

**A**  
**PHU THO TOURIST SERVICE JOINT  
STOCK COMPANY**

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*No.: 01 /2025/BC-HĐQT*

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom – Happiness**

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*Ho Chi Minh City, 22 January 2025*

## REPORT ON CORPORATE GOVERNANCE

*(Year 2024)*

**To: - State Securities Commission of Vietnam  
- Ho Chi Minh Stock Exchange (HOSE)**

- Name of company: **PHU THO TOURIST SERVICE JOINT STOCK COMPANY**
- Address of head office: 03 Hoa Binh Street, Ward 3, District 11, Ho Chi Minh City
- Telephone: 028.38 650921      Fax: 028.38655930
- Email: vanphong@damsenpark.vn
- Charter capital: 1.186.840.000.000 VND
- Stock symbol: DSP
- Governance model: General Meeting of Shareholders, Board of Directors, Board of Supervisors and General Director.
- The implementation of internal audit: Not yet implemented.

### **I. ACTIVITIES OF GENERAL MEETING OF SHAREHOLDERS:**

Phu Tho Tourist Service Joint Stock Company held its 2024 Annual General Meeting of Shareholders on 24 April 2024. Based on reports, proposals and discussions, General Meeting of Shareholders agreed on following matters:

No.	Resolution/ Decision No.	Date	Content
01	Resolution No. 03/2024/HĐQT/NQ of the Annual General Meeting of Shareholders in 2024	24/04/2023	<ul style="list-style-type: none"><li>- Approved the Report on the business performance in 2023 and the business plan for 2024.</li><li>- Approved the Report on the operational activities of the Board of Supervisors in 2023.</li><li>- Approved the Audited financial statements for 2023, audited by AASC Auditing Firm Company Limited.</li><li>- Approved the Proposal for the business plan for 2024.<ul style="list-style-type: none"><li>▪ Net revenue (excluding intra-company revenue): VND 259,278,481,104.</li></ul></li></ul>

			<ul style="list-style-type: none"> <li>▪ Profit before tax: VND 3,087,404,099.</li> <li>- Approved the Proposal for remuneration for the Board of Directors and the Board of Supervisors in 2023, as well as the plan for remuneration and expenses for the Board of Directors and the Board of Supervisors in 2024.</li> </ul> <p>The plan for remuneration and expenses for the Board of Directors and the Board of Supervisors in 2024 is as follows:</p> <ul style="list-style-type: none"> <li>* Board of Directors <ul style="list-style-type: none"> <li>- Total remuneration and expenses for the Board of Directors: VND 1,008,000,000 per year.</li> </ul> </li> <li>* Board of Supervisors <ul style="list-style-type: none"> <li>- Total remuneration and expenses for Head of the Board of Supervisors: VND 480.000.000 per year</li> <li>- Total remuneration and operating expenses for members of the Board of Supervisors: VND 192.000.000 dong per year.</li> </ul> </li> </ul> <p>The General Meeting of Shareholders authorized the Board of Directors to determine the payment methods and approve the remuneration and operating expenses for each member of the Board of Directors as well as the Board of Supervisors.</p> <ul style="list-style-type: none"> <li>- Approved the Proposal on selecting the Auditing firm for the fiscal year 2024.</li> <li>- Approved the Proposal on amending the business registration of Phu Tho Tourist Service Joint Stock Company.</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. Tran Viet Anh	Chairman of the Board of Directors	30/9/2021	

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
2	Mr. Nguyen Dong Hoa	Non-executive members of the Board of Directors	30/9/2021	
3	Mr. Nguyen Quoc Anh	Non-executive members of the Board of Directors	30/9/2021	
4	Mr. Nguyen Tien Dat	Non-executive members of the Board of Directors	30/9/2021	
5	Mr. Phuong Xuan Thuy	Non-executive members of the Board of Directors	30/9/2021	
6	Mr. Nguyen Lam Tung	Non-executive members of the Board of Directors	30/9/2021	
7	Mr. Hoang Van Ba	Executive members of the Board of Directors – General Director  Legal Representative	6/5/2022	

## 2. Meetings of Board of Directors:

The attendance of the members of the Board of Directors is as follows:

No.	Board of Directors' members	Position	Number of meetings attended by Board of Directors	Attendance rate	Reason for absence
1	Mr. Tran Viet Anh	Chairman of the Board of Directors	08	100%	
2	Mr. Nguyen Dong Hoa	Member of the Board of Directors	07	87.5%	Busy

No.	Board of Directors' members	Position	Number of meetings attended by Board of Directors	Attendance rate	Reason for absence
3	Mr. Nguyen Quoc Anh	Member of the Board of Directors	06	75.0%	Busy
4	Mr. Nguyen Tien Dat	Member of the Board of Directors	06	75.0%	Busy
5	Mr. Phuong Xuan Thuy	Member of the Board of Directors	07	87.5%	Busy
6	Mr. Nguyen Lam Tung	Member of the Board of Directors	06	75.0%	Busy
7	Mr. Hoang Van Ba	Member of the Board of Directors	08	100%	

## 2. Supervising the Executive Board by the Board of Directors:

- The Board of Directors supervised the activities of the Executive Board in compliance with the Company charter and internal corporate governance.
- Board of Directors supervised through the following approaches:
  - Supervision was conducted as per the resolution of the Annual General Meeting of Shareholders, the conclusions of the Board of Directors' meetings, and the resolutions and decisions of the Board of Directors.
  - The Board of Directors supervised each aspect of the Executive Board's management.
  - Based on regular reports prepared and submitted by the Executive Board to the Board of Directors.
  - Based on reports of the General Director approved by the Board of Directors' meetings and the Annual General Meeting of Shareholders in 2024.
  - Consistently supervising the implementation of the business plan approved by the General Meeting of Shareholders and offering necessary solutions to the Executive Board for execution.

- Directing and supervising the Executive Board in the preparation of reports, proposals, and documents for the Annual General Meeting of Shareholders.
- The Board of Directors regularly held quarterly and extraordinary meetings to evaluate the implementation of the annual business plan, provide feedback, propose directions for the next quarter's business activities, and offer directives for the Executive Board to implement.
- Approved the business orientations and strategies of the Company, ensuring that its operations remain stable, secure, and compliant with legal regulations.
- Ensuring the disclosure of information was conducted fully, accurately, and in compliance with applicable regulations.
- Regarding coordination: Resolutions of the General Meeting of Shareholders, as well as the resolutions and decisions of the Board of Directors, were always promptly communicated to the Executive Board and the Board of Supervisors. The Board of Directors maintained close collaboration with the Board of Supervisors and the Executive Board to ensure the effective implementation of resolutions from the General Meeting of Shareholders and the Board of Directors.

**3. Activities of the subcommittees of the Board of Directors: None.**

**4. Resolutions/Decisions of Board of Directors:**

No.	Resolution/ Decision No.	Date	Content
01	01/2024/HĐQT/NQ	29/02/2024	<ul style="list-style-type: none"> <li>- Reached a consensus on the proposed date for the 2024 Annual General Meeting of Shareholders as 24/04/2024.</li> <li>- Reached a consensus on the record date for attending the 2024 Annual General Meeting of Shareholders as 22/03/2024.</li> <li>- Reached a consensus to approve the proposal dated 31/12/2024 from the General Director regarding the policy to renew the parking lot contract for Dam Sen Square.</li> <li>- Approved the proposal submitted by the General Director, dated 26 February 2024, for the installation of new optical fiber and WiFi infrastructure at Dam Sen Cultural Park</li> </ul>
02	02/2024/HĐQT/NQ	29/03/2024	<ul style="list-style-type: none"> <li>- Approved the 2023 audited financial statements submitted to the 2024 Annual General Meeting of Shareholders</li> <li>- Approved the document submitted to the 2024 Annual General Meeting of Shareholders</li> <li>- Approved the 2024 Business Plan submitted to the 2024</li> </ul>

No.	Resolution/ Decision No.	Date	Content
			<p>Annual General Meeting of Shareholders.</p> <ul style="list-style-type: none"> <li>- Approved the monthly business plan and authorized the General Director to exceed monthly budget allocations by up to 10%, provided that revenue increased by a corresponding 10%. If revenue did not exceed 10% of the monthly plan, the General Director was required to submit a report to the Board of Directors explaining the reasons.</li> <li>- Approved the proposal submitted by the General Director, dated 27/2/2024, regarding the modification of the company seal of Phu Tho Tourist Service Joint Stock Company.</li> <li>- Assigned the General Director to manage and use the new company seal, and to carry out the registration and usage procedures in compliance with regulations, effective from 28/03/2024.</li> </ul>
03	04/2024/HĐQT/NQ	28/05/2024	<ul style="list-style-type: none"> <li>- Agreed to select AASC Auditing Firm Company Limited as the auditor for the financial statements of the first six months of 2024 and the 2024 financial statements of Phu Tho Tourist Service Joint Stock Company.</li> <li>- Assigned the General Director to execute the auditing service contract with AASC Auditing Firm Company Limited.</li> </ul>
04	05/2024/HĐQT/NQ	03/6/2024	<ul style="list-style-type: none"> <li>- Approved the appointment of Ms. Nguyen Hong Thanh Lan as the Deputy General Director of Phu Tho Tourist Service Joint Stock Company, effective 3 June 2024.</li> </ul> <p>Date of Birth: 01/7/1989  Ethnicity: Kinh  Nationality: Vietnamese  Citizen ID No.: 086189003687, issued by the Police Department for Administrative Management of Social Order on 27/12/2021.  Permanent Address: 36/10 Trinh Khac Lap, Thanh My Loi Ward, Thu Duc City, Ho Chi Minh City</p>

No.	Resolution/ Decision No.	Date	Content
05	06/2024/HĐQT/NQ	30/9/2024	<ul style="list-style-type: none"> <li>- Approved the payment by Phu Tho Tourist Service Joint Stock Company of land rent debt amounting to 55.585.521.614 VND (fifty-five billion five hundred eighty-five million five hundred twenty-one thousand six hundred fourteen VND) as per Decision No. 1320/TB-CCT dated 24/07/2024 from the Ho Chi Minh City Tax Department, during the waiting period for the capital settlement process for the transformation period by the competent authority.</li> <li>- Approved a mortgage loan at Vietbank amounting to VND 52.000.000.000 (fifty-two billion VND) to pay the land lease debt as per Enforcement Decision No. 1320/TB-CCT dated 24 July 2024, issued by the Ho Chi Minh City Tax Department regarding the enforcement of administrative tax management decisions through the suspension of invoice usage. Assigned the General Director to complete the necessary procedures for the mortgage loan to ensure payment of the land lease debt.</li> <li>- Assigned the General Director to continue pursuing the lawsuit regarding the land lease debt, reconcile outstanding amounts for land lease, taxes, and late payment penalties with the Tax Department, and report to the Board of Directors no later than 31/10/2024, preventing overdue debt and enforcement actions such as invoice suspension as currently being experienced.</li> </ul>

### III. BOARD OF SUPERVISORS:

#### 1. Information about the members of the Board of Supervisors:

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

No.	Members of Board of Supervisors	Position	The date becoming/ceasing to be the member of the Board of Supervisors	
			Date of appointment	Qualification
1	Ms. Nguyen Thi Nguyen	Head of Board of Supervisors	20/12/2021	Bachelor of Economics (specialization in Accounting and Finance)
2	Ms. Nguyen Thi Thu Tam	Member of Board of Supervisors	30/09/2021	Master of Business Administration, Bachelor of Accounting and Finance
3	Ms. Ho Thi Ngoc Nhu	Member of Board of Supervisors	30/09/2021	Bachelor of Business Administration, Accountant

## 2. Meetings of Board of Supervisors:

No.	Members Board of Supervisors	Position	Number of meetings attended	Attendance rate	Reason for absence
1	Ms. Nguyen Thi Nguyen	Head of Board of Supervisors	06	100%	
2	Ms. Nguyen Thi Thu Tam	Member of Board of Supervisors	06	100%	
3	Ms. Ho Thi Ngoc Nhu	Member of Board of Supervisors	06	100%	

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

- Supervised the compliance with the resolutions of the General Meeting of Shareholders and the Board of Directors.
- Supervised the Board of Directors and the Executive Board in the management and operation of the company.
- Regularly monitored the company's activities by reviewing reports from the Accounting Department and the Business Department. Supervised the Board of Directors and the Executive Board through attendance at Board of Directors' meetings, weekly briefing sessions with company management, and on-site assessments of the company's operational performance.

## 4. The coordination among the Board of Supervisors, the Board of Directors, the Executive Board and other managers:

- Regularly monitored the business performance of affiliated units and their practical activities. Participated in, discussed, and provided input at Board of Directors' meetings and weekly

company briefing sessions to coordinate and propose solutions for effectively implementing the directives and resolutions of the Board of Directors.

- Proposed to the Board of Directors and the Executive Board supervision and operational measures to enhance the company's business performance (increasing revenue and reducing expenses)
- Recommended new regulations related to business activities to the Executive Board for timely and proper implementation.

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

- The Board of Supervisors conducted on-site sessions at the company to inspect and monitor the company's operations, review expenses, and evaluate the company's financial statements.
- Coordinated with the Executive Board to work with the independent auditing firm in identifying and clarifying issues arising during the company's auditing process.

**IV. EXECUTIVE BOARD:**

No.	Members of Executive Board	Date of birth	Qualification	The date becoming/ceasing to be the member of the Executive Board
1	Mr. Hoang Van Ba	11/12/1972	Master of Business Administration	20/9/2023
2	Mr. Le Song Trong Chinh	15/4/1975	Master of Finance	29/10/2021
3	Ms. Nguyen Hong Thanh Lan	01/7/1989	Master of Business Administration	03/06/2024

**V. CHIEF ACCOUNTANT:**

Full name	Date of birth	Professional qualifications	The date of becoming/ceasing
Huynh Ngoc Cach	02/12/1969	University of Economics	10/5/2022

**VI. TRAINING COURSES ON CORPORATE GOVERNANCE:**

In 2024, the members of the Board of Directors, the Executive Board, other management personnel, and the Secretary to the Board of Directors did not participate in any corporate governance training courses.

**VII. THE LIST OF AFFILIATED PERSONS OF THE PUBLIC COMPANY AND TRANSACTIONS OF AFFILIATED PERSONS OF THE COMPANY:**

**1. The list of affiliated persons of the Company:**

No.	Name of organization/ individual	Securities trading account	Position at the Company	NSH No.*, date of issue, place of issue	Address	Time of starting to be affiliated	Time of ending to be affiliate	Reasons
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		(if any)	(if any)			person	d person	
1	Tran Viet Anh		Chairman of the Board of Directors	Citizen ID No.: 33078000882 Date of Issue: 18 December 2015 Issued by: Police Department of Residence Registration and Management and National Population Database	275, Block 19, Trung Liet Ward, Dong Da District, Hanoi.	30/9/2021		
2	Nguyen Dong Hoa		Member of the Board of Directors	Citizen ID No.: 022765107 Date of Issue: 13/2/2009 Issued by: Ho Chi Minh City's Public Security	9 Phan Thuc Duyen, Ward 4, Tan Binh District	30/9/2021		
3	Nguyen Quoc Anh		Member of the Board of Directors, General Director	Citizen ID No.: 022183593 Date of Issue: 03/10/2012, Issued by: Ho Chi Minh City's Public Security	69A No.1 street, Chu Van An residential area, Ward 26, Binh Thanh District	30/9/2021		
4	Phuong Xuan Thuy		Member of the Board of Directors	Citizen ID No.: 027077000245 Date of Issue: 29/6/2016, Issued by: Police Department of Residence Registration and Management and National Population Database	24/31 Van Don, Bach Dang Ward, Hai Ba Trung District, Ha Noi	30/9/2021		
5	Nguyen Tien Dat		Member of the Board of Directors	Citizen ID No.: 211977676 Date of Issue: 29/4/200 Issued by: Quang Ngai's Public Security	12 No.53 street, Quarter 8, Hiep Binh Chanh Ward, Thu Duc District, Ho Chi Minh City	30/9/2021		
6	Hoang Van		Member of the Board	Citizen ID No.: 040072000162	271 Pham Van Bach,	6/5/2022		

	Ba		of Directors	Date of Issue:8/08/2016 Issued by: Police Department of Residence Registration and Management and National Population Database	Ward 15, Tan Binh District, Ho Chi Minh City			
7	Nguyen Lam Tung		Member of the Board of Directors	Citizen ID No.: 037082000120 Date of issue: 24/03/2023	8/34 Hoang Cau, O Cho Dua Ward, Dong Da District, Ha Noi	30/9/2021		
8	Nguyen Thi Nguyen		Head of the Board of Supervisors	Citizen ID No.: 021979624 Date of issue: 23/2/2008, Issued by: Ho Chi Minh City's Public Security	28/13 Lu Gia, Ward 15, District 11, Ho Chi Minh City	20/12/2021		
9	Ho Thi Ngoc Nhu		Member of the Board of Supervisors	Citizen ID No.: 021635539 Date of issue: 30/7/2002, Issued by: Ho Chi Minh City's Public Security	153/60 Ba Hom, Ward 13, District 6	30/9/2021		
10	Nguyen Thi Thu Tam		Member of the Board of Supervisors	Citizen ID No.:079174010433 Date of issue 11/06/2019 Issued by: Police Department of Residence Registration and Management and National Population Database	63/1 Phan Van Tri, Ward 14, Binh Thanh District	30/9/2021		
11	Hoang Van Ba		Member of the Board of Directors – General manager	Citizen ID No.: 040072000162 Date of Issue:8/08/2016 Issued by: Police Department of Residence Registration and	271 Pham Van Bach, Ward 15, Tan Binh District, Ho Chi Minh City	20/9/2023		

				Management and National Population Database				
12	Le Song Trong Chinh		Deputy General Director	Citizen ID No.:079075010946 Date of issue 16/1/2022, Issued by: Ho Chi Minh City's Public Security	1 No.1 Street, Thao Dien Ward, District 2, Ho Chi Minh City	29/10/2021		
13	Nguyen Hong Thanh Lan		Deputy General Director	Citizen ID No.: 086189003687 Date of issue: 27/12/2021 Issued by: Police Department of Residence Registration and Management and National Population Database	36/10 Trinh Khac Lap, Thanh My Loi Ward, Thu Duc District, Ho Chi Minh City	03/6/2024		
14	Huynh Ngoc Cach		Chief Accountant	Citizen ID No.: 046069000381 Date of issue: 12/01/2022	Phan Van Tri, Ward 7, Go Vap District, Ho Chi Minh City	10/5/2022		
15	Saigon Tourist Group			Business Registration Certificate: 0300625210 Date of issue 09/01/2010 Issue by: Department Of Planning and Investment Of Ho Chi Minh City	23 Le Loi, Ben Nghe Ward, District 1, Ho Chi Minh City			
16	Sam Holdings Corporation			Business Registration Certificate: 3600253537 Date of issue: 30/3/1998  29th Amendment Registration	127 Ung Van Khiem, Ward 25, Binh Thanh District, Ho Chi Minh City			

				Date of issue 28/6/2022				
17	Dam Sen Water Park Corporation			Business Registration Certificate: 0302844200  Date of issue: 8/6/2023	03 Hoa Binh, Ward 3, District 11			
18	Saigon - Dalat Joint Stock Corporation			Business Registration Certificate: 5800425924 Date of issue: 17/7/2014	180 3/2 street, Ward 4, Da Lat			
19	Saigon Dongha Tourist Joint Stock Company			Business Registration Certificate 3200263192 Date of issue: 23/12/2016	1 Bui Thi Xuan, Ward 2, Dong Ha City			

**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 or Decision approved by General Meeting of Shareholders/ Board of Directors	Content, quantity, total value of transaction	Note
01	Saigon Tourist Group	State Shareholder	Business Registration Certificate No. 0300625210 Date of issue 09/01/2010 Issue by: Department Of Planning and	23 Le Loi, Ben Nghe Ward, District 1, Ho Chi Minh City			0	Travel tours, cuisine participation

			Investment Of Ho Chi Minh City					
02	Sam Holdings Corporation	Strategic shareholder	Business Registration Certificate No. 3600253537 issued on 30/3/1998, registered for the 29th amendment on 28/6/2022. Issuing authority: Department of Planning and Investment of Ho Chi Minh City.	127 Ung Van Khiem, Ward 25, Binh Thanh District, Ho Chi Minh City			0	Purchase airline tickets, travel tours
03	Dam Sen Water Park Corporation	Affiliated Company	Business Registration Certificate: 0302844200 Date of issue: 3/1/2003 1st Amendment Registration, date of issue 8/6/2023  Issue by: Department of Planning and Investment Of Ho Chi Minh City	03 Hoa Binh, Ward 3, District 11			0	Sales of goods, provide services, advertisin g and tours
04	Hung Vuong Assurance Corporation	Affiliated Company	Business Registration Certificate No. 0305729654  Date of issue: 2/6/2008  Issued by: Ministry of finance	5th floor, Samsora Premier building, 105 Chu Van An, Yet Kieu ward, Dong Da district, Hanoi			0	Purchase airline tickets, travel tours, insurance

**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 Directors, members of Board of Supervisors, Director (General Director) and other managers have been founding members or members of the 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

#### VIII. SHARE TRANSACTIONS OF INTERNAL PERSONS AND THEIR AFFILIATED PERSONS

1. List of internal persons of the Company, affiliated persons of internal persons: Attached appendix
2. Share transactions of internal persons and their affiliated persons regarding the company's shares

No.	Name of organization/ individual	Relationship with the Company	NSH No.* date of issue, place of issue	Head office address/ Address	Time of transactions with the Company	Resolution or Decision approved by General Meeting of Shareholders/ Board of Directors	Number, percentage of shares owned after transactions	Note

#### IX. OTHER SIGNIFICANT ISSUES

##### Recipients:

- As above
- Archived

CHAIRMAN OF THE  
BOARD OF DIRECTORS



Tran Viet Anh