

No.: DL /2025/BCQT-LPT

Hai Duong, January 21, 2025

**REPORT ON CORPORATE GOVERNANCE**  
**(Year 2024)**

To: - *The State Securities Commission (SSC)*  
- *The Hanoi Stock Exchange (HNX)*

- Name of company: **Lap Phuong Thanh Production And Trading Joint Stock Company**
- Address of headoffice: No.822, Le Thanh Nghi avenue, Hai Tan ward, Hai Duong city, Hai Duong Province
- Telephone: 0220.3863658 Fax: 0220.3863659 Email: info@lapphuongthanh.vn
- Charter capital: 120.000.000.000 VND
- Stock Symbol: LPT
- Governance model:
  - + General Meeting of Shareholders, Boards of Directors, General Director and Audit Committee under the Board of Directors.
  - + 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):

No.	Resolution No.	Date	Content
1	01/2024/NQ-DHĐCĐ	March 30, 2024	<ul style="list-style-type: none"><li>- Approval of the Board of Directors' Report on the 2023 business performance results, the 2023 Board's activities, and the 2024 business plan, as well as the 2024 Board's operational plan;</li><li>- Approval of the Independent Board Member's Report in the Audit Committee;</li><li>- Approval of the 2023 audited financial statements;</li><li>- Approval of the 2023 profit distribution and the 2024 profit distribution plan;</li></ul>

			<ul style="list-style-type: none"> <li>- Approval of the 2023 Board of Directors' remuneration and the 2024 remuneration plan for the Board of Directors;</li> <li>- Approval of the authorization for the Board of Directors to select the 2024 independent audit firm;</li> <li>- Approval of the amendments and supplements to the detailed bussiness lines of the Company;</li> <li>- Approval of the adjustment to the investment project for the Lap Phuong Thanh Driving Practice Center – No.2;</li> <li>- Approval of dismissal of Board of Directors' members and the election of additional Board of Directors' members for the 2020 – 2025 term;</li> <li>- Approval of the transfer of ownership rights of assets to the state for the construction items invested, built, renovated, and repaired by Lap Phuong Thanh Production and Trading Jsc at the Vocational Guidance and Continuing Education Center in Ninh Giang District;</li> <li>- Approval of the adjustment to the bussiness cooperation plan with Red Ocean Vietnam import-export and Investment Jsc;</li> <li>- Approval of the list of elected members of the Board of Directors for the 2020 – 2025 term.</li> </ul>
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## II. Board of Directors

### 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. Nguyen Xuan Manh	Chairman of the Board of Directors	February 10, 2022	March 30, 2024
2	Mr. Phan Quang Tiep	Non-executive member of the Board of Directors (and member of the Audit Committee)	December 31, 2019	March 30, 2024
3	Mr. Pham Anh Tuan	Member of the Board of Directors	February 10, 2022	
		Chairman of the Board of Directors	March 30, 2024	

4	Mr. Pham Van Tao	Member of the Board of Directors (and General Director)	April 28, 2023	
5	Mr. Nguyen Viet Khoa	Independent member of the Board of Directors (and Chairman of the Audit Committee)	April 28, 2023	March 30, 2024
6	Ms. Pham Thi Huyen	Independent member of the Board of Directors (and Chairman of the Audit Committee)	March 30, 2024	
7	Mrs. Nguyen Thi Phuong Nhung	Non-executive member of the Board of Directors (and member of the Audit Committee)	March 30, 2024	
8	Mrs. Tran Thi Phuong	Member of the Board of Directors	March 30, 2024	

2. Meetings of the Board of Directors:

No.	Board of Directors' members	Number of meetings attended by Board of Directors	Attendance rate	Reasons for absence
1	Mr. Nguyen Xuan Manh	3/12	100%	As of the 4th meeting, he is no longer a member of the Board of Directors
2	Mr. Phan Quang Tiep	3/12	100%	As of the 4th meeting, he is no longer a member of the Board of Directors
3	Mr. Pham Anh Tuan	12/12	100%	
4	Mr. Pham Van Tao	12/12	100%	
5	Mr. Nguyen Viet Khoa	3/12	100%	As of the 4th meeting, he is no longer a member of the Board of Directors
6	Ms. Pham Thi Huyen	9/12	100%	From the 1st to the 3rd meeting, she was not yet a member of the Board of Directors

7	Mrs. Nguyen Phuong Nhung	9/12	100%	From the 1st to the 3rd meeting, she was not yet a member of the Board of Directors
8	Mrs. Tran Thi Phuong	9/12	100%	From the 1st to the 3rd meeting, she was not yet a member of the Board of Directors

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

The Board of Directors has conducted oversight and supervision of the Management Board's activities in implementing the resolutions of the General Meeting of Shareholders, the Board of Directors' resolutions, and in managing business operations to achieve the set goals.

Through its supervision process, the Board of Directors has observed that the Management Board of the Company has fully carried out its functions and duties in accordance with the law and the Company's Charter; has properly and strictly implemented the resolutions of the General Meeting of Shareholders, the Board of Directors' resolutions; and has maintained regular meetings to provide timely guidance and propose effective solutions.

4. Activities of the Board of Directors' subcommittees: Activities of the Audit Committee (Details in Part III).

5. Resolutions/Decisions of the Board of Directors:

No.	Resolution/ Decision No.	Date	Content	Approval rate
1	01/2024/NQ- HDQT/LPT	January 8, 2024	Dismissal of the person in charge of accounting and appointment of the Chief Accountant of the Company	100%
2	02/2024/NQ- HDQT/LPT	January 23, 2024	Approval of the signing of the business cooperation agreement with Red Ocean Vietnam Import-Export and Investment Joint Stock Company	100%
3	03/2024/NQ- HDQT/LPT	January 29, 2024	Finalization of the shareholder list and organization of the 2024 Annual General Meeting of Shareholders	100%
4	04/2024/NQ- HDQT/LPT	March 30, 2024	Appointment of the Chairman of the Board of Directors and the members of the Audit Committee under the Board of Directors	100%
5	05/2024/NQ- HDQT/LPT	April 5, 2024	Purchase of shares in Red Ocean Vietnam Import-Export and Investment Joint Stock Company	100%

6	06/2024/NQ-HĐQT/LPT	April 5, 2024	The company has taken out a loan and issued a guarantee at Military Commercial Joint Stock Bank - Hoai Duc Branch to support its participation in the bidding packages for 'Renting a driving test center to serve the driving license tests for cars and motorcycles of category A1 organized by the Department of Transport in 2024,' as invited by the Department of Transport of Hai Duong Province	100%
7	07/2024/NQ-HĐQT/LPT	April 19, 2024	Approval of the signing of the contract for renting a driving test center to serve the driving license tests for cars and motorcycles of category A1 with the Department of Transport of Hai Duong Province	100%
8	07a/2024/NQ-HĐQT/LPT	April 19, 2024	The company issue a performance guarantee at Military Commercial Joint Stock Bank - Hoai Duc Branch to secure the implementation of the contract for renting a driving test center to conduct driving license tests for cars and motorcycles of category A1, as signed with the Department of Transport of Hai Duong Province	100%
9	08/2024/NQ-HĐQT/LPT	April 23, 2024	Adjust the plan to purchase shares in Red Ocean Vietnam Import-Export and Investment Joint Stock Company	100%
10	09/2024/NQ-HĐQT/LPT	May 8, 2024	Selection of 2024 the independent audit firm	100%
11	10/2024/NQ-HĐQT/LPT	August 20, 2024	Use of the Company's assets to guarantee the credit limit of Red Ocean Vietnam Import-Export and Investment Joint Stock Company at the Military Commercial Joint Stock Bank - Hoai Duc Branch	100%
12	11/2024/NQ-HĐQT/LPT	December 05, 2024	The company has taken out a loan and issued a guarantee at Military Commercial Joint Stock Bank - Hoai Duc Branch to support its participation	100%

			in the bidding packages for 'Renting a driving test center to serve the driving license tests for cars and motorcycles of category A1 organized by the Department of Transport in 2025,' as invited by the Department of Transport of Hai Duong Province	
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### III. Audit committee

#### 1. Information about members of Audit Committee:

No.	Members of Audit Committee	Position	The date becoming/ceasing to be the member of the Audit Committee	Qualification
1	Mr. Nguyen Viet Khoa	Chairman of the Audit Committee	Dismissed on March 30, 2024	Engineer in Economics, Bachelor of English
2	Mr. Phan Quang Tiep	Member of the Audit Committee	Dismissed on March 30, 2024	Bachelor of Law
3	Ms. Pham Thi Huyen	Chairman of the Audit Committee (Independent member of the Board of Directors)	Appointed on March 30, 2024	Bachelor of Economics, Master of Finance and Banking
4	Mrs. Nguyen Thi Phuong Nhung	Member of the Audit Committee (Non-executive member of the Board of Directors)	Appointed on March 30, 2024	Bachelor of Accounting

#### 2. Meetings of Audit Committee:

No.	Members of Audit Committee	Number of meetings attended	Attendance rate	Voting rate	Reason for absence
1	Ms. Pham Thi Huyen	2/2	100%	100%	
2	Mrs. Nguyen Thi Phuong Nhung	2/2	100%	100%	

#### 3. Supervising Board of Directors, Board of Management and shareholders by Audit Committee:

- Supervising the implementation of the resolutions of the General Meeting of Shareholders, the Board of Directors' resolutions, and the activities of the Management Board in managing and operating the Company;

- Conducting a review of the company's financial statements;

- Controlling the company's financial risks and investment capital;

- Supervising the implementation of information disclosure to ensure compliance with legal regulations;

- In 2024, the Audit Committee did not identify any violations in the activities of the Board of Directors, the Board of Management, and other managers of the company.

4. The coordination among the Audit Committee, the Board of Management, Board of Directors and other managers:

- The Audit Committee works closely with the members of the Board of Directors, the Board of Management and other departments, while maintaining its independence.

- The Board of Directors, the Board of Management and other departments have provided complete and timely documents and materials to the Audit Committee, helping the Audit Committee carry out its supervisory and control activities more effectively and fulfill its functions and responsibilities.

5. Other activities of the Audit Committee (if any): None

#### 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. Pham Van Tao	February 15, 1965	Bachelor of Economics	Appointed on February 01, 2023

#### V. Chief Accountant

Name	Date of birth	Qualification	Date of appointment/ dismissal
Mrs Nguyen Thi Phuong Nhung - Person in charge of accounting	August 24, 1979	Bachelor of Accounting	Dismissed on January 8, 2024
Mrs. Do Phuong Anh – Chief Accountant	June 10, 1986	Bachelor of Economics	Appointed on January 8, 2024

VI. Training courses on corporate governance: None

VII. The list of affiliated persons of the public company and transactions of affiliated persons of the Company in 2024

1. The list of affiliated persons of the Company:

No.	Name of organization/ individual	Securities trading account (if any)	Position at the Company	NSH No.; date of issue, place of issue	Address	Time of starting to be affiliated person	Time of ending to be affiliate person	Reason	Relationship with the Company
1	Mr. Nguyen Xuan Manh		Chairman of the Board of Directors			February 10, 2022	March 30, 2024		
2	Mr. Phan Quang Tiep	033C646909	Member of the Board of Director and member of the Audit Committee			December 31, 2019	March 30, 2024		individuals owning more than 10% of the voting shares
3	Mr. Pham Anh Tuan	022C016533	Chairman of the Board of Directors						
4	Mr. Pham Van Tao		Member of the Board of Directors and General Director and Legal representative			February 1, 2023			
5	Mr. Nguyen Viet Khoa		Independent member of the Board of Directors and Chairman of the Audit Committee			April 28, 2023	March 30, 2024		
6	Ms. Pham Thi Huyen		Independent member of the Board of Directors and Chairman of the Audit Committee			March 30, 2024			
7	Mrs. Nguyen Thi Phuong Nhung		Non-executive member of the Board of Directors and member of the Audit Committee			March 30, 2024			
8	Mrs. Tran Thi Phuong		Member of the Board of Directors			March 30, 2024			

9	Mrs. Nguyen Thi Phuong Nhung		Person in charge of accounting			October 1, 2023	January 8, 2024		
10	Mrs. Do Phuong Anh		Chief Accountant			January 8, 2024			
11	Mrs. Pham Thi Kim Ngan		Person in charge of corporate governance and person authorized to disclose information			June 16, 2022			
12	Mrs. Tran Ngoc Mai	033C622066							individuals owning more than 10% of the voting shares

2. Transactions between the Company and its affiliated persons or between the Company and its major shareholders, internal persons and affiliated persons: None

3. Transactions 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 the Board of Directors, the Board of Supervisors, Director (General Director) have been founding members or members of Board of Directors, or CEO in three lastest 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 Directors) 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, Board of Supervisors, Director (General Director) and other managers: None

### **VIII. Transactions in shares of internal persons and their affiliated persons**

1. The list of internal persons and their affiliated persons: Provided in Appendix No.1 attached.

2. Transactions of internal persons and affiliated persons with shares of the Company: None.

### **IX. Other significant issues**

**Recipients:**

- SSC;
- HNX;
- *Archived in the document department.*

**CHAIRMAN OF THE BOARD OF  
DIRECTORS**



**Phạm Anh Tuan**



**Appendix No. 1: THE LIST OF INTERNAL PERSONS AND THEIR AFFILIATED PERSONS**

Reporting period: December 31, 2024

No.	Name	Securities trading account (if any)	Position at the Company	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	Pham Anh Tuan		Chairman of the Board of Directors			886.000	7,38%	
1.1	Pham Tuan Cuong					0	0%	Father
1.2	Nguyen Thi Tuan Dung					0	0%	Mother
1.3	Nguyen Hai Dung					0	0%	Father-in-law
1.4	Tran Thi Huyen Nga					7.700	0,06%	Mother-in-law
1.5	Nguyen Tran Linh Chi					991.869	8,27%	Wife
1.6	Pham Duc Anh					0	0%	Younger brother
2	Pham Van Tao		Member of the Board of Directors and General Director, Lagel representative			0	0%	
2.1	Le Thi Huong					0	0%	Wife
2.2	Pham Quynh Mai					0	0%	Daughter
2.3	Le Thanh Trinh					0	0%	Son-in-law
2.4	Pham Quynh Phuong					0	0%	Daughter
2.5	Tran Anh Duy					0	0%	Son-in-law
2.6	Pham Van Cai			-	-	0	0%	Father (Dead)
2.7	Pham Thi Dot			-	-	0	0%	Mother (Dead)



2.8	Le Minh Thong					0	0%	Father-in-law (Dead)
2.9	Nguyen Thi Thu					0	0%	Mother-in-law
2.10	Pham Thi Tuyen					0	0%	Older sister
2.11	Pham Thi Bo					0	0%	Older sister
2.12	Pham An Can					0	0%	Brother-in-law (Dead)
2.13	Pham Thi Lap					0	0%	Older sister
2.14	Pham Van Thang					0	0%	Brother-in-law
2.15	Pham Thi Vung					0	0%	Older sister
2.16	Pham Nguyen Dong					0	0%	Brother-in-law
2.17	Pham Thi Lien					0	0%	Older sister
2.18	Luc Van Mon					0	0%	Brother-in-law
3	Pham Thi Huyen				<i>Independent member of the Boar of Directors and Chairman of Audit Committee</i>	100.000	0,83%	
3.1	Nguyen Thi Thu					0	0%	Mother
3.2	Pham Van Duong					0	0%	Younger brother
3.3	Tran Thi Khanh Linh					0	0%	Sister-in-law
3.4	Pham Nhat Tan					0	0%	Younger brother
4	Nguyen Thi Phuong Nhung				Non-executive member of the Board of Directors and member of Audit Committee	0	0%	
4.1	Nguyen Tan Trinh					0	0%	Father
4.2	Doan Thi Binh					0	0%	Mother
4.3	Dinh Huu Tuan Kiet					0	0%	Son
4.4	Nguyen Bao Ngoc					0	0%	Daughter (still a child)

4.5	Nguyen Thi Thanh Thuy					0	0%	Older sister
4.6	Nguyen Van Thien					0	0%	Brother-in-law
4.7	Nguyen Manh Thang					0	0%	Younger brother
<b>5</b>	<b>Tran Thi Phuong</b>			<b>Member of the Board of Directors</b>		<b>1.900</b>	<b>0,016%</b>	
5.1	Tran Minh Duong					0	0%	Father
5.2	Vu Thi Thin					0	0%	Mother
5.3	Tran Nhu Phuong					0	0%	Father-in-law
5.4	Nguyen Thi Cai					0	0%	Mother-in-law
5.5	Tran Nhu Nam					0	0%	Husband
5.6	Tran Anh Tuan Kiet					0	0%	Son (still a child)
5.7	Tran Minh Hoang					0	0%	Younger brother
5.8	Nguyen Thi Nhan					0	0%	Sister-in-law
<b>6</b>	<b>Do Phuong Anh</b>			<b>Chief accountant</b>		<b>0</b>	<b>0%</b>	
6.1	Do Duc Tuan					0	0%	Father
6.2	Nguyen Thi Nguyen					0	0%	Mother
6.3	Le Van Giang					0	0%	Father-in-law
6.4	Do Thi Lap					0	0%	Mother-in-law
6.5	Le Dinh Lap					0	0%	Husband
6.6	Le Trang Nhung					0	0%	Daughter
6.7	Le Cong Vinh					0	0%	Son (still a child)
6.8	Do Thi Phuong Thao					0	0%	Younger sister

6.9	Vu Van Cuong						0	0%	Brother-in-law
6.10	Do Quang Hieu						0	0%	Younger brother
6.11	Dao Thi Hong Nhung						0	0%	Sister-in-law
7	<b>Pham Thi Kim Ngan</b>			<b>Person in charge of corporate governance and person authorized to disclose information</b>			<b>0</b>	<b>0%</b>	
7.1	Le Minh Tuan						0	0%	Husband
7.2	Le Thi Chan						0	0%	Mother-in-law
7.3	Pham Dang Hoan						0	0%	Father
7.4	Dinh Thi The						0	0%	Mother
7.5	Pham Thi Nga						0	0%	Younger sister
7.6	Le Thai An						0	0%	Daughter (still a child)
7.7	Le Khanh Chi						0	0%	Daughter (still a child)
7.8	Le Thanh Son						0	0%	Son (still a child)