hoang Lan					2021			Shareholder owning 10% of shares
8	Boi Long Joint Stock Company		Mr. To Khai Dat serves as Director.			2017			Associated Company
II	Chief Accountant								

1	Nguyen Hoang Vu		Chief Accountant			2020			
1.1	And related persons of Mr. Nguyen Hoang Vu according to Section 7 VIII of this Report.								
III	Board of Supervisors.								
1	Duong Thi Ngoc Thuy		Head of Board of Supervisors.			2023			
1.1	And related persons of Ms. Duong Thi Ngoc Thuy according to Section 8 VIII of this Report.								
2	Tran Thi Lien.		Member of the Board of Supervisors.			2023			
2.1	And related persons of Ms. Tran Thi Lien according to Section 9 VIII of this Report.								
3	Tran Ngoc Tu.		Member of the Board of Supervisors.			2023			
3.1	And related persons of Mr. Tran Ngoc Tu according to section 10 VIII of this Report.								

Note: Identification Number: ID card/Passport number (for individuals) or Enterprise Registration Certificate number, Operating License, or equivalent legal document (for organizations).*

2. Transactions between the company and its related parties; or between the company and major shareholders, internal person, or related parties of internal person.

No.	Organization/Individual Name	Relationship with the company	ID Card Number*, Date of Issue, Place of Issue	Head Office Address/Contact Address	Transaction Time with the Company	Resolution/Decision No. of the General Meeting of Shareholders/Board of Directors... approved (if any, specify the date of issuance)	Content, Quantity, Total Transaction Value	Note
1	To Khai Dat	Chairman of the Board of Directors						
2	Tu My	Wife of the Chairman of the Board of Directors						
3	To Thuan Co	Deputy General Director						

Note: Identification Number: ID card/Passport number (for individuals) or Enterprise Registration Certificate number, Operating License, or equivalent legal document (for organizations).*

3. Transactions between company internal person, related parties of internal person, with subsidiaries, or companies controlled by the company.

No.	Transaction performer	Relationship with insider	Position at listed company	ID Card/Passport Number, Date of Issue, Place of Issue	Address	Name of subsidiary, company controlled by Listed company holds controlling interest	Transaction time	Content, quantity, total transaction value	Note

	No transactions occurred								
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4. Transactions between the company and other entities.

4.1. Transactions between the company and companies where members of the Board of Directors, Board of Supervisors, Director (General Director), and other managers were and are founding members or members of the Board of Directors, General Director within the last three (03) years (calculated at the time of reporting): None.

4.2. Transactions between the company and companies where related parties of members of the Board of Directors, Board of Supervisors, Director (General Director), and other managers are members of the Board of Directors or General Director: None.

4.3. Other transactions of the company (if any) that may bring material or immaterial benefits to members of the Board of Directors, Board of Supervisors, Director (General Director), and other managers: None.

VIII. Insider and Related Party Share Transactions (Annual Report).

1. List of internal person and related parties of internal person.

No.	Full name	Securities trading account (if any)	Position at the company (if any)	ID card/Passport number, date of issue, place of issue	Contact address	Number of shares owned at the end of the period	Share ownership ratio at the end of the period	Note
1	To Khai Dat		Chairman of the Board of Directors					
1.1	Tu My		Wife					
1.2	To Lan Anh		Child					

1.3	To Thuan Co		Son					
1.4	To Le Ha		Daughter					
1.5	Boi Long Joint Stock Company		Mr. To Khai Dat as Director					
2	Tran Minh Truc		Member of the Board of Directors, General Director, and Legal Representative					
2.1	Nguyen Thi To Phuong		Wife					
2.2	Tran To Tran		Son					
2.3	Tran Nhat Minh		Son					
3	To Thuan Co		Deputy General Director					
3.1	To Khai Dat		Father					
3.2	Tu My		Mother					
3.3	To Lan Anh		Sister					
3.4	Do Hoang Loc Minh		Wife					
3.5	To Kha San		Daughter					
3.6	To Kha My		Daughter					

3.7	Taian (Vietnam) Co., Ltd.		Mr. To Thuan Co as General Director					
4	Yang, Pei – Long		Independent Member of the Board of Directors					
4.1	Lin Hsueh Chung		Wife					
4.2	Lucky Stone Co.,Ltd		Mr. Yang, Pei - Long serves as Director					
5	Hoang Truong Giang		Independent Member of the Board of Directors					
5.1	Nguyen Thi Duyen		Wife					
5.2	Hoang Truong Thanh		Child					
5.3	Hoang Thi Thanh Thuy		Child					
5.4	Tran Thi Cuc		Mother-in-law					
5.5	Hoang Hai Construction Trading Company Limited		Mr. Hoang Truong Giang serves as Director					
6	Ho Quang Trung		Independent Member of the Board of Directors					

6.1	Ho Thi Ngoc Thu		Sister					
6.2	Ho Thi Ngoc Suong		Sister					
6.3	Ho Quang Lam		Child					
7	Nguyen Hoang Vu		Chief Accountant					
7.1	Dang Thi Phung		Mother					
7.2	Nguyen Thi Hoang Tho		Sister					
7.3	Ngo Thi Thuy Trinh		Wife					
7.4	Nguyen Hoang Luan		Brother					
8	Duong Thi Ngoc Thuy		Head of Board of Supervisors					
8.1	Duong Van Minh		Father					
8.2	Nguyen Thi Cay		Mother					
8.3	Duong Thi Ngoc Trang		Sister					
8.4	Tri Bi Private Enterprise		Ms. Duong Thi Ngoc Thuy serves as Chief Accountant					
9	Tran Thi Lien		Board of Supervisors Member					
9.1	Tran Thi Phung		Sister					

9.2	Tran Dinh Phuc		Brother					
9.3	Tran Dinh Hoang		Brother					
9.4	Tran Dinh Hung		Brother					
9.5	Nguyen Thanh Hong		Husband					
10	Tran Ngoc Tu		Member of the Board of Supervisors					
10.1	Tran Van Hanh		Father					
10.2	Nguyen Thi Dung		Mother					
10.3	Tran Quoc Tuan		Brother					
10.4	Tran Van Phuc		Younger Brother					
10.5	Tran Dang Khoa		Child					

2. Transactions of internal person and related parties with the company's shares.

No.	Person Conducting the Transaction	Relationship with Insider	Number of Shares Held at the Beginning of the Period		Number of Shares Held at the End of the Period		Reason for Increase/Decrease (Purchase, Sale, Conversion, Bonus...)
			<i>Number of Shares</i>	<i>Percentage</i>	Number of Shares	Percentage	
	No changes occurred.						

IX. Other significant issues: None

Recipient:

- As above;
- Archived: Accounting Department.

**CHAIRMAN OF THE BOARD OF
DIRECTORS**

(Signature, full name, and company seal)



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