

VINACONEX 21 JOINT STOCK COMPANY

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No. 17 / V21

Hanoi, 21 / 01 / 2025

REPORT ON CORPORATE GOVERNANCE
(Year 2024)

Dear: - State Securities Commission
- Hanoi Stock Exchange

- Company name: **VINACONEX 21 JOINT STOCK COMPANY**
- Head office address: 3rd Floor, Vinaconex 21 Building, Ba La, Phu La, Ha Dong, Hanoi
- Phone: 024.6325.6588 Email: tcktvinacorex21@gmail.com
- Charter capital: 119,997,890,000 VND (One hundred and nineteen billion, nine hundred and ninety seven million, eight hundred and ninety thousand VND)
- Stock code: V21
- Company governance model:
 - + General meeting of shareholders, Board of Directors, Board of Supervisors and General Director
- Regarding the implementation of internal audit function: Not yet implemented

I. Activities of the General Meeting of Shareholders

Information on meetings and Resolutions/Decisions of the General Meeting of Shareholders (including Resolutions of the General Meeting of Shareholders adopted in the form of written opinions):

Ordinal number	Resolution/Decision Number	Day	Content
1	Resolution No. 06/V21-NQĐHĐCĐ	25/04/2024	Resolution of the 2024 Annual General Meeting of Shareholders

II. Board of Directors (2024):

1. Information about Board of Directors members:

Ordinal number	Board Member	Position (independent member of the Board of Directors, non-executive member of the Board of Directors)	Date of commencement/cease as a member of the board of directors/Independent board of directors	
			Date of appointment	Dismissal Date
1	Mr. Nguyen Manh Ha	Chairman of the Board		
2	Mr. Nguyen Huy Cuong	Board Member		
3	Mr. Nguyen Minh Hung	Independent Board Member		

2. Board of Directors Meetings:

Ordinal number	Board Member	Number of Board of Directors meetings attended	Meeting attendance rate	Reason for not attending the meeting
1	Mr. Nguyen Manh Ha	16/16	100%	
2	Mr. Nguyen Huy Cuong	16/16	100%	
3	Mr. Nguyen Minh Hung	16/16	100%	

3. Board of Directors' supervision of the Board of Directors:

In 2024, the Board of Directors has basically completed the organization of the management and operation apparatus of the Company's production and business activities:

- Supervising and directing the Company's production and business activities in 2024;
- Directing the implementation of capital recovery, settlement of the Company's projects and other contracted projects;
- Speeding up the construction progress of projects;
- Promoting market exploitation, job search, bidding implementation, prioritizing capital-intensive projects;
- Improving financial work through audits.
- Implementing the reporting regime, periodic and irregular information disclosure to the Hanoi Stock Exchange, the State Securities Commission and the Vietnam Securities Depository and Clearing Corporation.

4. Activities of the subcommittees of the Board of Directors:

Assisting the Board of Directors, the Company has a Secretariat to perform the following tasks:

- Attending meetings of the Board of Directors to record minutes, draft Resolutions, and update full information for members of the Board of Directors and the Supervisory Board;
- Preparing programs, documents, and papers for Board of Directors meetings;
- Monitoring the implementation of documents agreed upon at meetings, reporting to the Board of Directors to summarize and handle any problems or issues that arise;
- Updating documents from higher levels and legal documents to serve the management work of the Board of Directors and the Executive Board.

5.Resolutions/Decisions of the Board of Directors (2024 Report):

Ordinal number	Resolution/Decision Number	Day	Content	Passage Rate
1	Resolution No. 02/202/NQ/HĐQT	21/02/2024	Regarding the finalization of the list of shareholders exercising the right to attend the 2024 Annual General Meeting of Shareholders	100%
2	Resolution No. 04/2024/NQ-HĐQT-CT21	29/02/2024	Regarding: organizational structure arrangement and staff appointment	100%
3	Resolution No. 08/NQ/HĐQT-V21	04/06/2023	Regarding the selection of an auditor for the 2024 financial statements	100%
4	Resolution No. 10/NQ/V21	05/06/2024	liquidation of fixed assets	100%
5	Resolution No. 12/NQ/HĐQT-V21	28/06/2024	Remove from the list of fixed assets for liquidated machinery and equipment	100%
6	Resolution No. 14/NQ/HĐQT-V21	28/06/2024	Regarding approval of loan plan at BIDV	100%
7	Resolution No. 16/2024/NQ-HĐQT-CT21	01/07/2024	Re-appointment of General Director	100%
8	Resolution No. 18/2024/NQ-HĐQT-CT21	01/07/2024	Extend the term of holding the position of Deputy General Director	100%

9	Resolution No. 20/2024/NQ-HĐQT-CT21	02/07/2024	Adjusting insurance premiums for employees according to Decree 74/2024/ND-CP	100%
10	Resolution No. 22/NQ-HĐQT-V21	15/07/2024	Approval of the plan to issue a guarantee for deposit obligations to implement the investment project of Vinaconex21 Joint Stock Company at BIDV Bank - Ha Dong Branch	100%
11	Resolution No. 23/V21	25/09/2024	Record assets of the basement expansion of building 19T4	100%
12	Resolution No. 26/2024/NQ-HĐQT-CT21	09/10/2024	Organizational Structure and Staff Appointment	100%
13	Resolution No. 26B/2024/NQ-HĐQT-CT21	21/10/2024	Upgrading, renovating office and leasing at Vinaconex21 building	100%
14	Resolution No. 27A/2024/NQ-HĐQT-CT21	21/10/2024	Dismissal, appointment of Director, Deputy Director of Branch of Company - Enterprise producing and trading construction materials	100%
15	Resolution No. 29/2024/NQ-HĐQT-CT21	26/12/2024	Appointment of staff of Vinaconex 21 Joint Stock Company	100%
16	Resolution No. 31/NQ/HĐQT-V21	30/12/2024	Financial compensation	100%

III. Board of Supervisors (2024 Report):

1. Information about Board of Supervisors members:

Ordinal number	Board of Supervisors	Position	Date of commencement/ Cease to be a member of the Supervisory Board	Professional qualification
1	Mr. Pham Thien Thanh	Chief Controller	25/04/2024	Bachelor of Accounting
2	Mr. Nguyen Huu Khanh	Chief Controller		Bachelor of Business Administration

3	Mrs. Nguyen Thi Thanh Mai	Board Member		Bachelor of Accounting
4	Mr. Luong Hoai Nam	Board Member	25/04/2024	Surveying and mapping engineer

2. Board of Supervisors meeting

Ordinal number	Board of Supervisors	Number of meetings attended	Meeting attendance rate	Voting ratio	Reason for not attending the meeting
1	Mr. Pham Thien Thanh	2/5	40%	100%	Resignation
2	Mr. Nguyen Huu Khanh	5/5	100%	100%	
3	Mrs. Nguyen Thi Thanh Mai	5/5	100%	100%	
4	Mr. Luong Hoai Nam	3/5	60%	100%	Elected

3. Supervisory activities of the Board of Supervisors over the Board of Directors, Executive Board and shareholders:

The Board of Supervisors of the company has performed its specific tasks well as follows:

- Attend all meetings of the Board of Directors to monitor and supervise the activities of the Board of Directors.
- The Head of the Board of Supervisors has directed members to closely follow the unit's operating situation, conduct quarterly inspections to support the implementation of accounting work, and at the same time properly implement policies for employees.
- Check monthly and quarterly financial reports of the accounting department before submitting them to the Board of Directors. Supervise the enforcement of laws and comply with the obligations of the enterprise with state agencies.

4. Coordination of activities between the Board of Supervisors and the activities of the Board of Directors, the Executive Board and other management staff:

Coordinate with the Board of Directors, the Board of Management and management staff to check the following issues:

- Implementation of the planning targets approved by the General Meeting of Shareholders.
- Resolutions and decisions issued, implementation progress.
- Review and evaluate planning targets, promptly direct and orient the Executive Board to ensure stable production and business.

5. Other activities of the Board of Supervisors (if any): none

IV. Board of Directors

Ordinal number	Board Member	Date of birth	Professional qualification	Date of appointment/removal of members of the Executive Board
1	Mr. Nguyen Huy Cuong	21/04/1978	Master of Urban Management	
2	Mr. Nguyen Ba Hanh	15/09/1978	Bachelor of Accounting	

V. Chief Accountant

Full name	Date of birth	Professional qualifications	Date of appointment/removal
Mr. Phan Truong Quan	09/06/1979	Bachelor of Accounting	

VI. Corporate governance training:

Corporate governance training courses attended by members of the Board of Directors, members of the Supervisory Board, Executive Director (General Director), other managers and the Company Secretary in accordance with regulations on corporate governance:

In 2024, the Company sent two staff to attend specialized training courses and management skills courses taught by reputable units.

VII. List of related persons of public companies (2024) and transactions of related persons of the company with the Company itself

1. List of related persons of the company

Ordinal number	Name of organization/individual	Securities trading account (if any)	Position in the company (if any)	Owner's Certificate Number*, date of issue, place of issue	Head office address/Contact address	The starting point is the person concerned.	Time is no longer relevant	Reason	Relationship with the Company
1	Nguyen Manh Ha		Chairman of the Board						

2	Nguyen Minh Hung		Board Member						
3	Nguyen Huy Cuong		Board Member, General Director						
4	Nguyen Ba Hanh		Deputy General Manager						
5	Pham Thien Thanh		Chief Controller				25/04/2024	Resignation	
6	Nguyen Huu Khanh		Chief Controller						
7	Nguyen Thi Thanh Mai		Board Member						

8	Phan Truong Quan		Chief Accountant						
9	Luong Hoai Nam		Board Member			25/04/2024		Elected	

+Note: Owner's Certificate Number*: Identity card number/Passport number (for individuals) or Business registration certificate number, Operating license or equivalent legal documents (for organizations).

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

Ordinal number	Name of organization/individual	Relationship with the company	Owner's Certificate Number*, date of issue, place of issue	Head office address /Contact address	Time of transaction with the company	Resolution/Decision No. approved by the General Meeting of Shareholders/Board of Directors... (if any, specify the date of issue)	Content, quantity, total transaction value	Note

Note: Owner's Certificate Number*: Identity Card/Passport Number (for individuals) or Business Registration Certificate Number, Operating License or equivalent legal documents (for organizations).

3. Transactions between company insiders, related persons of insiders and subsidiaries, companies controlled by the company.

Ordinal number	The person who makes the transaction	Insider Relations	Position at listed company	Citizen ID/Passport Number, Date of Issue, Place of Issue	Address	Name of subsidiary, company controlled by listed company	Time of transaction	Content, quantity, total transaction value	Note
	No transaction								

4. Transactions between the company and other entities

4.1. Transactions between the company and companies in which the members of the Board of Directors, members of the Board of Supervisors, and the Executive Director (General Director) have been and are founding members or members of the Board of Directors, Executive Director (General Director) within the past three (03) years (calculated at the time of reporting).

4.2. Transactions between a company and a company in which a related person of a member of the Board of Directors, member of the Board of Supervisors, or Executive Director (General Director) is a member of the Board of Directors or Executive Director (General Director).

4.3. Other corporate transactions (if any) that may bring material or immaterial benefits to members of the Board of Directors, members of the Board of Supervisors, the Director (General Director) and other managers.

VIII. Stock transactions by insiders and related parties of insiders (2024 Report)

1. List of insiders and related persons of insiders (Appendix 1 attached)

2. Insider and related person transactions in company shares

Ordinal number	The person who makes the transaction	Insider Relations	Number of shares owned at the beginning of the period		Number of shares owned at the end of the period		Reason for increase, decrease (buy, sell, convert, reward...)
			Number of shares	Proportion	Number of shares	Proportion	
	none						

IX. Other issues to note: none

CHAIRMAN OF THE BOARD OF DIRECTORS

Recipient:

- As directed
- Office



CHỦ TỊCH HỘI ĐỒNG QUẢN TRỊ
Nguyễn Mạnh Hà

Appendix 1: LIST OF INSIDERS AND PERSONS/ORGANIZATIONS RELATED TO INSIDERS

Company Name Vinaconex 21 Joint Stock Company

Stock code: V21

Numerical order	Stock code	Full name	Securities trading account	Position in the company	Relationship with insiders	Type of Ownership Document (ID card/Passport/business registration)	Owner's license number	Date of issue	Place of issue	Head office address/Contact address	Number of shares owned at present	Current share ownership ratio	Start date is insider/person related to insider	Note
1	V21	Nguyen Manh Ha		Chairman of the Board of Directors/ Legal representative/ Information disclosure person		Citizen identification					410000	4.30%		
2	V21	Nguyen Minh Hien			Father	ID card								
3	V21	Nguyen Thi Dieu			Mother	ID card								
4	V21	Dau Thi Quynh Trang			Wife	Citizen identification								
5	V21	Nguyen Ha Anh			Daughter	Citizen identification								
6	V21	Nguyen Minh Duc			Boy	Passport								
7	V21	Nguyen Thi Thanh Huyen			Older sister	Citizen identification								
8	V21	Dau Xuan Duyen			Father in law	ID card								
9	V21	Le Thi Lan			Mother in law	Citizen identification								
10	V21	Nguyen Huy Cuong		Board Member - General Director, Person in charge of corporate governance		Citizen identification					266899	2.22%		
11	V21	Nguyen Huy Tuc			Father	Citizen identification								
12	V21	Duong Thi Duong			Mother	Citizen identification								
13	V21	Hoang Thi Ngoc Diep			Wife	Citizen identification								

Numerical order	Stock code	Full name	Securities trading account	Position in the company	Relationship with insiders	Type of Ownership Document (ID card/Passport/business registration)	Owner's license number	Date of issue	Place of issue	Head office address/Contact address	Number of shares owned at present	Current share ownership ratio	Start date is insider/person related to insider	Note
14	V21	Nguyen Thi Ngoc Mai			Daughter	Citizen identification								
15	V21	Nguyen Huy Khang			Boy	Citizen identification								
16	V21	Nguyen Thi Hien			Younger sister	Citizen identification								
17	V21	Nguyen Thi Minh Xuyen			Younger sister	Citizen identification								
18	V21	Nguyen Thi Kim Dung			Younger sister	Citizen identification								
19	V21	Nguyen Minh Hung		Board Member		Citizen identification					10	0%		
20	V21	Nguyen Thi Cham			Mother	Citizen identification								
21	V21	Nguyen Thi Mai			Wife	Citizen identification								
22	V21	Nguyen Linh Chi			Daughter	Citizen identification								
23	V21	Nguyen Hong Phong			Boy	Citizen identification								
24	V21	Nguyen Khac Minh Khoi			Boy									Young
25	V21	Nguyen Minh Cuong			Younger brother	Citizen identification								
26	V21	Nguyen Thi Minh Phuc			Younger sister	Citizen identification								
27	V21	Nguyen Ba Hanh		Deputy General Manager		Citizen identification					4783	0.04%		
28	V21	Nguyen Thi Lanh			Mother	Citizen identification								
29	V21	Ngo Thi Hoai Bac			Wife	Citizen identification								

Numerical order	Stock code	Full name	Securities trading account	Position in the company	Relationship with insiders	Type of Ownership Document (ID card/ Passport/bus iness registration)	Owner's license number	Date of issue	Place of issue	Head office address/Contact address	Number of shares owned at present	Current share ownership ratio	Start date is insider/person related to insider	Note
30	V21	Nguyen Minh Ngoc			Daughter	Citizen identification								
31	V21	Nguyen Ngoc Minh			Daughter	Citizen identification								
32	V21	Nguyen Ba Thang			Boy									Young
33	V21	Nguyen Ba Hoang			Older brother	Citizen identification								
34	V21	Nguyen Thi Hue			Older sister	Citizen identification								
35	V21	Nguyen Huu Khanh		Head of Supervisory Board		Citizen identification					5140	0,049%		
36	V21	Nguyen Thi Phai			Mother	Citizen identification								
37	V21	Hoang Phuong Lan			Wife	Citizen identification								
38	V21	Nguyen Hoang Anh			Boy	Citizen identification								
39	V21	Nguyen Hoang Lan Nhi			Daughter	Citizen identification								
40	V21	Nguyen Thi Hiep			Older sister	Citizen identification								
41	V21	Nguyen Thi Mai Nham			Older sister	Citizen identification								
42	V21	Nguyen Thi Thanh Mai		Board of Supervisors		Citizen identification					909	0,008%		
43	V21	Nguyen Van Thanh			Father	Citizen identification								
44	V21	Dang Thi Hoa			Mother	Citizen identification								
45	V21	Nguyen Hong Hien			Husband	Citizen identification								

Numerical order	Stock code	Full name	Securities trading account	Position in the company	Relationship with insiders	Type of Ownership Document (ID card/Passport/business registration)	Owner's license number	Date of issue	Place of issue	Head office address/Contact address	Number of shares owned at present	Current share ownership ratio	Start date is insider/person related to insider	Note
46	V21	Nguyen Gia Thinh Hung			Boy	Citizen identification								
47	V21	Nguyen Gia Thinh Huy			Boy	Citizen identification								
48	V21	Luong Hoai Nam		Board of Supervisors		Citizen identification					0	0%	25/04/2024	
49	V21	Luong Van Ngoc			Father	Citizen identification								
50	V21	Le Thi Van			Mother	Citizen identification								
51	V21	Khuat Huu Truong			Father in law	Citizen identification								
52	V21	Nguyen Thi Phong Lan			Mother in law	Citizen identification								
53	V21	Khuat Thuy Thuy			Wife	Citizen identification								
54	V21	Luong Minh Khoi			Boy									
55	V21	Luong Manh Linh			Younger brother	Citizen identification								
56	V21	Khuat Huu Loc			Brother in law	Citizen identification								
57	V21	Phan Truong Quan		Chief Accountant		Citizen identification					4052	0,034%		
58	V21	Phan Huu Binh			Father	Citizen identification								
59	V21	Tran Thi Tuyet			Mother	Citizen identification								
60	V21	Le Thi Hieu			Wife	Citizen identification								
61	V21	Phan Nam Cuong			Boy	Citizen identification								

Numerical order	Stock code	Full name	Securities trading account	Position in the company	Relationship with insiders	Type of Ownership Document (ID card/Passport/business registration)	Owner's license number	Date of issue	Place of issue	Head office address/Contact address	Number of shares owned at present	Current share ownership ratio	Start date is insider/person related to insider	Note
62	V21	Phan Anh Tuan			Younger brother	Citizen identification								
63	V21	Phan Thi Kieu Oanh			Younger sister	Citizen identification								

Prepared by

Ha Duc Tam



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