

**LVA TRADING AND
SERVICE JOINT STOCK
COMPANY**

THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

No: **07**/2025/BC-LVA

Hanoi, January 20th 2025.

REPORT ON CORPORATE GOVERNANCE OF LISTING COMPANY
Year 2024

To: - The State Securities Commission
- Hanoi Stock Exchange

- Name of listing company: LVA Trading and Services Joint Stock Company
- Head office: 121 Ba Trieu Street, Group 11, Nguyen Du Ward, Hai Ba Trung District, Hanoi.
- Telephone: 0788038866 Email: info@lva.com.vn
- Charter Capital: 19.999.340.000 VNĐ
- Securities code: LBE
- Governance structure: General Meeting of Shareholders (GMoS), Board of Directors (BoD), Supervisory Board (SB), and General Director (Note: The title of "Director" was changed to "General Director" effective November 12, 2024, following an extraordinary shareholder meeting).
- Internal Audit: Not conducted

I. Activities of. The General Meeting of Shareholders:

02 shareholder meetings were held in 2024; an Annual General Meeting on March 30, 2024, and an Extraordinary General Meeting on November 12, 2024:

No	Resolution No.	Date	Content
1	Resolution No: 18/NQ-STBTH	30/3/2024	<p>Annual General Meeting in 2024:</p> <ol style="list-style-type: none"> Review of 2023 business results and the 2024 business plan. Approval of audited financial statements for 2023. Report on the Board of Directors's activities in 2023 and company direction for 2024. Review of internal control and audit of 2023 financial statements. Proposal for profit distribution and remuneration for Board of Directors (D) and Supervisory Board members (SB) in 2024. Approval of reports, profit distribution, and fund allocation from 2023 profits. Nomination of additional BoD members for the 2020-2024 term. Nomination of additional SB members for the 2020-2024 term.

			<div>9. Proposal to divest from the subsidiary company.</div> <div>10. Proposal for registration for additional business lines.</div> <div>11. Proposal for change of company name, address, and website domain.</div> <div>12. Proposal to increase in charter capital of the subsidiary.</div> <div>13. Proposal for selection of an auditor for the 2024 financial statements.</div> <div>14. Proposal to transfer of company assets to the subsidiary</div>
2	Resolution No: 01/NQĐHĐ CĐ.LBE	12/11/2024	<div>Extraordinary General Meeting in 2024:</div> <div>1. Proposal No 01/TTr-HĐQT.LBE:<div><div>– Issue 1: Changing the title, number of representatives according to the Law and organizational structure, governance and control of the company.</div><div>– Issue 2: Registering changes and additions to business lines.</div><div>– Issue 3: Changing company name, headquarters, phone number, website, email.</div></div></div> <div>2. Proposal No 03/TTr-HĐQT/LBE<div><div>– Issue 4: Approval of the resignation letter and dismissal of BOD member Mrs. Nguyen Thi Cam Tu and approval of the nomination list and list of candidates participating in the additional election of 01 members of the D and the candidate’s CV Mrs. Le Van Anh.</div></div></div> <div>3. Proposal No 02/2024/TT-ĐHĐCĐ<div><div>– Issue 5: Approval of the company’s amended charter</div><div>– Issue 6: Approval of internal regulations on corporate governance.</div><div>– Issue 7: Approval of the operating regulations of the BOD</div><div>– Issue 8: Approval of the Control Board’s operating regulations and information disclosure regulations</div></div></div>

II. Board of Directors in 2024

1.Information of the BOD members:

No.	BOD member	Position	Start date of being/ not being the member/ independent member of the BOD	
			Appointment date	Dismissal date
1	Truong Thanh MinMinh	Chairman of the BOD	30/3/2024	x
2	Tran Viet Thang	Vice-chairman of the BOD	28/4/2021	x
3	Nguyen Thi Cam Tu	Member of the BOD	x	12/11/2024
4	Nguyen Van Ngoi	Member of the BOD	x	19/3/2024

5	Dao Thi Kim Oanh	Member of the BOD – General director	30/3/2024	x
6	Bui Quoc Hung	Member of the BOD – General director	30/3/2024	x
7	Bui Thi Van Anh	Member of the BOD – Independent member of the BOD	30/3/2024	x
8	Nguyen Cong Thang	Member of the BOD – Independent member of the BOD	30/3/2024	x
9	Phan Thi Dieu Hang	Member of the BOD – Independent member of the BOD	30/3/2024	x
10	Le Van Anh	Member of the BOD – Non-operating member of the BOD	12/11/2024	x

Pursuant to the Resolution of the General Meeting of the Shareholders dated 30/03/2024 and the Resolution of the Extraordinary General Meeting of Shareholders dated 12/22/2024:

- Mr. Truong Thanh Minh was additionally elected as a member of the BOD on 30/03/2024.
- Mrs. Dao Thi Kim Oanh was additionally elected as a member of the BOD on 30/03/2024
- Mr. Bui Quoc Hung was additionally elected as a member of the BOD on 30/03/2024
- Mr. Bui Thi Van Anh was additionally elected as a member of the BOD on 30/03/2024
- Mr. Nguyen Cong Thang was additionally elected as a member of the BOD on 30/03/2024
- Mrs. Phan Thi Dieu Hang was additionally elected as a member of the BOD on 30/03/2024
- Mr. Nguyen Van Ngoi resigned as a member of the BOD on 28/02/2024, officially resigned on 19/03/2024.
- Mrs. Nguyen Cam Tu resigned as a member of the BOD on 12/11/2024, officially resigned from 12/11/2024.
- Mrs. Le Van Anh was additionally elected as a member of the BOD on 12/11/2024.

2. Including face-to-face meetings and meetings via email to collect written opinions. The total number of BOD meetings in 2024 was 21 meetings.

No.	BOD member	Number of BOD meetings attended	Meeting attendance rate	Reason for not attending the meeting
1	Truong Thanh Minh	13/21	100%	Participated in all 13 meetings after joining the BOD (from the 2024 Annual General Meeting of Shareholders on 30/03/2024).
2	Tran Viet Thang	21/21	100%	

3	Nguyen Thi Cam Tu	20/21	100%	Participated in all 20 meetings before dismissing the BOD on 12/11/2024
4	Dao Thi Kim Oanh	13/21	100%	Participated in all 13 meetings after joining the BOD (from the 2024 Annual General Meeting of Shareholders on 30/03/2024).
5	Bui Quoc Hung	13/21	100%	Participated in all 13 meetings after joining the BOD (from the 2024 Annual General Meeting of Shareholders on 30/03/2024).
6	Bui Thi Van Anh	13/21	100%	Participated in all 13 meetings after joining the BOD (from the 2024 Annual General Meeting of Shareholders on 30/03/2024).
7	Nguyen Cong Thang	13/21	100%	Participated in all 13 meetings after joining the BOD (from the 2024 Annual General Meeting of Shareholders on 30/03/2024).
8	Phan Thi Dieu Hang	13/21	100%	Participated in all 13 meetings after joining the BOD (from the 2024 Annual General Meeting of Shareholders on 30/03/2024).
9	Nguyen Van Ngoi	08/21	100%	Participated in all 08 meetings during the term of office. Do not attend meetings after 19/03/2024 due to dismissal.
10	Le Van Anh	01/21	100%	Participated in all 01 meeting after joining the BOD (from the 2024 Annual General Meeting of Shareholders on 12/11/2024).

3. Supervisory activities of the BOD for the Board of General Directors:

The Board of Director s' supervision activities for the Company's Board of General Directors are carried out by the provisions of the Internal Regulations on Corporate Governance and the Operating Regulations of the Board of Directors. The Board of Directors' supervision activities over the Board of Management were carried out through forms such as: organizing meetings chaired by the Board of Directors, participating in periodic meetings organized by the General Director, and approving reports of the Director.

In 2024, the Board of Directors approved meeting minutes, resolutions and decisions, etc. In general, the Resolutions and Decisions of the Board of Directors always closely follow the actual situation. The Board of Directors had a high consensus. Inspection and supervision of the implementation of Resolutions and Decisions of the Board of Directors was always strengthened.

In 2024, the company had a change in the members of the BOD for implementing business restructuring. Annual and Extraordinary meetings of the BOD in 2024 included the appointment of Directors and Chief Accountants to match the Company's future business plan.

The BOD closely followed the actual situation to make decisions to provide timely direction and appropriate solutions for the Board of General Directors to implement production and business plans. The Chairman of the BOD was a full-time member and directly attended meetings to report on the implementation of weekly and monthly plans of the Board of General Directors.

- The General Director provided information about the activities of the Board of General Directors through reports and quarterly meetings. The BOD supervised the activities of the Board of General Directors in carrying out the following tasks:

+ Report on the implementation of financial spending regulations, measures and business results each quarter.

+ Monthly revenue.

4. Activities of subcommittees under the Board of Directors: The company did not establish subcommittees.

5. Resolutions of the Board of Directors:

No.	Resolution/Decision Number	Date	Content	Passage rate
1	05/NQ-HĐQT	19/01/2024	Re: Appointment of Mrs. Nguyen Minh Huong as Chief of Finance from 19/01/2024.	100%
2	07/NQ-STBTH	26/01/2024	Re: The 1 st BOD meeting, which was agreed to hold the 2024 Annual General Meeting of the Shareholders.	100%
3	08/NQ-STBTH	29/01/2024	Re: The 2 nd BOD meeting – approval of transactions of related people.	100%
4	09/QĐ-HĐQT	28/02/2024	Re: The dismissal of the position of Deputy Chief of Finance of Mrs. Tran Thi Thanh Huong.	100%
5	11/QĐ.STBTH	15/03/2024	Re: Termination of labor contract for Mrs. Chan Thi Thuy Linh.	100%
6	12/NQ-HĐQT	18/03/2024	Re: Appointment of Mr. Ngo Van Minh as the Director of the company from 19/03/2024	100%
7	13/QĐ.STBTH	18/03/2024	Re: Termination of labor contract for Mr. Nguyen Van Ngoi	100%
8	16/NQ-STBTH	27/03/2024	Re: The 3 rd BOD meeting – Liquidation of assets.	100%
9	17/NQ-STBTH	28/03/2024	Re: The 4 th BOD meeting – terminating branch operations.	100%

10	19/NQ-HDQT	05/4/2024	Re: The 5 th BOD meeting – appointment of the Chief Accountant	100%
11	02/2024/NQ-HDQT	17/05/2024	Re: The 6 th BOD meeting – appointment of the Chairman of the BOD	100%
12	04/2024/QĐ/LBE	17/05/2024	Re: Appointment of the Chairman of the BOD	100%
13	07/2024/NQ-HDQT	24/6/2024	Re: The dismissal of the position of Director and Information Announcer of Mr. Ngo Van Minh	100%
14	08/2024/NQ-HDQT	24/6/2024	Re: The dismissal of the position of Chief Accountant of Mrs. Nguyen Thi Ngoc No	100%
15	09/2024/NQ-HDQT	24/6/2024	Re: Appointment of the Director for Mrs. Dao Thi Kim Oanh	100%
16	10/2024/NQ-HDQT	24/6/2024	Re: Appointment of the Chief Accountant for Mrs. Pham Thi Thu Phuong	100%
17	16/2024/NQ-HDQT	27/6/2024	Re: Changing the content of business registration – Changing the company name	100%
18	24/2024/QĐ-LBE	03/7/2024	Re: Transfer of subsidiary assets	100%
19	25/2024/QĐ-LBE	03/7/2024	Re: Appointment of subsidiary company director	100%
20	27/2024/NQ-HDQT	03/7/2024	Re: Opening HCM branch	100%
21	43/2024/NQ-HDQT	26/8/2024	Re: The Extraordinary General Meeting of shareholders in 2024	100%
22	47/2024/NQ-HDQT	24/9/2024	Re: Amending the company's charter	100%
23	51/2024/NQ-LBE	30/9/2024	Re: The dismissal of Mrs. Le Thi Hong Thanh	100%
24	53/2024/NQ-LBE	30/9/2024	Re: The dismissal of Mrs. Le Thi Minh Trang	100%
25	55/2024/NQ-LBE	30/9/2024	Re: The dismissal of Mr. Bui Van Huynh	100%
26	58/2024/NQ-LBE	14/10/2024	Re: The appointment of Mrs. Le Thuy Phuong	100%
27	61/2024/NQ-HDQT	14/10/2024	Re: Signing sales contract with related person	100%
28	63/2024/NQ-HDQT	20/10/2024	Re: Signing sales contract with related company (Ocean Capital company limited)	100%
29	73/2024/NQ-HDQT	16/12/2024	Re: Issurance of amendments to the Charter and regulations	100%

III. SUPERVISORY BOARD (SB)

1. Information about members of the Supervisory Board:

No.	SB member	Position	Start date of being/ not being the SB member	Qualifications
1	Cao Van Bang	Head of SB	Appointed 30/3/2024	Bachelor of Finance
2	Nguyen Thi Thu	Member of SB	Appointed 30/3/2024	Bachelor of Finance
3	Tong Thi Thanh Nga	Member of SB	Appointed 30/3/2024	Bachelor of Foreign Language
4	Ngo Van Minh	Member of SB	Dismissed 19/3/2024	Bachelor of Business Administration
5	Tran Minh Duc	Member of SB	Dismissed 30/3/2024	
6	Dong Hai Nam	Head of SB	Dismissed 30/3/2024	

2. SB meetings

No.	SB member/ Audit committee	Number of meetings attended	Meeting attendance rate	Voting rate	Reason for not attending the meeting
1	Cao Van Bang	2	100%	100%	None
2	Nguyen Thi Thu	2	100%	100%	None
3	Tong Thi Thanh Nga	2	100%	100%	None

3. Supervisory Board activities for the BOD, Board of General Directors and shareholders:

- The Supervisory Board performs the function of supervising the activities of the BOD, Board of General Directors and shareholders through attending quarterly meetings of the BOD, providing specific opinions to help the Board of General Directors implement effective business plans. Participate in checking and reviewing relevant documents about the company's business activities.

- The BOD provided information about the activities of the BOD and the Board of General Directors to the Supervisory Board timely; gave information on monthly revenue, quarterly and yearly financial reports, financial expenditure regulations, and financial statements to hold the 2024 Annual General Meeting of Shareholders.

- The main content of the Supervisory Board meetings including:

+ The recommendations of the supervisory companies were approved for the BOD to select an audit company for the annual financial statements;

+ Appraisal of the company's annual financial statements;

+ Evaluate the management effectiveness, activities of the BOD, Board of General Directors and the company's production and business situation through financial statements and periodic reports of the BOD and Board of General Directors.

4. Coordination of the SB's. activities with the activities of the BOD, Board of General Directors and other managers:

+ The SB proactively discussed and agreed with the BOD on the contents and plans for inspection and supervision, and coordinated with the Board of Management in the process of implementing inspection and supervision work.

+ The BOD provided all the Resolutions and Decisions of the BOD to the SB.

+ The Board of Management created favorable conditions for the SB in collecting information and documents related to production and business activities.

+ The BOD, SB, Board of Management and management staff of the Company had a close coordination relationship in operating and managing production and business activities.

5. Other activities of the SB: None

IV. Board of Management(BOM)

No.	Board of Management member	Date of birth	Qualifications	Date of appointment/dismissal of the BOM member
1	Nguyen Van Ngoi Former Director	22/7/1956	Bachelor of Mathematics Education	Dismissed 19/3/2024
2	Ngo Van Minh Former Director	27/7/1986	Bachelor	Dismissed 24/6/2024
3	Dao Thi Kim General Director	18/2/1997	Bachelor of Sunmoon University Korea	Appointed 24/6/2024
4	Nguyen Minh Huong Finance Director	13/04/1982	PhD in business administration	Appointed 19/1/2024
5	Tran Thi Thanh Huong Deputy Director of Finance			Dismissed 28/02/2024
6	Bui Van Huynh	25/4/1962	Bachelor of business administration	Dismissed 30/9/2024
7	Le Thi Minh Trang	4/8/1971	Bachelor of business administration	Dismissed 30/9/2024

V. Chief Accountant

Name	DOB	Qualifications	Date of appointment/dismissal
Pham Thi Thu Phuong	29/06/1980	Bachelor of accounting	Dismissed 24/6/2024
Nguyen Thi Ngoc No	04/04/1991	Bachelor of accounting	Dismissed 24/6/2024

Tran Thi Thuy Linh	03/02/1966	Bachelor of accounting	Dismissed 19/3/2024
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VI. Person in charge of corporate governance

Name	DOB	Qualifications	Date of appointment/dismissal
Le Thi Hong Thanh	15/7/1984	Bachelor of Accounting	Dismissed 30/9/2024
Le Thuy Phuong	22/4/1986	Bachelor of Human Resource Management	Appointed 14/10/2024

VII. Corporate Governance Training: Implementation of Corporate Governance Regulations in accordance with State Regulations

In 2024, the Company registered to participate in the 2024 Conference of Securities Depository Organizations hosted by the Vietnam Securities Depository and Clearing Corporation (VSDC). The event was held on August 16, 2024, at Riverside Palace, 360D Bến Vân Đồn, District 4, Ho Chi Minh City.

VIII. List of Related Persons of a Listed Company According to Clause 34, Article 6 of the Securities Law and Transactions of Related Persons of the Company with the Company:

1. List of Related Persons of the Company: Attached as Appendix I

2. Transactions between the company and the related persons; or between the company and major shareholders, insiders, and related persons of insiders:

No.	Name of organization/ people	Relationship	NSH number	Head office/ Address	Time of transaction	Document's Number	Content, quantity, amount
1	Nguyen Thi Ha	Related person of Nguyen Thi Thu (Member of the Supervisory Board)	038197019422	Trung Son, Sam Son City, Thanh Hoa Province	15/10/2024	Board of Directors Decision No. 61/2024/NQ-HDQT dated October 14, 2024, regarding	Sale contract, valuation: 115.101.000 VND (One hundred fifteen million, one hundred and one thousand dong)

						the Signing of a Sales Contract with the related person	
2	Bui Trong Hieu	Related person of Nguyen Thi Thu (Member of the Supervisory Board)	030095008787	Bo Duong, Hong Phong Commune, Ninh Giang District, Hai Duong Province	15/10/2024	Board of Director Decision No. 61/2024/NQ-HDQT dated October 14, 2024, regarding the Signing of a Sales Contract with related person	Sale contract: - Contract value: 172.119.600 VND (One hundred seventy-two million, one hundred nineteen thousand, six hundred VND)
3	Ocean Capital Limited Liability Company	Related person of Mr Truong Thanh Minh Chairman	0104623626	1st Floor, C+ Office Building, Thanh Thai Street, Group 28, Dich Vong Ward, Cau Giay District, Hanoi	21/10/2024	Board of Directors Decision No. 63/2024/NQ-HDQT dated October 20, 2024, regarding the Signing of	Sales Contract - Contract Value: 4,792,968,500 VND (Four billion, seven hundred ninety-two million, nine hundred sixty-eight thousand, five

						a Sales Contract with related person.	hundred VND).
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3. Transactions between the company's insiders, related persons of insiders, and subsidiaries or the company in which the company takes controlling power: None.

4. Transactions between the company and other parties: None.

4.1. Transactions between the company and entities where members of the Board of Directors, supervisory board, CEO (Director), or other managers have been founding members or held positions as members of the Board of Directors or CEO (Director) in three (03) years (as of the reporting date): None.

4.2. Transactions between the company and entities where related persons of members of the Board of Directors, supervisory board, CEO (Director), or other managers hold positions as members of the board of directors or CEO (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, supervisory board, CEO (Director), or other managers: None.

IX. Transactions of insiders and related persons of insiders:

- 1. List of insiders and related persons of insiders: Attached as Appendix II
- 2. Transactions of insiders and related persons:

No.	Transaction Executor	Relationship with Internal Shareholder	Shares Owned at the Beginning of the period		Shares Owned at the End of the period		Reason for Increase/Decrease
			Number of shares	Percentage %	Number of shares	Percentage %	
1	Truong Thanh Minh	Chairman of the BOD	0	0%	495.127	24,76%	Bought on 08/01.2024
2	Bui Quoc Hung	BOD Member	0	0%	289.700	14,49%	Bought on 10/01/2024
3	Nguyen Thi Mai Lan	Related to Mr. Tran Viet Thang	218.726	10,94%	2.626	0.13%	Sold on 27/03/2024
4	Anphatek Joint Stock Company	Organization related to Mr. Tran Viet Thang	328.363	16.42%	12.063	0.6%	Sold on 27/03/2024
5	Anphatek Joint Stock Company	Organization related to Tran Viet Thang	12.063	0.6%	63	0%	Sold on 23/05/2024

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6	Bui Thi Van Anh	BOD Member	0	0	285.800	14.29%	Bought on 27/03/2024
7	Dao Thi Kim Oanh	BOD Member	0	0%	226.100	11.31%	Bought on 12/04/2024
8	Truong Thanh Minh	Chairman of the BOD	495.127	24,76%	222.827	11.14%	Sold on 19/10/2024
9	Le Van Anh	Related to the Chairman of the BOD	0	0%	272.300	13.62%	Bought on 19/10/2024

VII. Other significant Issues: None.

Recipients:

- As above;
- BOD, SB;
- EB,CA;
- Archived by: Office, Secretary.

O/B. of the Board of Directors
Chairman of the Board of Directors



CHỦ TỊCH HỘI ĐỒNG QUẢN TRỊ
Truong Thanh Minh