

APPENDIX 05

REPORT ON CORPORATE GOVERNANCE

(Promulgated with the Circular No 96/2020/TT-BTC on November 16, 2020 of the Minister of Finance)

Vinacontrol Group
Corporation

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No. 29/HĐQT - QTCT

Hanoi 22nd Jan, 2025

REPORT ON CORPORATE GOVERNANCE OF LISTING COMPANY (Year 2024)

To: - The State Securities Commission
- The Stock Exchange

- Name of company: Vinacontrol Group Corporation
- Address of headoffice: 54 Tran Nhan Tong street, Nguyen Du ward, Hai Ba Trung district, Hanoi city
- Telephone: 024-3943-3840 Fax: 024-3943-3844
Email: vinacontrol@vinacontrol.com.vn
- Charter capital: 104.999.550.000 VND
- Stock symbol: VNC
- Governance model:
General Meeting of Shareholders, Board of Directors, Board of Supervisors, General Director and Director.
- Regarding the implementation of internal audit functions: Not yet implemented

I. Activities of the General Meeting of Shareholders

Information on meetings and resolutions / decisions of the General Meeting of Shareholders (including the resolutions of the General Meeting of Shareholders adopted in the form of written comments):

No.	Resolution/Decision No	Date	Content
1	073/ĐHĐCĐ-NQ	23/4/2024	- Approval of the 2023 financial results report and the 2018 - 2023 term report; - Approval of the financial statements and profit distribution plan for 2022 and 2023;

No.	Resolution/Decision No	Date	Content
			- Approval of the business plan and profit distribution plan for 2024; - Approval of the share buyback, and the plan for share buyback to reduce the Company's charter capital; - Approval of the amendment and issuance of the Company's charter; - Approval of the changing the business sector and amending the corresponding contents of the Company's charter; - Approving the remuneration for the Board of Directors and the Supervisory Board for the years 2023 and 2024; - Assigning the Board of Directors to choose an independent auditing firm - Approving the term of the Board of Directors/Supervisory Board and the number of members of the Board of Directors/Supervisory Board for 2024-2026 - Electing members of the Board of Directors and the Supervisory Board for the term 2024-2026

II. Board of Directors

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

No	Board of Directors's members	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	
			Date of appointment	Date of dismissal
1	Mr Bùi Duy Chính	Chairman of the board of directors	23/4/2024	
2	Mr Mai Tiến Dũng	Board Member	23/4/2024	
3	Mr Phan Văn Hùng	Board Member	23/4/2024	
4	Mrs Dương Thanh Huyền	Board Member	23/4/2024	

No	Board of Directors's members	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	
			Date of appointment	Date of dismissal
5	Mr Phạm Ngọc Dũng	Board Member	23/4/2024	
6	Mr Lê Ngọc Lợi	Board Member	23/4/2024	
7	Mrs Phùng Tấn Phú	Board Member	23/4/2024	
8	Mrs Nguyễn Thanh Hương	Board Member		23/4/2024

2. Meeting of the Board of Directors

No.	BOM's member	Number of attendance	Percentage	Reasons for absence
1	Mr Bùi Duy Chính	9	100 %	
2	Mr Mai Tiến Dũng	9	100 %	
3	Mr Phan Văn Hùng	9	100 %	
4	Mrs Dương Thanh Huyền	9	100 %	
5	Mrs Nguyễn Thanh Hương	4	44 %	After April 23rd, 2024, no longer a member of the board of directors.
6	Mr Phạm Ngọc Dũng	6	66 %	Before April 23rd, 2024, has not yet been elected as a member of the board of directors
7	Mr Lê Ngọc Lợi	6	66 %	
8	Mr Phùng Tấn Phú	6	66 %	

3. Supervision by the BOD over the Director (General Director):

According to Resolution No. 073/DHDCD-NQ dated April 23rd, 2024, the Board of Directors for the term 2024-2026 consists of 07 members including: the Chairman of the Board of Directors, 02 members holding concurrent positions in the General Director's Office (Mr. Mai Tiến Dũng, Board member and General Director, Mr. Phan Văn Hùng, Board member and Deputy General Director), 01 permanent member and 03 members from the Director of the main branch that have contributed to the unity and direction, overseeing the operations of the new term for high efficiency.

In 2024, the Board of Directors held 09 meetings to assess the operational situation of the entire Company, appoint and reappoint positions in the Executive Board and management officials of the units throughout the Company. They provided direct guidance, supervision, and direction for

the management and operation work of the General Director Board in 2024 and the term 2024-2026; assessed the management and operation work of the General Director Board in 2024 and outlined development directions for 2025.

4. Activities of the Board of Directors' committees:

There is no Subcommittee under the Board of Directors.

The Board of Directors appoints a Person in charge of the Company's administration (with 2 Assistants) to assist the Board of Directors with the tasks as stipulated in the Company's Charter.

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

No.	Resolution/ Decision No	Date	Content
1	028/NQ-HĐQT	20/02/2024	Business results announcement and operational orientation for 2024 along with other contents
2	039/NQ-HĐQT	26/02/2024	Finalize the time and location for the 2024 annual general meeting.
3	058/NQ-HĐQT	22/03/2024	Approval of the contents to be presented at the General Meeting of Shareholders in 2024
4	073/DHĐCĐ-NQ	23/4/2024	Resolution of the General Meeting of Shareholders 2024
5	074/NQ-HĐQT	24/4/2024	Election of the Chairman of the Board of Directors and Appointment of the General Director for the term 2024 – 2026
6	083/QĐ-HĐQT	09/5/2024	Cash dividend payment for 2023 (Rate 15%)
7	086/NQ-HĐQT	16/5/2024	- Announcement of business results for the first four months of the year - Implementation of tasks according to the resolution of the general shareholders' meeting - Appointment of Chief Accountant - Other tasks
8	150/NQ-HĐQT	27/8/2024	- Announcement of business results for the first 7 months of the year - Evaluation of the results for the 7 months and projected business plan for 2024 - Digital transformation efforts across the Group - Activities to celebrate the 67th anniversary of Vinacontrol
9	170/NQ-HĐQT	20/9/2024	Interim dividend for 2024 (Rate 10%)
10	217/NQ-HĐQT	18/11/2024	- Approval of the report on business and financial results for the first 10 months of 2024 of the Parent Company and its Subsidiaries - Evaluate the results of the 10-month implementation, forecast the implementation of the business plan for 2024 - Development orientation for the period 2025 – 2026 - Evaluate resources for 2024 and build the budget for 2025 - Overall industry summary plan for 2024

III. Supervisory Board (annual report)

1. Information about members of Supervisory Board:

No.	Members of Supervisory Board	Position	Day becoming/no longer member of the Supervisory Board		Qualification
			Date of appointment	Date of dismissal	
1	Mrs Nguyễn Thị Thủy Ngân	Head of the supervisory board	23/4/2024		Accounting & Bachelor of Law
2	Mr Nguyễn Quốc Minh	Member	23/4/2024		Master of Science
3	Mr Nguyễn Trung Hiếu	Member		23/4/2024	Accounting
4	Mr Cao Quý Lân	Member	23/4/2024		Master of Economics

2. Meetings of Board of Supervisors

No.	Members of Supervisory Board	Position	Number of attendance	Percentage	Voting rate	Reasons for absence
1	Mrs Nguyễn Thị Thủy Ngân	Head of the supervisory board	7	100%	100%	
2	Mr Nguyễn Quốc Minh	Member	7	100%	100%	
3	Mr Nguyễn Trung Hiếu	Member	3	43 %	43 %	After April 23rd, 2024, no longer a member of the Supervisory Board.
4	Mr Cao Quý Lân	Member	5	71 %	71 %	After April 23, 2024, new members of the supervisory board

3. Surveillance activities of the Supervisory Board or Audit Committee toward the Board of Directors, Board of Directors and shareholders

- Attend and supervise the implementation of the Annual General Meeting of Shareholders 2024.
- Attend the meetings of the Board of Directors; acknowledge the appointment and reappointment of positions in the Executive Board of managing officials of the Branch throughout the Company; contribute ideas on business operations, governance, and the

development investment of the Company; supervise the implementation of the regulations established by the Board of Directors and the Board of General Director for the term 2024 - 2026.

- Monitor the implementation of dividend payments for the year 2023 and advance dividend payments for the year 2024 in accordance with regulations.

4. The coordination among the Supervisory Board with the Board of Directors, Board of Directors and different managers:

- One of the three members of the Board of Supervisors holds management positions at the member unit, participates in the business activities of the unit, and has the opportunity to communicate regularly, providing direct feedback to the leadership of the unit regarding business operations and management.

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

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	Mr Mai Tiến Dũng	18/11/1964	Automated Machinery Engineer	23/4/2024
2	Mr Phan Văn Hùng	12/10/1965	Mineral Processing Engineer	26/5/2023

V. Chief Accountant

Fullname	Date of birth	Qualification	Date of appointment/ dismissal
Mr Luu Ngọc Hiền	14/02/1962	Bachelor of Finance and Banking	21/5/2024

VI. Training on corporate governance

Training courses on corporate governance which members of Board of Directors, members of the Supervisory Board, Director (CEO), other managers and company secretary was involved in accordance with regulations on corporate governance

VII. List of affiliated persons of the public company as specified in clause 34, Article 6 of the Securities Law (annual report) and transactions of affiliated persons of the Company with the Company)

1. List of affiliated persons of the Company: (Attached documents)

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

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.

No.	Name of organization/ individual	Relationship with the Company	NSH No. * date of issue, place of issue	Address	Time of transactions with the Company	Resolution No. or Decision No. approved by General Meeting of Shareholders/ Board of Directors (if any, specifying date of issue)	Content, quantity, total value of transaction	Note

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).

No transaction

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.	Transaction executor	Relationship with internal persons	Position at the listed Company	ID card No. /Passport No., date of issue, place of Issue	Address	Name of subsidiaries or companies which the Company control	Time of transaction	Content, quantity, total value of transaction	Note

No transaction

4. Transactions between the company and other objects:

No transaction

4.1. *Transactions between the company and the company that members of Board of Directors, members of the Supervisory Board, Director (CEO) has been a founding member or members of Board of Directors, Director (CEO) in three (03) years (calculated at the time of reporting)*

No transaction

4.2. *Transactions between the company and the company that related person of members of Board of Directors, members of the Supervisory Board, Director (CEO) as a member of Board of Directors, Director (CEO)*

No transaction

4.3. *Other transactions of the company (if any) may be beneficial material or immaterial for members of Board of Directors, members of the Supervisory Board, Director (General Director) and other managers.*

No transaction

VIII. Transactions of internal persons and related person of internal person (Semi-annual/annual reports)

1. List of internal persons and their affiliated persons: (Attached documents)

No.	Name	Securities trading account (if any)	Position at the company (if any)	ID card/Pass port 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

2. Transactions of internal persons and affiliated persons on shares of the listed company

No	Transaction executor	Relationship with internal person	Number of shares owned at the beginning of the period		Number of shares owned at the end of the period		Reasons for increase, decrease (purchase, sale, switch, reward...)
			Number of shares	Percentage	Number of shares	Percentage	
1	Asian Securities Corporation	Majority Shareholders	1.254.666	11,95 %	0	0 %	Sell

No	Transaction executor	Relationship with internal person	Number of shares owned at the beginning of the period		Number of shares owned at the end of the period		Reasons for increase, decrease (purchase, sale, switch, reward...)
			Number of shares	Percentage	Number of shares	Percentage	
2	State Capital Investment Corporation	Organizations related to members of the supervisory board and members of the board of directors	3.150.000	30%	0	0 %	<i>Sell</i>
3	Phan Văn Hùng	Board Member Deputy General Director/	10.960	0,1 %	71.366	0,68 %	<i>Purchase and Sell</i>
4	Bùi Duy Chính	Chairman of the board of directors	423.520	4,03 %	950.361	9,05 %	<i>Purchase</i>
5	Mai Tiến Dũng	Board Member/ General Director/ Legal Representative	22.933	0,22 %	59.622	0,57 %	<i>Purchase</i>
6	Phạm Ngọc Dũng	Board Member	123.153	1,2 %	441.295	4,2 %	<i>Purchase</i> (Before becoming internal person)
7	Lê Ngọc Lợi	Board Member	0	0 %	145.988	1,39 %	<i>Purchase</i>
8	Phùng Tấn Phú	Board Member	0	0 %	234.049	2,23 %	<i>Purchase</i>
9	Lưu Ngọc Hiền	Chief Accountant	38.524	0,4 %	81.044	0,77 %	<i>Purchase</i>

No	Transaction executor	Relationship with internal person	Number of shares owned at the beginning of the period		Number of shares owned at the end of the period		Reasons for increase, decrease (purchase, sale, switch, reward...)
			Number of shares	Percentage	Number of shares	Percentage	
10	Nguyễn Quốc Minh	Member of the supervisory board	0	0 %	26.247	0,25 %	Purchase
11	Nguyễn Thị Thủy Ngân	Head of the supervisory board	0	0 %	733.347	6,98 %	Purchase
12	Đào Nguyễn Thiên Nga	Person in charge of the Company's administration	40.000	0,38 %	60.000	0,57 %	Purchase
13	Bùi Duy Anh	Son of Chairman of the board of directors	0	0 %	12.523	0,12 %	Purchase
14	Phạm Kim Khánh	Daughter of Mr Phạm Ngọc Dũng	0	0 %	420.000	4 %	Purchase (Before becoming affiliated person)
15	Phạm Mạnh Cường	Son of Mr Phạm Ngọc Dũng	0	0 %	47.579	0,049 %	Purchase
16	Đỗ Văn Anh	Majority Shareholders	1.155.533	11,01 %	925.533	8,81 %	Sell

IX. Other significant issues

CHAIRMAN OF THE BOARD OF DIRECTORS



BUI DUY CHINH