



PV2 INVESTMENT JSC

**PV2 INVESTMENT
JOINT STOCK COMPANY**

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

No: 07/PV2-VP

Hanoi, January 23, 2025

REPORT ON CORPORATE GOVERNANCE

For the year 2024

To: The State Securities Commission

- Name of company : **PV2 INVESTMENT JOINT STOCK COMPANY**
- Address of head office : No. 01 Pham Van Bach Street, Yen Hoa Ward, Cau Giay District, Hanoi
- Telephone : 024.62732659 Email: contact@pv2.com.vn
- Charter capital : 373.500.000.000 Vietnam Dong
- Stock symbol : PV2
- Governance model : General Meeting of Shareholders, Board of Directors (BOD), Chief Executive Officer (CEO) and Audit Committee under the Board of Directors.
- Implementation of internal audit: Implemented

I. Activities of the General Meeting of Shareholders (GMS):

Information about meetings, resolutions and decisions of the GMS (including the resolutions approved in the form of written comments):

No.	Resolution/ Decision No.	Date	Content
01	01/2024/NQ- ĐHĐCĐ	18/05/2024	<ul style="list-style-type: none"> - Approval of 2023 Business Performance Report; - Approval of the 2024 Business Plan; - Approval of the Board of Directors' Performance Report for 2023 and the 2024 Plan; - Approval of 2023 Audited Financial Statements; 2023 Profit Distribution Plan and 2024 Profit Distribution Plan; - Approval of the selection of Auditing firm for fiscal year 2024;



			- Approval of remuneration for the Board of Directors for 2023 and the 2024 plan.
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II. The Board of Directors (BOD) - Annual report

1. Information about the members of the BOD:

No.	Members of BOD	Position	The date becoming to be the member of the BOD	
			Date of appointment	Date of dismissal
1	Mr. Nguyen Phuc Anh	Chairman & Legal Representative	25/06/2022	
2	Mr. Nguyen Anh Tuan	Non-executive member of the BOD	20/04/2020	
3	Mr. Lam Nhat Son	Non-executive member of the BOD	26/06/2021	
4	Mr. Vu Xuan Han	Executive member of the BOD; CEO & Legal Representative	26/06/2021	
5	Mr. Phan Trinh Quoc Kien	Independent member of the BOD	26/06/2021	

2. Meetings of the BOD:

No.	Members of BOD	Number of meetings attended	Attendance rate	Reasons for absence
1	Mr. Nguyen Phuc Anh	6	100%	
2	Mr. Nguyen Anh Tuan	6	100%	
3	Mr. Lam Nhat Son	6	100%	
4	Mr. Vu Xuan Han	6	100%	
5	Mr. Phan Trinh Quoc Kien	6	100%	

3. Supervision of the CEO by the BOD:

The Board of Directors (BOD) oversaw the CEO and other managers, monitoring business performance through reports and regular/irregular meetings. This oversight

ensured compliance with BOD and GMS' resolutions. The CEO regularly updated the BOD on business activities, project progress and other relevant matters. The BOD convened six meetings in 2024 to provide strategic direction for business operations.

4. Resolutions/Decisions of the BOD (Annual report):

No.	Resolution/ Decision No.	Date	Content	Approval rate
1	01/2024/NQ -HĐQT	03/04/2024	Approval of the extension of the date to hold the 2024 Annual GMS according to Clause 2 Article 139 of the Law of Enterprises: - Record date for shareholders' rights: April 24, 2024. - Opening date of the Annual GMS: May 18, 2024.	100%
2	02/2024/NQ -HĐQT	25/04/2024	- Approval of the Q1 2024 Business Performance Report and the Q2 2024 Business Plan; - Approval of the agenda and documents for submission to the 2024 Annual GMS.	100%
3	03/2024/NQ -HĐQT	19/07/2024	- Approval of the Business Performance Report for the first 6 months of 2024 and the Business Plan for the last 6 months of 2024; - Approval the selection of Nhan Tam Viet Auditing Co., Ltd. as the auditor for PV2's 2024 financial statements. - Approval of the Performance Bonus Policy for securities investment activities.	
4	04/2024/NQ -HĐQT	25/10/2024	- Approval of the Business Performance Report for the first 9 months of 2024 and the Business Plan for the last 3 months of 2024;	
5	05/2024/NQ -HĐQT	12/12/2024	- Approval of the capital contribution to establish Smart Automation Management Joint Stock Company; - Approval of the appointment of the representative for PV2's contributed capital in Smart Automation Management Joint Stock Company.	

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6	06/2024/NQ – HDQT	31/12/2024	<ul style="list-style-type: none"> - Approval of the transferring ownership of Residential project in Long Tan and Phu Hoi communes, Nhon Trach district, Dong Nai province to Tay Tay Nam Joint Stock Company; - Approval of the documents, transfer plan, implementation method, transfer area, transfer value, and other specific details related to transfer this project. 	
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III. Audit Committee (Annual report):

1. Information about members of the Audit Committee:

No.	Members of Audit Committee	Position	Date of Appointment	Qualification
1	Mr. Phan Trinh Quoc Kien	Chairman	09/08/2021	Petroleum Engineer
2	Mr. Lam Nhat Son	Member	09/08/2021	Master of Economics

2. Meetings of the Audit Committee

No.	Members of Audit Committee	Number of meetings attended	Attendance rate	Voting rate	Reasons for absence
1	Mr. Phan Trinh Quoc Kien	4	100%	100%	
2	Mr. Lam Nhat Son	4	100%	100%	

3. Supervision by the Audit committee:

- The Audit Committee supervised the BOD and the CEO in the implementation of resolutions passed by the GMS and the BOD. Furthermore, the committee ensured that executive activities were conducted in accordance with the company's Charter, internal regulations, and applicable legal frameworks. Additionally, the committee reviewed transactions that required approval from the Board of Directors or the GMS and provided recommendations.

- Inspected the accuracy of the company's financial statements.

4. Coordination among the Audit Committee, the BOD, CEO and other managers:

The Audit Committee closely collaborated with the BOD, CEO, and functional departments to ensure transparency and clarity in business operations and corporate governance.

5. Other activities of the Audit Committee (if any):

IV. Board of Management

No.	Members of Board of Management	Position	Date of birth	Qualification	Date of appointment
1	Mr. Vu Xuan Han	CEO & Legal Representative	07/03/1977	Construction engineer	27/11/2023

V. Chief Accountant

Name	Date of birth	Qualification	Date of appointment
Mrs. Le Thi Huong	20/08/1980	Bachelor of Accounting	28/03/2022

VI. Training courses on corporate governance:

Training courses on corporate governance involved members of BOD, the Audit Committee, CEO, other managers and secretaries in accordance with regulations on corporate governance: *None*

VII. The list of affiliated persons of the public company (Annual report) and their transactions:

1. The list of affiliated persons of the Company

No.	Name of organization /individual	Position at the Company	Time of starting to be affiliated person	Relationship with the Company
1	Nguyen Phuc Anh	Chairman & Legal Representative	25/06/2022	Internal Persons/ Affiliated person
2	Nguyen Anh Tuan	Non-executive member of the BOD	20/04/2020	Internal Persons
3	Lam Nhat Son	Non-executive member of the BOD	26/06/2021	Internal Persons
4	Vu Xuan Han	Executive member of the BOD; CEO & Legal Representative	26/06/2021	Internal Persons

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5	Phan Trinh Quoc Kien	Independent member of the BOD	26/06/2021	Internal Persons
6	Le Thi Huong	Chief Accountant	28/03/2022	Internal Persons
7	Dang Huy Canh	Chief of Office/ The authorized person to disclose information/ Corporate Governance Officers	12/07/2018	Internal Persons
8	Nguyen Thi Kim Nhung	Internal Audit Manager	15/11/2019	Internal Persons
9	Chu Minh Chau		20/04/2020	Affiliated person
11	Aladdin Technology Joint Stock Company		25/02/2020	Subsidiaries
12	LongHoi Invest Company Limited		14/05/2019	Subsidiaries
13	Capital Gate Company Limited		27/02/2020	Subsidiaries
14	Smart Automation Management Joint Stock Company		20/12/2024	Associate company

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

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 subjects:

4.1. Transactions between the Company and a company that its members of BOD, CEO and other managers have been founding members or members of BOD or CEOs in the last three (03) years (calculated at the time of reporting): *None*

4.2. Transactions between the Company and a company in which the Company's

affiliated persons with members of BOD, CEO and other managers act as a member of BOD, Director (General Director or CEO): *None*

4.3. Other transactions of the Company (if any) that may bring material or non-material benefits for members of BOD, CEO and other managers: *None*

VIII. Share transactions of internal persons and their affiliated persons (Annual report):

1. The list of internal persons and their affiliated persons :

No.	Name	Position at the company	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
1	Nguyen Phuc Anh	Chairman & Legal Representative	9.145.000	24,48%	
1.1	Hanoi Reinsurance Joint Stock Corporation	Member of the BOD of Hanoi Re			
1.2	FINNAM Joint Stock Company	Chairman & CEO			
1.3	Nguyen Anh Tuan	Non-executive member of the BOD	2.110.200	5,65%	
1.4	Chu Minh Chau		7.478.400	20,02%	
1.5	Nguyen Ha Thu				
1.6	Phan Trinh Quoc Kien	Independent member of the BOD			
2	Nguyen Anh Tuan	Non-executive member of the BOD	2.110.200	5,65%	
2.1	Nguyen Thu Thuy				
2.2	Nguyen Phuong Dong				
2.3	Nguyen Kim Thanh		100		
2.4	Chu Minh Chau		7.478.400	20,02%	
2.5	Nguyen Ha Thu				
2.6	Nguyen Phuc Anh	Chairman & Legal Representative	9.145.000	24,48%	

2.7	Phan Trinh Quoc Kien	Independent member of the BOD			
2.8	HD Insurance Company Limited (HDI)	Vice Chairman of the BOD of HDI			
2.9	Vietjet Aviation Joint Stock Company	Independent member of the BOD of VietJet Air			
2.10	FINNAM Joint Stock Company	Non-executive member of the BOD			
3	Lam Nhat Son	Non-executive member of the BOD			
3.1	Lam Hong Thach				
3.2	Nguyen Kim Thanh		100		
3.3	Lam Thanh Van				
3.4	Lam Hong Duc				
3.5	Lam My Uyen				
4	Vu Xuan Han	Executive member of the BOD; CEO & Legal Representative	10.000	0,02	
4.1	Nguyen Thi Lien				
4.2	Ha Van Tro				
4.3	Vu Thi Lieu				
4.4	Nguyen Thi Ngoc Tan		10.000	0,02	
4.5	Vu Ngoc Tu				
4.6	Vu Thai An				
5	Phan Trinh Quoc Kien	Independent member of the BOD			
5.1	Phan Quoc Viet				
5.2	Phan Trinh Viet Kien				

5.3	Trinh Thuy Nga				
5.4	Nguyen Ha Thu				
5.5	Phan Tuan Phong				
6	Le Thi Huong	Chief Accountant			
6.1	Tran Thi Du				
6.2	Le Thi Thanh				
6.3	Nguyen Duc Quang				
6.4	Le Huu Bang				
6.5	Hoang Thi Thu Ha				
6.6	Mai Le Nam				
6.7	Mai Le Minh				
6.8	Mai Le Minh Thu				
6.9	Mai Xuan Noan				
6.10	Le Thi Tuyen				
6.11	FINNAM Joint Stock Company	Chief Accountant of FINNAM			
7	Dang Huy Canh	Chief of Office/The authorized person to disclose informatin/ Corporate Governace Officer			
7.1	Dinh Thi The				
7.2	Dang Hong Phong				
7.3	Vu Minh Ly				
7.4	Dang Thi Tuyen Mai				
7.5	Tran Le Duy				
7.6	Nguyen Thi Tuyen Nhung				

7.7	Dang Huy Bach				
7.8	Dang Van Chi				
8	Nguyen Thi Kim Nhung	Internal Audit Manager			
8.1	Nguyen Nguyen Vinh				
8.2	Trinh Thi Tam				
8.3	Ly Thi Hoe				
8.4	Nguyen Nguyen Quang				
8.5	Banh Thi Huong				
8.6	Nguyen Thi Minh				
8.7	Dau Viet Thang				
8.8	Dau Nguyen Thuy Nhi				
8.9	Dau Quoc Bao				

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

IX. Other significant issues: None

CHAIRMAN OF THE BOARD OF DIRECTORS 

Recipients:

- As above;
- BOD's Office



Nguyễn Phúc Anh