

No.:2101/2025/BCQT-CNC

Hanoi, January 21,2025

REPORT ON CORPORATE GOVERNANCE
(Year 2024)

To: - The State Securities Commission;
- Hanoi Stock Exchange (HNX).

- Name of company: **CNC Capital Viet Nam Joint Stock Company.**
- Address of headoffice: No. 65, Lane 54, Le Quang Dao Street, Phu Do Ward, Nam Tu Liem District, Ha Noi
- Telephone: 024 3564 3689 Mobile: 08 5514 3689 Email: ksq.jsc@gmail.com
- Charter capital: **VND 300.000.000.000 (In words: Three hundred billion Vietnam Dong).**
- Stock symbol: KSQ
- Governance model: General Meeting of Shareholders, Board of Directors, Board of Supervisors and General Director.
- The implementation of internal audit: The Company has issued and published information on the Internal Audit Statutes. However, in 2024, the Company is in the process of internal restructuring, so the Internal Audit has not been performed. Internal Audit is expected to be completed and submitted to the Board of Directors in Quarter 2/2025.

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/ Decision No.	Date	Content
1	01/2024/NQ- ĐHĐCĐ-CNC	April 26, 2024	Resolution of the 2024 Annual General Meeting of Shareholders approved the following contents: <ul style="list-style-type: none">- Approval of the Board of Directors' Report on the results of production business performance in 2023 and plan for 2024.- Approval of the Board of Directors' operational report on the implementation of tasks in 2023, and the goals, tasks and recommendations in 2024.- Approval of the Board of Supervisors' activity report on the results of inspection and supervision in 2023 and plan for 2024.- Approval of the Proposal to approve the 2023 audited financial statements

			<ul style="list-style-type: none"> - Approval of the proposal to select the auditing firm for 2024 - Approval of the proposal to pay remuneration to the Board of Directors and Board of Supervisors for 2023 and the plan for 2024; profit distribution plan for 2023 and projection for 2024. - Approval of the proposal to amend the company's charter. - Approval of the proposal to amend the Board of Directors' operating statutes - Approval of the proposal to amend the internal governance statutes - Approval of the proposal to amend the Board of Supervisors 's operating statutes - Approval of the proposal to supplement the company's business lines - Approval of the proposal to change the company's head office address - Approval of the Capital Recovery and New Business Investment Proposal. - Approval of the proposal to implement contracts and transactions between the company and affiliated parties and approve major contracts and transactions - Approval of the proposal to borrow funds for the company's business activities - Approval of the proposal to dismiss and elect replacement members of the Board of Supervisors for the 2023 - 2028 term - Approving the list of elected members of the Board of Supervisors for the 2023 - 2028 term. - Approval of the dismissal and election of replacement members of the Board of Supervisors for the 2023 – 2028 term, as follows: ✓ Approval of the dismissal of the following Board of Supervisors members: <ol style="list-style-type: none"> 1. Ms. Dang Thi Tam; 2. Ms. Le Hong Ngoc. ✓ Approval of the elected Board of Supervisors members: <ol style="list-style-type: none"> 1. Mr. Nguyen Ba Tuong – Member of the Board of Supervisors; 2. Mr. Vu Quoc Tuan - Member of the Board of Supervisors.
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II. Board of Directors (Annual report for 2024):

1. Information about the members of the Board of Directors (BOD):

No.	Board of Directors' members	Position (<i>Independent members of the Board of Directors, Non-executive members of the Board of Directors</i>)	The date becoming/ceasing to be the member of the Board of Directors	
			Date of appointment	Date of dismissal
1	Tran Viet Hung	Chairman of the BOD	May 13, 2022	-
2	Nguyen Huu Loi	BOD Member	May 29, 2023	-
3	Dong Thi Trang	BOD Independent member	May 29, 2023	-

2. Meetings of the Board of Directors:

No.	Board of Directors' members	Number of Board of Directors' meetings attended	Attendance rate	Reasons for absence
1	Tran Viet Hung	8/8	100%	-
2	Nguyen Huu Loi	8/8	100%	-
3	Dong Thi Trang	8/8	100%	-

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

- In 2024, the BOD supervised the activities of the Board of General Directors through meetings on the business activities of the Board of General Directors.
- The BOD successfully organized the Annual General Meeting of Shareholders in 2024 on April 26, 2024.
- The BOD supervised the Board of General Directors to fully implement the resolutions of the BOD and to focus on reviewing, implementing, and completing the company's key activities.
- The Board of Directors actively create opportunities to cooperate with important partners to expand the market, convert unprofitable or unsustainable activities (old businesses and projects) into new sustainable business with higher profit margins.
- The Board of Directors supervised and inspected the human resource management work of the Board of Management; developed a recruitment plan to meet the needs of the Company; supervised the implementation of policies towards employees to ensure their satisfaction based on legal regulations.
- The BOD built and completed working processes; managed communication information scientifically to enhance financial management and overall governance quality suitable to the company's actual operations.

4. Activities of the Board of Directors' subcommittees (If any): None

5. Resolutions/Decisions of the Board of Directors (Annual report):

No.	Resolution/Decision No.	Date	Content	Approval rate
1	0703.1/2024/NQ-HĐQT	March 7, 2024	Resolution of the Board of Directors on convening the 2024 Annual General Meeting of Shareholders.	100%
2	2903/2024/BB-HĐQT-CNC	March 29, 2024	Minutes of the meeting to summarize the business activities of the quarter and corporate governance, setting out the goals for the coming period.	100%
3	0504.1/2024/NQ-HĐQT	April 5, 2024	Resolution of the Board of Directors meeting on approving the agenda and documents of the 2024 Annual General Meeting of Shareholders.	100%
4	2506.1/2024/NQ-HĐQT	June 25, 2024	Resolution of the Board of Directors meeting on approving the plan to recover old investment capital and implement new business plan with Thai Ha Bridge BOT Joint Stock Company.	100%
5	2606.1/2024/NQ-HĐQT-CNC	June 26, 2024	Resolution of the Board of Directors meeting on signing the Contract to review the Half-year Financial Statements and audit the 2024 Financial Statements.	100%
6	2307.1/2024/NQ-HĐQT	July 23, 2024	Resolution of the Board of Directors meeting on the establishment of the internal audit department and promulgation of the company's Internal Audit Regulations.	100%
7	2709/2024/BB-HĐQT	Sep 27, 2024	Minutes of the meeting on summarizing business activities of the third quarter of 2024 and corporate governance situation, setting goals for the fourth quarter of 2024.	100%
8	3012/2024/BB-HĐQT	December 30, 2024	Minutes of the meeting on summarizing business activities in 2024 and setting out business goals and adjustment plans in corporate governance for the coming year.	100%

III. Board of Supervisors (Annual report):

1. Information about members of Board of Supervisors (BOS):

No.	Members of Board of Supervisors	Position	The date becoming/ceasing to be the member of the Board of Supervisors	
			Date of appointment	Date of dismissal
1	Hoang Ngoc Quyet	Head of BOS	May 29, 2023	-
2	Le Hong Ngoc	BOS member	May 29, 2023	April 26, 2024
3	Dang Thi Tam	BOS member	May 29, 2023	April 26, 2024
4	Nguyen Ba Tuong	BOS member	April 26, 2024	-
5	Vu Quoc Tuan	BOS member	April 26, 2024	-

2. Meetings of Board of Supervisors

No.	Members of Board of Supervisors	Number of meetings attended	Attendance rate	Reasons for absence
1	Hoang Ngoc Quyet	3/3	100%	
2	Le Hong Ngoc	1/3	33.33%	Dismissed on April 26, 2024
3	Dang Thi Tam	1/3	33.33%	Dismissed on April 26, 2024
4	Nguyen Ba Tuong	2/3	66.67%	Newly appointed on April 26, 2024
5	Vu Quoc Tuan	2/3	66.67%	Newly appointed on April 26, 2024

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

- In 2024, the BOS organized 03 meetings, conducted supervision and evaluation of the company's activities through financial reports, and checked some documents. The supervision content included:
 - + Supervising the activities of the BOD and appraising the BOD's activity report
 - + The BOS checked and supervised the company's activities through attending meetings of the Board of Directors, Board of Management and periodic documents and reports of functional departments.

- + Checking and supervising the compliance with state policies, regulations of the BOD, and the Board of General Directors through reviewing the BOD's resolutions and the operational decisions of the Board of General Directors.
 - + Checking and reviewing the half-year financial statements for 2024 and Q1, Q2, Q3, and Q4 of 2024 of the company. Coordinating with UHY Auditing and Consulting Services Co., Ltd. – Hanoi branch to supervise the inventory, settlement, and audit of the financial statements for 2023 and the half-year financial statements for 2024 of the company.
 - + Coordinating with the auditing firm to complete the financial statements for 2023 to prepare the draft report of the BOS to be presented at the Annual General Meeting of Shareholders in 2024; supervising and providing feedback on the preparation procedures for organizing the Annual General Meeting of Shareholders in 2024 to ensure compliance with legal regulations and the company's charter.
4. The coordination among the Board of Supervisors, the Board of Directors, Board of Management and other managers:
- The Board of Supervisors received good cooperation from the BOD, Board of General Directors, and functional department managers, providing facilities and necessary information and documents for the Board of Supervisors' inspection work.
 - The BOS's activities were carried out in accordance with the company's charter and the resolutions of the General Meeting of Shareholders.
5. Other activities of the Board of Supervisors (if any): None

IV. Board of Management

No.	Name	Date of birth	Qualification	Date of appointment / dismissal of members of the Board of Management
1	Nguyen Huu Loi	Jan 8, 1980	Electronic engineer	Jan 5, 2023

V. Chief Accountant

No.	Name	Date of birth	Qualifications	Date of appointment, dismissal
1	Le Thi Thanh Nga	June 11, 1981	Bachelor of Accounting	Dec 12, 2023

VI. Training courses on corporate governance:

The corporate governance training courses that the Board of Directors (BOD) members, Board of Supervisors (BOS) members, General Director, other management staff and the company secretary participated in according to corporate governance regulations: the company actively participated in corporate governance seminars invited by the State Securities Commission and Hanoi Stock Exchange.

VII. The list of affiliated persons of the public company (2024 Annual report) and transactions of affiliated persons of the Company.

1. The list of affiliated persons of the Company: Detailed in Appendix 1
2. Transactions between the Company and its affiliated persons or between the Company and its major shareholders, internal persons and affiliated persons: Detailed in Appendix 2
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, the Board of Supervisors, Director (General Director) have been founding members or members of 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 (2024 Annual report)

1. The list of internal persons and their affiliated persons: Detailed in Appendix 3
2. Transactions of internal persons and affiliated persons with shares of the company: None

IX. Other significant issues: None

Recipients:

- As above;
- Archived: Clerical Department.

**CNC CAPITAL VIET NAM JOINT STOCK COMPANY
CHAIRMAN OF THE BOARD OF DIRECTORS**

(Sign, full name and seal)



TRẦN VIỆT HUNG



APPENDIX 1: LIST OF AFFILIATED PERSONS OF THE COMPANY

(The pdaomos: The police department on administrative management of social order)

No.	Name of organization/ individual	Securities trading account (if any)	Position at the Company (if any)	ID no., date of issue, place of issue	Address	Time of starting to be affiliated person	Time of ending to be affiliated person	Reasons	Relationship with the Company
1	Mr. Tran Viet Hung	-	Chairman of the Board			May 13, 2022	-		Chairman of the Board
2	Mr. Nguyen Huu Loi	-	Member of BoD; General Director			May 29, 2023	-		Member of BoD; General Director
3	Ms. Dong Thi Trang	-	BoD member			May 29, 2023	-		BoD member
4	Mr. Hoang Ngoc Quyet	-	Head of BOS			May 29, 2023	-		Head of BOS
5	Ms. Le Hong Ngoc	-	BOS member			May 29, 2023	April 26, 2024	Dismissal	BOS member
6	Ms. Dang Thi Tam	-	BOS member			May 29, 2023	April 26, 2024	Dismissal	BOS member
7	Mr. Nguyen Ba Tuong	-	BOS member			April 26, 2024	-	Appointed	BOS member

8	Mr. Vu Quoc Tuan	-	BOS member			April 26, 2024	-	Appointed	BOS member
9	Ms. Le Thi Thanh Nga	-	Chief Accountant			Dec 12, 2023	-		Chief Accountant
10	Ms. Nguyen Thi Dinh		Major shareholder			Nov 11, 2020	-		Major shareholder
11	Mr. Ngo Tien Quang Huy		Major shareholder			June 6, 2022	-		Major shareholder
12	Ms. Nguyen Thi Chi Phuong		Major shareholder			15/08/2018	-		Major shareholder
13	Ms. Nguyen Thi Phuong Thuy		Administrator and Company Secretary			07/07/2023	-		Administrator and Company Secretary

**APPENDIX 2: TRANSACTIONS BETWEEN THE COMPANY AND AFFILIATED PERSONS OF THE COMPANY; OR
BETWEEN THE COMPANY AND MAJOR SHAREHOLDERS, INTERNAL PERSONS, AND AFFILIATED PERSONS
OF INTERNAL PERSONS**

No.	Name of organization/individual	Relationship with the Company	ID no., date of issue, place of issue	Address	Time of transactions with the Company	Resolution No. or Decision No. approved by General Meeting of Shareholders/ Board of Directors (if any, specifying date of issue)	Content, quantity, total value of transaction	Note
1	Mr. Tran Viet Hung	Chairman of the Board			Jan 1, 2024 – Dec 31, 2024	Labor contract between Mr. Tran Viet Hung and the Company	Company pays salary for 12 months Amount: 116.060.000 VND	
2	Mr. Nguyen Huu Loi	Member of BoD; General Director			Jan 1, 2024 – Dec 31, 2024	Labor contract between Mr. Nguyen Huu Loi and the Company	Company pays salary for 12 months Amount: 18.500.000 VND	
3	Ms. Le Thi Thanh Nga	Chief Accountant			Jan 1, 2024 – Dec 31, 2024	Labor contract between Ms. Le Thi Thanh Nga and the Company	Company pays salary for 12 months Amount: 84.363.200 VND	

No.	Name of organization/individual	Relationship with the Company	ID no., date of issue, place of issue	Address	Time of transactions with the Company	Resolution No. or Decision No. approved by General Meeting of Shareholders/ Board of Directors (if any, specifying date of issue)	Content, quantity, total value of transaction	Note
4	Ms. Nguyen Thi Phuong Thuy	Company Governance Officer and Company Secretary			Jan 1, 2024 – Dec 31, 2024	Labor contract between Ms. Nguyen Thi Phuong Thuy and the Company	Company pays salary for 12 months Amount: 84.363.200 VND	

APPENDIX 3: LIST OF INTERNAL PERSONS AND AFFILIATED PERSONS OF INTERNAL PERSONS

(The pdoamoso: The police department on administrative management of social order)

No.	Name	Securities trading account (if any)	Position at the company (if any)	ID 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	Mr. Tran Viet Hung	-	Chairman of the Board			0	0%	
1.1	Mr. Tran Xuan Hoa	-	-			0	0%	
1.2	Ms. Le Thi Hue	-	-			0	0%	
1.3	Dat Viet Real Estate Investment JSC	-	-			0	0%	
2	Mr. Nguyen Huu Loi		Member of BoD; General Director			0	0%	

2.1	Mr. Nguyen Huu Hoc	-	-	.....	.....			Passed away
2.2	Ms. Bui Thi Nhan	-	-			0	0%	
2.3	Mr. Nguyen Huu Khoa	-	-			0	0%	
2.4	Mr. Nguyen Huu Cu	-	-			0	0%	
2.5	Ms. Chu Thi Bich Phuong	-	-			0	0%	
2.6	Mr. Nguyen Huu Huy Hoang	-	-	.....		0	0%	Minor
2.7	Mr. Nguyen Huu Bao Lam	-	-	.....		0	0%	Minor
3	Ms. Dong Thi Trang	-	BoD member			0	0%	
3.1	Ms. Luong Thi Duyen	-	-			0	0%	
3.2	Ms. Dong Thi Xuyen	-	-			0	0%	

3.3	Ms. Khuc Thi Tuyet Nhi	-	-	.....		0	0%	Minor
3.4	Ms. Khuc Thi Yen Vy	-	-	.....		0	0%	Minor
3.5	Mr. Tran Gia Hung	-	-	.....		0	0%	Minor
4	Mr. Hoang Ngoc Quyet		Head of BOS			0	0%	
4.1	Ms. Le Thi Nga	-	-			0	0%	
4.2	Ms. Hoang Ngoc Diep	-	-	.....		0	0%	Minor
4.3	Mr. Hoang Hai Minh	-	-	.....		0	0%	Minor
4.4	Mr. Hoang Ngoc Ninh	-	-			0	0%	
4.5	Ms. Bui Thi Nhu	-	-			0	0%	
5	Mr. Vu Quoc Tuan	-	BOS member			0	0%	
5.1	Mr. Vu Van Thang	-	-			0	0%	
5.2	Ms. Tran Thi Huong	-	-			0	0%	
5.3	Ms. Vu Thi Kieu Anh	-	-			0	0%	

6	Mr. Nguyen Ba Tuong	-	BOS member			0	0%	
6.1	Mr. Nguyen Van Khuong	-	-			0	0%	
6.2	Ms. Le Thi Thuy	-	-			0	0%	
6.3	Mr. Nguyen Ba Duong	-	-			0	0%	
6.4	Ha Thanh Construction and Engineering Company Limited	-	-			0	0%	
7	Ms. Le Thi Thanh Nga	-	Accountant chief			0	0%	
7.1	Ms. Le Ngoc Chau	-	-			0	0%	
7.2	Ms. Nguyen Thi Doi	-	-			0	0%	
7.3	Ms. Le Thi Thuy Hang	-	-			0	0%	
7.4	Ms. Le Thi Phuong	-	-			0	0%	
7.5	Mr. Bui Van Kien	-	-			0	0%	
7.6	Mr. Bai Thai Hung	-	-	.....		0	0%	Minor

7.7	Mr. Bui Thai Ha	-	-	.....		0	0%	Minor
8	Ms. Nguyen Thi Phuong Thuy		Company Governance Officer and Company Secretary			702.000	2,34%	
8.1	Mr. Nguyen Van Phuc	-	-			0	0%	
8.2	Ms. Vu Thi Nhung	-	-			0	0%	
8.3	Ms. Nguyen Bao Anh	-	-			0	0%	