

CENCON VIET NAM JOINT STOCK
COMPANY

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

No: 02/2024/BCQT-CEN

Lao Cai, month 01 day 20 year 2025

REPORT ON CORPORATE GOVERNANCE
(Year 2024)

To: - The State Securities Commission;
- The Stock Exchange.

- Name of company: Cencon Viet Nam joint stock company
- Address of headoffice: Lot 45-50B, Thuy Hoa Street, Duyen Hai Ward, Lao Cai City, Lao Cai Province.
- Telephone: 0246 285 0292 Fax: 0246 285 0292 Email: cenconvietnam@gmail.com
- Charter capital: 217.124.400.000 (Two hundred seventeen billion, one hundred twenty-four million, four hundred thousand VND)./
- Stock symbol: CEN
- Governance model:
 - + General Meeting of Shareholders, Board of Directors, Board of Supervisors and Director.
- The implementation of internal audit: 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/Decision No.	Date	Content
1		29/06/2024	The 2024 Annual General Meeting of Shareholders could not be conducted due to the attendance of shareholders representing less than 50% of the total voting shares of Cencon Vietnam Joint Stock Company as of June 3, 2024.
2	01/2024/CEN/NQ-BHDCD	26/07/2024	<p>Resolution of the 2024 Annual General Meeting of Shareholders</p> <ul style="list-style-type: none">- Approval of the Board of Directors' report on business performance in 2023 and the business plan for 2024.- Approval of the Board of Management's report on activities in 2023 and the plan for 2024.- Approval of the Supervisory Board's report on activities in 2023 and the plan for 2024.- Approval of the proposal to adopt the audited



			<p>financial statements for 2023.</p> <ul style="list-style-type: none"> - Approval of the proposal to select the auditing firm for 2024. - Approval of the proposal on remuneration payments for the Board of Directors and the Supervisory Board for 2023, and the payment plan for 2024; the profit distribution plan for 2023 and the projection for 2024. - Approval of the proposal on the report regarding the use of capital from the public offering of additional shares in 2022. - Approval of the proposal to establish a Representative Office of the Company. - Approval of the proposal to amend the Company's Charter. - Approval of the proposal to amend the Internal Regulations on Corporate Governance. - Approval of the proposal to dismiss and elect a replacement for a member of the Supervisory Board for the 2024–2029 term. - Approval of the proposal to nominate candidates for the replacement member of the Supervisory Board for the 2024–2029 term and the election results for Mr. Ngo Thuong Hung and Ms. Nguyen Thi Dung as members of the Supervisory Board.
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II. Board of Directors (annual report):

I. Information about the members of the Board of Directors:

No.	Board of Directors' members	Position, Independent members of the Board of Directors, Non-executive members of the Board of Directors	The date becoming/ceasing to be the member of the Board of Directors	
			Date of appointment	Date of dismissal
1	Mr. Tran Manh Son	Chairman of the Board of Directors	06/2019	
2	Mr. Nguyen Huu Thuong	Independent Member of the Board of Directors	01/2016	
3	Mr. Le Van Binh	Executive Member of the Board of Directors	04/2021	

2. Meetings of the Board of Directors:

No.	Board of Director' member	Number of meetings attended by Board of Directors	Attendance rate	Reasons for absence
1	Mr. Tran Manh Son	9/9	100%	
2	Mr. Nguyen Huu Thuong	9/9	100%	
3	Mr. Le Van Binh	9/9	100%	

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

- In 2024, the Board of Directors (BOD) supervised the activities of the Executive Board through meetings focused on the Executive Board's business operations:

- The Board of Directors supervised the Executive Board in fully implementing the contents of the resolutions set forth by the Board of Directors, including executing the comprehensive business plan approved at the 2024 Annual General Meeting of Shareholders. The BOD also focused on strengthening the review, execution, and completion of the Company's key activities.

- The Board of Directors coordinated with the Supervisory Board to organize inspections and oversight of the Company's business operations.

- Actively engaged in creating opportunities for collaboration with key partners to expand the market and increase the Company's market share.

- Regarding Human Resources: The Board of Directors continued to maintain an executive structure aligned with the Company's management needs.

- The BOD supervised and inspected the Executive Board's human resource management, developed labor recruitment plans in line with the Company's requirements, and monitored the fair implementation of employee policies in compliance with legal regulations.

- The BOD worked on developing and refining workflows and implemented systematic communication management to enhance financial management capabilities and overall governance quality, aligning with the Company's operational realities.

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	01/2024/NQ/HĐQT-CEN	03/04/2024	Approval of the liquidation of one Mitsubishi-branded car.	100%
2	02/2024/NQ/HĐQT-CEN	26/04/2024	Approval of the dismissal of Ms. Nguyễn Thị Tuyết Chinh from the position of Chief Accountant.	100%
3	03/2024/CEN/NQ-HĐQT	13/05/2024	- Approval of the organization of the 2024 Annual General Meeting of Shareholders. - The record date for finalizing the list of shareholders eligible to attend the 2024	100%

			Annual General Meeting of Shareholders is June 3, 2024.	
4	04/2024/CEN/NQ-HĐQT	06/06/2024	Approval of the time, venue, and agenda for the 2024 Annual General Meeting of Shareholders.	100%
5	05/2024/CEN/NQ-HĐQT	02/07/2024	Approval of the time, venue, and agenda for the second session of the 2024 Annual General Meeting of Shareholders.	100%
6	06/2024/NQHDQT-CEN	18/07/2024	Appointment of Mr. Phạm Trung Hải to the position of Chief Accountant.	100%
7	07/2024/NQHDQT-CEN	30/07/2024	Selection of the auditing firm to review the interim financial statements and audit the financial statements for 2024.	100%
8	08/2024/NQHDQT-CEN	13/12/2024	Approval of borrowing funds from Military Commercial Joint Stock Bank – Hoan Kiem Branch.	100%
9	09/2024/NQHDQT-CEN	27/12/2024	Approval of the business performance results for the third quarter of 2024 and the business plan for the fourth quarter of 2024.	100%

III. Board of Supervisors (Annual report):

1. Information about members of Board of Supervisors

No.	Members of Board of Supervisors	Position	The date becoming/ceasing to be the member of the Board of Supervisors	Qualification
1	Ms. Vu Thi Hai Yen	Head of the Supervisory Board	Appointment 04/2020	Bachelor's Degree in Finance and Banking
2	Ms. Tran Thi Ha	Member of the Supervisory Board	Dismissal 26/07/2024	Bachelor's Degree in Political Education Pedagogy
3	Ms. Nguyen Thi Xuan	Member of the Supervisory Board	Dismissal 26/07/2024	Bachelor's Degree in Economics
4	Ms. Nguyen Thi Dung	Member of the Supervisory Board	Appointment 26/07/2024	Intermediate Diploma in Tourism
5	Mr. Ngo Thuong Hung	Member of the Supervisory Board	Appointment 26/07/2024	Bachelor's Degree in Economics

2. Meetings of Board of Supervisors

No.	Members of Board of	Number of meetings	Attendance rate	Voting rate	Reasons for absence
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	Supervisors	attended			
1	Ms. Vu Thi Hai Yen	1/2	50%	100%	On maternity leave until the end of September 2024.
2	Ms. Tran Thi Ha	1/1	100%	100%	Dismissal 26/07/2024
3	Ms. Nguyen Thi Xuan	1/1	100%	100%	Dismissal 26/07/2024
4	Ms. Nguyen Thi Dung	1/1	100%	100%	Appointment 26/07/2024
5	Mr. Ngo Thuong Hung	1/1	100%	100%	Appointment 26/07/2024

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

- In 2024, the Supervisory Board conducted two meetings, carried out monitoring activities, and evaluated the company's performance through financial reports and the review of certain documents. The scope of supervision included:

+ Supervising the activities of the Board of Directors and assessing the performance report of the Board of Directors.

+ The Supervisory Board monitored and inspected the implementation of resolutions passed by the General Meeting of Shareholders and the Board of Directors.

+ Inspecting and supervising compliance with legal policies, state regulations, and the rules of the Board of Directors and the Company's Executive Board by reviewing the resolutions of the Board of Directors and the operational decisions of the Executive Board related to business and production activities.

+ Reviewing and examining the 2023 financial statements and the quarterly (Q1, Q2, Q3, Q4) and semi-annual financial statements of the Company for 2024. Collaborating with TTP Auditing Co., Ltd. and CPA VIETNAM Auditing Co., Ltd. to supervise the inventory, finalization, and verification of the 2023 financial statements and the semi-annual financial statements for 2024 of the Company.

+ Collaborating with the auditing firm to finalize the 2024 financial statements in preparation for the Supervisory Board's draft report to be submitted to the 2025 Annual General Meeting of Shareholders. Supervising and providing input on the process and procedures for organizing the 2025 Annual General Meeting of Shareholders to ensure compliance with legal regulations and the Company's Charter.

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

- The Supervisory Board received strong cooperation from the Board of Directors, the Executive Board, and the functional department managers, with adequate support in terms of facilities and the provision of necessary information and documents for the Supervisory Board's inspection activities.
- The activities of the Supervisory Board 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.	Members of Board of Management	Date of birth	Qualification	Date of appointment / dismissal of members of the Board of Management /
1	Mr. Le Van Binh	08/07/1987	Intermediate level in Mining and Geology.	Appointment 07/2020

V. Chief Accountant

Name	Date of birth	Qualification	Date of appointment/ dismissal
Ms. Nguyen Thi Tuyet Chinh	26/11/1992	Bachelor's degree in Accounting	Dismissal 26/04/2024
Mr. Pham Trung Hai	26/05/1986	Bachelor's degree in Accounting	Appointment 18/07/2024

VI. Training courses on corporate governance:

Training courses on corporate governance were involved by members of Board of Directors, the Board of Supervisors, Director (General Director), other managers and secretaries in accordance with regulations on corporate governance: The company fully participated in the training courses and seminars organized by the State Securities Commission, the Hanoi Stock Exchange, and the company itself.

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

1. The list of affiliated persons of the Company: Details 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: 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 objects: None
 - 4.1. Transactions between the Company and the company that its members of Board of Management, 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 (Annual report)

1. The list of internal persons and their affiliated persons Transactions of internal persons and affiliated persons with shares of the Company: Details in appendix 2

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

IX. Other significant issues: None

Recipients:

As above;

Company website disclosure

Archived: Administration

CHAIRMAN OF THE BOARD OF DIRECTORS

(Sign, full name and seal)



CHỦ TỊCH HĐQT

Trần Mạnh Sơn

C.P. 1/A



No.	Name of the organization/individual	Stock holding account (if any)	Position in the company (if any)	Certificate of NSH number, date of issuance, place of issuance	Head office address/Contact address	The starting time as a related person	The time of no longer being a related person	Reason	Relationship with the company
1	Tran Manh Son	-	Chairman of the Board of Directors				-	-	Chairman of the Board of Directors
2	Nguyen Huu Thuong	-	Member of the Board of Directors				-	-	Member of the Board of Directors
3	Le Van Binh	-	Member of the Board of Directors cum CEO (Chief Executive Officer)				-	-	Member of the Board of Directors cum CEO (Chief Executive Officer)
4	Vu Thi Hai Yen	-	Head of the Supervisory Committee				-	-	Head of the Supervisory Committee
5	Tran Thi Ha	-	Member of the Supervisory Board				07/2024	Dismissal	Member of the Supervisory Board
6	Nguyen Thi Xuan	-	Member of the Supervisory Board				07/2024	Dismissal	Member of the Supervisory Board
7	Nguyen Thi Tuyet Chinh	-	Chief Accountant				04/2024	Dismissal	Chief Accountant
8	Pham Trung Hai	-	Chief Accountant				-	-	Chief Accountant

9	Nguyen Thi Dung	-	Member of the Supervisory Board		7/2024	-	-	Member of the Supervisory Board
10	Ngo Thuong Hung	-	Member of the Supervisory Board		7/2024	-	-	Member of the Supervisory Board





APPENDIX 2: LIST OF INSIDERS AND RELATED PERSONS OF INSIDERS

No.	Full name	Securities trading account (if any)	Position at the company (if any)	ID number/Passport number, date of issuance, place of issuance	Contact address	Number of shares owned at the end of the period	Shareholding ratio at the end of the period	Ghi chú
1	Tran Manh Son	-	Chairman of the Board of Directors			1.100.000	5,07%	-
1.1	Tran Van Tan	-	-			0	0%	Father
1.2	Nguyen Thi Thom	-	-			0	0%	Mother
1.3	Tran Manh Tuan	-	-			0	0%	Older brother
1.4	Tran Ha Giang	-	-			0	0%	Biological child
2	Nguyen Huu Thuong	-	Member of the Board of Directors			0	0%	-
2.1	Nguyen Huu Thang	-	-			0	0%	Father
2.2	Nguyen Thi Nhan	-	-			0	0%	Mother
2.3	Nguyen Quynh Huong	-	-			0	0%	Biological child

2.4	Nguyen Huu Manh	-	-		0	0%	Older brother
2.5	Nguyen Thi Nhung	-	-		0	0%	Older sister
3	Le Van Binh	-	Member of the Board of Directors cum CEO (Chief Executive Officer)		0	0%	-
3.1	Le Thi Bang	-	-		0	0%	Mother
3.2	Le Van Bien	-	-		0	0%	Younger brother
3.3	Nguyen Thuy Linh	-	-		0	0%	Wife
3.4	Le Ngoc Han	-	-		0	0%	Biological child
4	Vu Thi Hai Yen	-	Head of the Supervisory Committee		0	0%	-
4.1	Vu Doan Thac	-	-		0	0%	Father

4.2	Vu Thi Ro	-	-		0	0%	Mother
4.3	Vu Thi Chau Loan	-	-		0	0%	Older sister
4.4	Vu Thi Kim Phuong	-	-		0	0%	Older sister
5	Tran Thi Ha	-	Thành viên BKS		0	0	Dismissed
5.1	Luong Ngoc Anh	-	-		0	0%	Husband
5.2	Luong Minh Lam	-	-		0	0%	Biological child
5.3	Luong Duc Minh	-	-		0	0%	Biological child
5.4	Tran Van Thuan	-	-		0	0%	Father
5.5	Nguyen Thi Huyen	-	-		0	0%	Mother
5.6	Trần Văn Hùng	-	-		0	0%	Younger brother

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6	Nguyen Thi Xuan	-	Member of the Supervisory Board		0	0%	Dismissed
6.1	Pham Van Binh	-	-		0	0%	Husband
6.2	Pham Thanh Van	-	-		0	0%	Biological child
6.3	Pham Duc Truong	-	-		0	0%	Biological child
6.4	Nguyen Van Tu	-	-		0	0%	Father
6.5	Dinh Thi Lang	-	-		0	0%	Mother
6.6	Pham Dinh Lap	-	-		0	0%	Older brother
6.7	Pham Chi Dung	-	-		0	0%	Father-in-law

6.8	Nguyen Thi Ngoc	-	-		0	0%	Mother-in-law
7	Nguyen Thi Tuyet Chinh	-	Chief Accountant		0	0%	Dismissed
7.1	Pham Van Manh	-	-		0	0%	Husband
7.2	Nguyen Ngoc Bao An	-	-		0	0%	Biological child
7.3	Pham Bao Anh	-	-		0	0%	Biological child
7.4	Nguyen Van Cuong	-	-		0	0%	Father
7.5	Nguyen Thi Vu	-	-		0	0%	Mother
7.6	Nguyen Thi Thu Trang	-	-		0	0%	Younger sister
7.7	Nguyen Tien Toan	-	-		0	0%	Younger brother
7.8	Pham Van Nghi	-	-		0	0%	Father-in-law
7.9	Nguyen Thi May	-	-		0	0%	Mother-in-law

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7.10	Pham Van Toan	-	-
8	Phạm Trung Hai	-	Chief Accountant
8.1	Pham Thanh Huyen	-	-
8.2	Do Thi Mo	-	-
8.3	Pham Van Manh	-	-
8.4	Pham Cuong Trang	-	-
8.5	Vu Thi Xuan	-	-
8.6	Pham Thuy Dung	-	-
8.7	Pham Gia Phuc	-	-
8.8	Pham Gia Minh	-	-
9	Nguyen Thi Dung	-	Member of the Supervisory Board

0	0%	Brother-in-law
0	0%	-
0	0%	Father
0	0%	Mother
0	0%	Younger brother
0	0%	father-in-law
0	0%	Mother-in-law
0	0%	Wife
0	0%	Biological child
0	0%	Biological child
0	0%	

9.1	Loc Van Hoai	-	-		0	0%	Husband
9.2	Loc Quang Dung	-	-		0	0%	Biological child
9.3	Loc Bao Lam	-	-		0	0%	Biological child
9.4	Nguyen Thi Lien	-	-		0	0%	Mother
9.5	Nguyen Thi Thanh	-	-		0	0%	Older sister
10	Ngo Thuong Hung		Member of the Supervisory Board		0	0%	
10.1	Ngo Thuong Nam	-	-		0	0%	Father
10.2	Nguyen Thi Thu Hoai	-	-		0	0%	Mother