

REPORT ON CORPORATE GOVERNANCE
(For the year 2024)

To:

- **THE STATE SECURITIES COMMISSION**
- **THE HA NOI STOCK EXCHANGE**

Name of Company : COTANA GROUP JOINT STOCK COMPANY

Address of headoffice : Lot CC5A, Linh Dam Peninsula, Hoang Liet Ward, Hoang Mai District, Hanoi City, Vietnam

Telephone : 024.35632763 Fax : 024.35632762

Email : cng@cotanagroup.com.vn

Website : www.cotanagroup.vn

Charter capital : VND 374,089,820,000 (Three hundred seventy-four billion, eighty-nine million, eight hundred twenty thousand Vietnamese Dong).

Stock symbol : CSC

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

<i>No.</i>	<i>Resolution/Decision No.</i>	<i>Date</i>	<i>Content</i>
1	01/2024-NQ/ĐHĐCĐ-CNG	April 26, 2024	Resolution of the 2024 Annual General Meeting of Shareholders: 1. Approval of the 2023 Business Performance Report and the 2024 Business Plan of the Company (Proposal No. 01/TTR/AGM-CNG). 2. Approval of the 2023 Activity Report and the 2024 Activity Plan of the Company's

			<p>Board of Directors (Proposal No. 02/TTR/AGM-CNG)</p> <p>3. Approval of the 2023 Activity Report and the 2024 Activity Plan of the Company's Board of Supervisors (Proposal No. 03/TTR/AGM-CNG)</p> <p>4. Approval of the audited financial statements for 2023 (Proposal No. 04/TTR/AGM-CNG)</p> <p>5. Approval of the selection of the audit firm for the 2024 financial year of the Company (Proposal No. 05/TTR/AGM-CNG)</p> <p>6. Approval of the dividend payment for 2023 and the proposed dividend rate for 2024 (Proposal No. 06/TTR/AGM-CNG)</p> <p>7. Approval of the share issuance plan for dividend payment (Proposal No. 07/TTR/AGM-CNG).</p> <p>8. Approval of the capital contribution plan to the subsidiary - Cotana Capital Investment and Real Estate Development Joint Stock Company (Proposal No. 08/TTR/AGM-CNG)</p> <p>9. Approval of the remuneration payment for 2023 and the proposed remuneration for 2024 for members of the Board of Directors and the Board of Supervisors (Proposal No. 09/TTR/AGM-CNG)</p>
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		<p>10. Approval of the election of members of the Board of Directors for the 2024-2029 term (Proposal No. 10/TTR/AGM-CNG)</p> <p>11. Approval of the election of members of the Board of Supervisors for the 2024-2029 term (Proposal No. 11/TTR/AGM-CNG).</p> <p>12. Approval of the list of nominees and candidates for the Board of Directors for the 2024-2029 term (Proposal No. 12/TTR/AGM-CNG)</p> <p>13. Approval of the list of nominees and candidates for the Board of Supervisors for the 2024-2029 term (Proposal No. 13/TTR/AGM-CNG)</p> <p>14. Approval of the elected members of the Board of Directors for the 2024-2029 term, including the following individuals</p> <ol style="list-style-type: none">1. Mr. DAO NGOC THANH2. Ms. DAO THU THUY3. Mr. DOAN VAN TUAN4. Mr. BUI TIEN HUNG5. Ms. NGUYEN DO HOANG LAN <p>Assign the Board of Directors for the 2024-2029 term to organize a meeting and elect the Chairman of the Board of Directors to perform the functions of the Board of Directors as per regulations</p>
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			<p>15. The list of elected members of the board of Supervisors for the 2024-2029 term, including the following individuals, is approved:</p> <ol style="list-style-type: none"> 1. Ms. NGUYEN HAI YEN 2. Mr. LE VAN DANG 3. Mr. DAO HONG SON <p>Assign the Board of Supervisors for the 2024-2029 term to organize a meeting, elect the Head of the Board of Supervisors, and assign tasks to perform the functions of the Board of Supervisors as per regulations.</p>
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II. Board of Directors (annual report for year 2024)

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

No.	Board of Directors' members	Position	The date becoming/ceasing to be the member of the Board of Directors	
			Date of appointment	Date of dismissal
1	Mr. Dao Ngoc Thanh	Chairman of the Board of Directors	April 26, 2024	
2	Ms. Dao Thu Thuy	Members of the Board of Directors	April 26, 2024	
3	Mr. Doan Van Tuan	Members of the Board of Directors	April 26, 2024	
4	Mr. Bui Tien Hung	Members of the Board of Directors	April 26, 2024	
5	Ms. Nguyen Do Hoang Lan	Members of the Board of Directors	April 26, 2024	

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. Dao Ngoc Thanh	10	100%	
2	Ms. Dao Thu Thuy	10	100%	
3	Mr. Doan Van Tuan	10	100%	
4	Mr. Bui Tien Hung	10	100%	
5	Ms. Nguyen Do Hoang Lan	10	100%	

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

The Board of Directors has supervised the activities of the Board of Management in carrying out the following tasks

- Directed the successful organization of the 2024 Annual General Meeting of Shareholders on April 26, 2024, in accordance with the legal regulations and the Company's Charter.;
- Directed the preparation of the parent company's financial statements, consolidated financial statements for the fourth quarter of 2023, and the audited financial statements for 2023 (parent company and consolidated); preparation of the parent company's financial statements, consolidated financial statements for the first quarter, the second quarter, and the third quarter of 2024 in accordance with legal regulations; 2023 Annual Report; 2024 Semi-Annual Governance Report.;
- Executed the dividend payment for 2023 (at a rate of 20% in shares) to increase the charter capital from VND 311,747,190,000 to VND 374,089,820,000;

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

- ✓ **Finance Sub-Committee:** The Finance Board is responsible for preserving and developing capital, managing corporate finances effectively, meeting the financial needs of the Company's projects and works, as well as the capital contribution of the Company in its subsidiaries and affiliated companies.
- ✓ **Investment Sub-Committee:** On January 1, 2025, Hue will become a centrally-governed city, which creates favorable conditions for the city to welcome investors, including Cotana Group. Building on the success of the Ecogarden project, the Board

of Directors continues to study the development of the Ngũ Hồ Ecological Resort and Golf Course project in Phong Dien Town, Hue City. This is one of the largest projects in Central Vietnam, with a project area of approximately 500 hectares. The Company's goal in the coming years is to develop the project, creating a key ecological tourism and resort area in Central Vietnam. In addition, the Board of Directors is also directing the acceleration of investment research for the Phu Ho and Phu Vang New Urban Area projects in Thua Thien Hue Province, which are also key and highly potential projects of Cotana Group Joint Stock Company

- ✓ **Environmental Safety and Hygiene Sub-Committee:** The management of labor safety and environmental hygiene has always been a priority for the Board of Directors. The Company's labor safety committee regularly provides training on labor safety for workers, issues full protective gear, organizes regular health check-ups, and provides medicine to employees to ensure their peace of mind while working.
- ✓ **Sub-Committee for Managing Subsidiaries and Affiliated Companies:** The Chairman of the Member Council organizes regular meetings to keep track of and provide timely direction for the overall business development of Cotana Group. In addition, the Member Council of Cotana Group organizes collective activities and mobilizes subsidiaries and affiliated companies to participate, aiming to create a cohesive, proactive, and creative environment—working together to implement the resolutions of the Member Council of Cotana Group.
- ✓ **Sub-Committee for Party and Union Affairs:** With the goal of strengthening solidarity within Cotana Group, the Trade Union and Youth Union have successfully organized activities such as: International Women's Day discussions on March 8th, charitable trips, flood relief donations, and visits to fallen heroes and martyrs.
- ✓ **Sub-Committee for Construction Management:** To meet the requirements for progress and efficiency in construction work, the Board of Directors has directed the General Director Board to review and recruit qualified personnel for this sub-committee. Additionally, there have been close instructions to support the General Director Board in managing construction work to produce products that meet aesthetic standards, quality, and timely delivery, fulfilling customer demands.

5. Resolutions/Decisions of the Board of Directors (The Report for year 2024)

No.	Resolution/Decision No	Date	Content	Approval rate
Resolution of the Board of Directors				
1	01/2024 -NQ/HĐQT - CNG	February 24, 2024.	Approved the plan for organizing the 2024 Annual General Meeting of Shareholders..	100%
2	02/2024 -NQ/HĐQT - CNG	May 3, 2024	Approved the election of the position of Chairman of the Board of Directors of Cotana Group Joint Stock Company for the term 2024–2029	100%
3	03/2024 -NQ/HĐQT - CNG	May 7, 2024	Approved the implementation of the plan to issue shares for the 2023 dividend payment.	100%
4	04/2024 -NQ/HĐQT - CNG	June 3, 2024	Approved the finalization of the shareholder list for the stock dividend payment according to the share issuance plan for the dividend distribution.	100%
5	05/2024 -NQ/HĐQT - CNG	June 26, 2024	Approved the selection of Viet Nam Auditing & Evaluation Company Limited (VAE) as the auditing firm to conduct the review of the interim financial statements and the audit of the financial statements for the fiscal year ending December 31, 2024, of Cotana Group Joint Stock Company.	100%
6	06/2024 -NQ/HĐQT - CNG	June 28, 2024	Approved the successful issuance of additional shares and the change in the	100%

No.	Resolution/Decision No	Date	Content	Approval rate
			charter capital and business registration certificate.	
7	Số: 07/2024 - NQ/HĐQT - CNG	July 16, 2024	Approved the plan for the transfer of 60,000 shares of Cotana Construction Joint Stock Company owned by Cotana Group Joint Stock Company.	100%
8	08/2024 -NQ/HĐQT - CNG	July 19, 2024	Approved the transfer of 60,000 shares of Cotana Construction Joint Stock Company, owned by Cotana Group Joint Stock Company, to Mr. Trần Trọng Đại.	100%
9	09/2024 -NQ/HĐQT - CNG	September 18, 2024	Approved the continued appointment of the General Director of Cotana Group Joint Stock Company.	100%
10	10/2024 -NQ/HĐQT - CNG	December 24, 2024	Approved the capital contribution for the establishment of Cotana Ecolife Urban Joint Stock Company	100%

III. Board of Supervisors (The Report for year 2024)

1. Information about members of Board of Supervisors of the term 2024–2029 (SB):

No.	Members of Board of Supervisors	Position	The date becoming/ceasing to be the member of the Board of Supervisors	Qualification

1	Ms. Nguyen Hai Yen	Head of the Supervisory Board	April 26, 2024	Bachelor of Law
2	Mr. Le Van Dang	Members of Board of Supervisors	April 26, 2024	Irrigation Engineer
3	Mr. Dao Hong Son	Members of Board of Supervisors	April 26, 2024	Construction Economics Engineer

2. Meetings of Board of Supervisors:

No.	Members of Board of Supervisors	Number of meetings attended	Attendance rate	Voting rate	Reasons for absence
1	Ms. Nguyen Hai Yen	02	100%	100%	
2	Mr. Le Van Dang	02	100%	100%	
3	Mr. Dao Hong Son	02	100%	100%	

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

- In 2024, the Board of Directors and the Board of Management of the Company provided the Board of Supervisors with information and reports on the business operations in 2023, the business plan for 2024, and other relevant documents
- The Board of Directors and the Board of Management have complied with legal regulations in administrative management, in transactions, and have carried out their assigned functions and tasks correctly.
- Coordinated with the Board of Directors and the Board of Management of the Company to organize the 2024 Annual General Meeting of Shareholders.
- Monitored and supervised the implementation of the resolutions of the Annual General Meeting of Shareholders by the Board of Directors and the Board of Management of the Company

- The records and resolutions of the Board of Directors, as well as the records of the board of management, are issued in compliance with the company's charter and within the scope of their authorized powers.
- Monitored the Company's information disclosure in accordance with legal regulations

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

- The Board of Directors and the the Board of Management always provide favorable conditions for the Board of Supervisors in carrying out its functions, tasks, and authority to accomplish its assigned duties.
- The Board of Supervisors is regularly invited to attend meetings of the Board of Directors, the Board of management of the Company, and meetings of affiliated companies to discuss business development strategies and the operational performance of the units.
- The Board of Directors regularly pays attention to human resources management, directing the Board of Management to recruit, train, monitor, evaluate, and make decisions on organizational structure and staffing in line with the direction and development of Cotana Group.
- The Board of Directors focuses on corporate governance and financial management: through regular audits and supervision, shareholders' capital is preserved, and the use of capital is effective and in line with its intended purposes.

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

- On April 26, 2024, the Annual General Meeting of Shareholders of Cotana Group Joint Stock Company elected the members of the Board of Supervisors for the term 2024–2029.
- The Board of Supervisors held a meeting to elect the Head of the Board of Supervisors on May 3, 2024. The members of the Board of Supervisors unanimously agreed to elect Ms. Nguyen Hai Yen as the Head of the Board of Supervisors of the Company for the term 2024–2029.

IV. Board of Management

No.	Members of Board of Management	Position	Date of birth	Qualification	Date of appointment / dismissal of members of the Board of Management
1	Mr. Doan Van Tuan	General Director	October 2, 1982	Construction Economics	September 19, 2024
2	Ms. Dinh Thi Minh Hang	Deputy General Director - Chief Financial Office	May 21, 1979	Bachelor of Economics	July 1, 2012
3	Ms. Nguyen Thi Thu Huong	Deputy General Director - Human Resources Director	November 9, 1980	Traffic Economics Engineer	December 21, 2016
4	Mr. Chau Tran Minh Khoi	Deputy General Director	January 4, 1989	Civil and Industrial Construction	February 8, 2022
5	Mr. Tran Van Chinh	Deputy General Director	October 20, 1959	Engineer	July 1, 2022

V. Chief Accountant.

No.	Name	Date of birth	Qualification	Date of appointment/ dismissal
1	Mr. Tran Trong Dai	November 28, 1979	Bachelor of Economics	January 1, 2012

Training courses on corporate governance

Training courses on corporate governance were involved by members of Board of Directors, the Board of Supervisors, Director (General Director), other managers and secretaries in accordance with regulations on corporate governance: None

VI. 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:



CÔNG TY CỔ PHẦN TẬP ĐOÀN COTANA
COTANA GROUP, JSC

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	Relationship with the Company	Reasons
1	Dao Ngoc Thanh		Chairman of the Board of Directors					April 26, 2024.		internal person	
2	Dao Thu Thuy		Member of the Board of Directors					April 26, 2024.		internal person	
3	Doan Van Tuan		Member of the Board of Directors - General Director					April 26, 2024.		internal person	
4	Bui Tien Hung		Member of the Board of Directors					April 26, 2024.		internal person	



5	Nguyen Do Hoang Lan	Member of the Board of Directors						April 26, 2024.	internal person	
6	Dinh Thi Minh Hang	Deputy General Director						June 28, 2012	internal person	
7	Nguyen Thi Thu Huong	Deputy General Director						December 21, 2016	internal person	
8	Chau Tran Minh Khoi	Deputy General Director						February 8, 2022.	internal person	
9	Tran Van Chinh	Deputy General Director						July 1, 2022	internal person	
10	Nguyen Hai Yen	Head of the Board of Supervisors						April 26, 2024	internal person	

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:

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

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



1. The list of internal persons and their affiliated persons

No.	Name	Securities trading account (if any)	Position at the company (if any)	ID card No./Passport No.	date of issue	place of issue	Address	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
1	Dao Ngoc Thanh		Chairman of the Board of Directors					11,002,561	29.411548%	
-	Dang Thu Vinh									wife
-	Dao Thu Thuy		Board Member					1,953,544	5.222125%	daughter
-	Cotana Capital Housing Investment and Development Joint Stock Company									President of Cotana Capital Housing Investment and Development Joint Stock Company
-	Cotana Ecolife Urban Joint									President of Cotana



No.	Name	Securities trading account (if any)	Position at the company (if any)	ID card No./Passport No.	date of issue	place of issue	Address	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
	Stock Company									Ecolife Urban Joint Stock Company
2	Dao Thu Thuy		Board Member					1,953,544	5.222125%	
-	Dao Ngoc Thanh		Chairman of the Board					11,002,561	29.411548%	father
-	Dang Thu Vinh									Mother
-	Cotana Capital Housing Investment and Development Joint Stock Company									CEO of Cotana Capital Housing Investment and Development Joint Stock Company



No.	Name	Securities trading account (if any)	Position at the company (if any)	ID card No./Passport No.	date of issue	place of issue	Address	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
3	Doan Van Tuan		Board Member - General Director					504,703	1.349149 %	
-	Nguyen Thi Thanh Van									wife
-	Doan Hoang Son									Son
-	Doan Tuan Kiet									Son
-	Cotana Capital Housing Investment and Development Joint Stock Company									General Director of Cotana Capital Housing Investment and Development Joint Stock Company



No.	Name	Securities trading account (if any)	Position at the company (if any)	ID card No./Passport No.	date of issue	place of issue	Address	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
-	Cotana Ecolife Urban Joint Stock Company									General Director of Cotana Ecolife Urban Joint Stock Company
4	Bui Tien Hung		Board Member					0	0%	
-	Trinh Thi Van Anh									Wife
-	Bui Phuong Anh									Daughter
-	Bui Phuong Chi									Daughter
-	Bui Tuan Nam									Son
-	TDH Ecoland Urban Development and Investment									Deputy General Director of TDH



No.	Name	Securities trading account (if any)	Position at the company (if any)	ID card No./Passport No.	date of issue	place of issue	Address	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
	Joint Stock Company									Ecoland Urban Development and Investment Joint Stock Company
-	Ecopark - Nomura Real Estate Joint Stock Company									Deputy General Director of Ecopark - Nomura Real Estate Joint Stock Company
-	Ecopark Group Joint Stock Company									Deputy General Director of Ecopark Group Joint Stock Company

No.	Name	Securities trading account (if any)	Position at the company (if any)	ID card No./Passport No.	date of issue	place of issue	Address	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
-	Dinh Thi Ngoc Minh							29,210	0.078082%	sister
-	Nguyen Manh Lan							29,210	0.078082%	husband
-	Nguyen Tien Dat									Son
-	Nguyen Hoang Anh									Daughter
7	Nguyen Thi Thu Huong		Deputy General Director					22,316	0.059654 %	
-	Nguyen Duc Minh									Husband
-	Nguyen Phuc Minh Duc									Son
-	Nguyen Duc Minh Phuc									Son
-	Vinaconex Construction									President of Vinaconex

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, rewarding, etc.)
			Number of shares	Percentage	Number of shares	Percentage	
1	Mrs. Huynh Thi Mai Dung	Mother of Mrs. Nguyen Do Hoang Lan - Member of the Board of Directors	4,980,802 Shares	13.3%	4,680,802 Shares	12.51 %	Sell 300,000 shares
2	Mrs. Huynh Thi Mai Dung	Mother of Mrs. Nguyen Do Hoang Lan - Member of the Board of Directors	4,680,802 Shares	12.51%	3,840,802 Shares	10.27%	Sell 840,000 shares

IX. Other significant issues: None

Recipient:

- As above
- Save Board of Directors Office

CHAIRMAN OF THE BOARD OF DIRECTORS


Dao Ngoc Thanh
DAO NGOC THANH