

Appendix V

REPORT ON CORPORATE GOVERNANCE

(Promulgated with the Circular No 96/2020/TT-BTC on November 16, 2020 of the Minister of Finance)

**INVESTMENT & CONSTRUCTION
DEVELOPMENT CORPORATION**

THE SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom – Happiness

No: 02/01/2025.1.Rept.I.V.V...

Ho Chi Minh City, month Jan day 23th year 2025

REPORT ON CORPORATE GOVERNANCE

(Year 2024)

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



- Name of company: Investment & Construction Development Corporation
- Address of headoffice: 152/1A Nguyen Van Thuong Street, Ward 25, Binh Thanh District, Ho Chi Minh City
- Telephone: 028.39320678 Fax: 028.39320679 Email: info@investco.com.vn
- Charter capital: 208.097.020.000 VND
- Stock symbol: ING
- Governance model: General Meeting of Shareholders, Board of Directors, Supervisory Board, General Director
- Not yet 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	01A/06/2024/NQ-DHĐCĐ	28/06/2024	<ul style="list-style-type: none">- Approval of the Board of Directors' 2023 Activity Report;- Approval of the Supervisory Board's 2023 Activity Report;- Approval of the 2024 Business Plan;- Approval of the 2023 Audited Financial Statements;- Approval of the Profit Distribution Plan and Dividend

No.	Resolution/Decision No.	Date	Content
			<p>Payment for 2023;</p> <ul style="list-style-type: none"> - Approval of the List of Auditors for the Review/Audit of the Company's Financial Statements in 2024; - Approval of the Remuneration and Bonus for the Board of Directors and the Salary, Remuneration, and Bonus for the Supervisory Board in 2024; - Approval of the Report on Changes in the Company's Business Sectors; - Approval of the Report on Business Cooperation for Investment Projects in Component Industrial Zones within Duc Hoa III Industrial Park, Duc Hoa District, Long An Province; - Approval of the Report on the Results of Capital Contribution as per Agreements for Joint Investment in the Investco Green City Residential Project – Functional Area No. 7, Binh Hung Commune, Binh Chanh District, Ho Chi Minh City.
2	01B/06/2024/NQ-ĐHĐCĐ	28/06/2024/June 28, 2024	<ul style="list-style-type: none"> - Approval of the plan for private placement of shares to increase the Company's charter capital.
3	01/10/2024/NQ-ĐHĐCĐ	22/10/2024/October 22, 2024	<ul style="list-style-type: none"> - Approval of the cessation of the implementation of the private placement plan as per the Resolution of the General Meeting of Shareholders No. 01B/06/2024/NQ-DHDCD dated June 28, 2024; - Approval of matters related to the revocation of the public company

No.	Resolution/Decision No.	Date	Content
			status, the delisting of shares from trading, and the deregistration of the Company's shares.

II. Board of Directors (annual report):

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

No.	Board of Director's members	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. Nguyen Tuan Kiet	Chairman of the Board of Directors	March 8, 2021	
2	Mr. Phan Van Danh	Member of the Board of Directors	July 26, 2023	
3	Mr. Le Hoang An	Non-Executive Member of the Board of Directors	November 3, 2022	

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. Nguyen Tuan Kiet	17/17	100%	
2	Mr. Phan Van Danh	17/17	100%	
3	Mr. Le Hoang An	17/17	100%	

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

- Supervising the CEO's decisions on matters related to the company's daily operations;
- Monitoring the implementation of the strategies, resolutions, and decisions of the Board of Directors and the General Meeting of Shareholders;
- Overseeing the execution of the company's business plans and investment strategies;
- Supervising the recruitment process and efforts to improve the quality of the company's human resources;
- Ensuring the CEO's compliance with the company's charter and legal regulations;
- Monitoring the disclosure of information as required by regulations;
- Overseeing other tasks assigned and directed by the Board of Directors to the CEO.

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	01/03/2024/NQ-HĐQT	March 8, 2024	Approval and issuance of the information disclosure regulation	100%
2	02/03/2024/QĐ-HĐQT	March 11, 2024	Extension of the time for holding the 2024 Annual General Meeting of Shareholders (AGM) of the Company	100%
3	03/03/2024/NQ-HĐQT	March 12, 2024	Convening the 2024 Annual General Meeting of Shareholders (AGM) and approving the final registration date to finalize the list of shareholders eligible to attend the AGM	100%
4	01/04/2024/NQ-HĐQT	April 15, 2024	Approval of the agenda and materials for the 2024 AGM of the Company	100%
5	01/05/2024/NQ-HĐQT	May 02, 2024	Approval of the extension and rescheduling of the 2024 AGM of the Company	100%
6	02/05/2024/NQ-HĐQT	May 03, 2024	Approval of the first trading day and the reference price on the first trading day	100%
7	03/05/2024/NQ-HĐQT	May 20, 2024	Appointment of the Chief Accountant	100%
8	01/06/2024/NQ-HĐQT	June 25, 2024	Approval of the supplementary/updated materials for the 2024 AGM of the Company	100%
9	01/07/2024/NQ-HĐQT	July 03, 2024	Approval of the selection of the audit firm to review and audit the 2024 financial statements of the Company	100%
10	02/07/2024/NQ-HĐQT	July 18, 2024	The detailed implementation of the Private Placement Plan for issuing shares, as approved in the 2024 General Meeting of Shareholders' Resolution, has been carried out.	100%
11	03/07/2024/NQ-HĐQT	July 19, 2024	Approval of the registration dossier for the private placement of shares.	100%
12	01/08/2024/NQ-HĐQT	August 06, 2024	Convene the Extraordinary General Meeting of Shareholders in 2024 and approve the record date for finalizing	100%

No.	Resolution/Decision No.	Date	Content	Approval rate
			the list of shareholders entitled to attend the Extraordinary General Meeting of Shareholders in 2024	
13	01/09/2024/NQ-HĐQT	September 05, 2024	Approve the agenda and meeting materials for the Extraordinary General Meeting of Shareholders in 2024	100%
14	02/09/2024/NQ-HĐQT	September 26, 2024	Approve the postponement of the 2024 Extraordinary General Meeting of Shareholders	100%
15	01/10/2024/NQ-HĐQT	October 21, 2024	Approve the supplementary/updated agenda and meeting materials for the 2024 Extraordinary General Meeting of Shareholders	100%
16	01/11/2024/NQ-HĐQT	November 25, 2024	Approve the Company's borrowing from Him Lam Joint Stock Company	100%
17	01/12/2024/NQ-HĐQT	December 30, 2024	Approve the increase in the credit limit of the Loan Agreement between the Company and Mr. Nguyen Tuan Kiet	100%

III. Board of Supervisors (annual report):

1. Information about members of Board of Supervisors:

No.	Member of the Supervisory Board	Position	Date of Appointment/Termination as a Member of the Supervisory Board	Professional Qualification
1	Ms. Do Thi Hong	Chairwoman of the Supervisory Board	March 3, 2021	Bachelor's Degree in Accounting
2	Ms. Nguyen Trang Kim Yen	Member of the Supervisory Board	November 3, 2022	Bachelor's Degree in Accounting
3	Ms. Mai Thi Dieu	Member of the Supervisory Board	November 3, 2022	Bachelor's Degree in Accounting

2. Meetings of Board of Supervisors

No.	Members of Board of Supervisors	Number of meetings attended	Attendance rate	Voting rate	Reasons for absence
1	Ms. Do Thi Hong	2/2	100%	100%	
2	Ms. Nguyen Trang Kim Yen	2/2	100%	100%	
3	Ms. Mai Thi Dieu	2/2	100%	100%	

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

- Supervise the management and operational direction of the Company by the Board of Directors and the CEO;
 - Supervise the implementation of the resolutions of the General Meeting of Shareholders and the Board of Directors by the Board of Directors and the CEO;
 - Supervise the financial situation of the company and ensure compliance with the Articles of Association and legal regulations in the activities of the Board of Directors and the CEO;
 - Supervise and examine the rationality, legality, truthfulness, and caution in the management and operation of business activities; assess the consistency, coherence, and appropriateness of accounting, statistics, and financial reporting;
 - Supervise and assess the business performance reports, financial statements, and management evaluation reports of the Board of Directors and the CEO;
 - Supervise, review, inspect, manage risks, and provide early warnings for the company.
4. The coordination among the Board of Supervisors, Audit Committee, the Board of Management, Board of Directors and other managers:
- The Supervisory Board, the Board of Directors, the CEO, and other management personnel work closely together.
 - The Supervisory Board receives cooperation and facilitation from the Board of Directors and the CEO in providing information, documents, and records when requested.
5. Other activities of the Board of Supervisors (if any): Không có/None

IV. Board of Management

No.	Members of Board of Management	Date of birth	Position	Qualification	Date of appointment / dismissal of members of the Board of Management
1	Mr. Phan Van Danh		General Director	Master of Engineering	Appointment: April 03, 2023

V. Chief Accountant

No.	Full name	Date of birth	Professional qualifications	Date of appointment/terminatio
1	Ms. Nguyen Thi Lieu		Bachelor's Degree in Finance and Banking	Dismissal: May 20, 2024
2	Ms. Dinh Thi Phuong		Bachelor's Degree in Accounting	Appointment: May 20, 2024

VI. Training courses on corporate governance:

The members of the Board of Directors, the CEO, other managers, and the person in charge of corporate governance shall independently enhance and supplement their knowledge of corporate governance in accordance with best practices and comply with legal criteria and regulations.

VII. The list of affiliated persons of the public company (Semi-annual report/annual report) 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 (if any)	Position at the Company (if any)	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. Nguyen Tuan Kiet		Chairman of the Board of Directors			March 8, 2021			Insider
2	Mr. Phan Van Danh		General Director – Member of the Board of Directors			April 3, 2023			Insider
3	Mr. Le Hoang An		Member of the Board of Directors			November 3, 2022			Insider
4	Ms. Do Thi Hong		Head of the Supervisory Board			March 3, 2021			Insider
5	Ms. Nguyen Trang Kim Yen		Member of the Supervisory Board			November 3, 2022			Insider
6	Ms. Mai Thi Dieu		Member of the Supervisory Board			November 3, 2022			Insider
7	Ms. Nguyen Thi		Chief			August 8,	May 20, 2024	Dismissal	Insider

No.	Name of organization/individual	Securities trading account (if any)	Position at the Company (if any)	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
	Lieu		Accountant			2022			
8	Ms. Dinh Thi Phuong		Chief Accountant			May 20, 2024			Insider
9	Mr. Nguyen Le Thanh Liem		Person in charge of corporate governance			August 24, 2023			Insider
10	Ms. Nguyen Thi Ngoc					June 14, 2024			Individual holding more than 10% of voting shares
11	Ms. Nguyen Thi Ha								Individual holding more than 10% of voting shares
12	Ms. Nguyen Thi Thanh Binh								Individual holding more than 10% of voting shares

No.	Name of organization/individual	Securities trading account (if any)	Position at the Company (if any)	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
									10% of voting shares

Note: NSH No.: ID card No./Passport No. (As for individuals) or Business Registration Certificate No., License on Operations or equivalent legal documents (As for organisations).

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 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 Nguyen Tuan Kiet	Chairman of the Board of Directors				01/07/2022/NQ-HDQT dated July 25, 2022	- Shareholder holding 4,883,913 shares in the Company - Mr. Kiet lent the Company an amount of VND	

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 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
							148,860,155,904 as of December 31, 2024	

Note: NSH No.: ID card No./Passport No. (As for individuals) or Business Registration Certificate No., License on operations or equivalent legal documents (As for organisations).

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.

No.	Transaction executor	Relationship with internal persons	Position at the listed Company	ID card No. /Passport No., date of issue, place of Issue	Address	Name of subsidiaries or companies which the Company control	Time of transaction	Content, quantity, total value of transaction	Note

4. Transactions between the Company and other objects

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).

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).

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.

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

1. The list of internal persons and their affiliated persons công ty

No.	Name	Securities trading account (if any)	Position at the company (if any)	ID card No./Passport 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. Nguyen Tuan Kiet		Chairman of the Board of Directors			4,883,913	23,47%	
1.1	Ms. Nguyen Thi Tuyet					0	0	Wife
1.2	Ms. Nguyen Thi Duc					0	0	Mother
1.3	Ms. Huynh Thi Mieng					0	0	Mother-in-law
1.4	Mr. Nguyen Duc Thinh					0	0	Child
1.5	Mr. Nguyen Minh Khoa					0	0	Child
1.6	Mr. Nguyen Văn					0	0	Older brother

No.	Name	Securities trading account (if any)	Position at the company (if any)	ID card No./Passport 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
	Duoc							
1.7	Ms. Nguyen Thi Nga					0	0	Older sister
1.8	Ms. Nguyen Thi Tuyet					0	0	Older sister
1.9	Mr. Nguyen Thanh Tam					0	0	Older brother
1.10	Ms. Nguyen Thi Ut					0	0	Younger sister
1.11	Ms. Nguyen Thi Ut Em					0	0	Younger sister
1.12	Ms. Nguyen Thi Sanh					0	0	Sister-in-law
1.13	Mr. Tran Ngoc An					0	0	Brother-in-law
1.14	Mr. Dong Ngoc Long					0	0	Brother-in-law
1.15	Mr. Huynh Thanh Tong					0	0	Brother-in-law
1.16	Ms. Bui Thi Kim Tuyet					0	0	Sister-in-law

No.	Name	Securities trading account (if any)	Position at the company (if any)	ID card No./Passport 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
1.17	Truong Son Real Estate Joint Stock Company					0	0	Related organization
1.18	Him Lam An Phat Joint Stock Company							Related organization
2	Mr. Phan Văn Danh		General Director – Member of the Board of Directors			0	0	
2.1	Mr. Phan Van Nga					0	0	Father
2.2	Ms. Le Thi Mai Huyen					0	0	Mother
2.3	Ms. Huynh Thi Huyen Trang					0	0	Wife
2.4	Mr. Huynh Dang Xich					0	0	Father-in-law
2.5	Ms. Dang Thi					0	0	Mother-in-law

No.	Name	Securities trading account (if any)	Position at the company (if any)	ID card No./Passport 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
	Hoa							
2.6	Mr. Phan Van Thanh					0	0	Older brother
2.7	Ms. Phan Thi Thuy Nhen					0	0	Child
2.8	Ms. Phan Thi Anh Duong					0	0	Child
2.9	Mr. Phan Minh Thanh					0	0	Child
2.10	Tay Bac Real Estate Trading Joint Stock Company					0	0	Related organization
3	Mr. Le Hoang An		Member of the Board of Directors			0	0	
3.1	Mr. Le Hoang Tho					0	0	Father
3.2	Ms. Dang Thi Chinh					0	0	Mother

No.	Name	Securities trading account (if any)	Position at the company (if any)	ID card No./Passport 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
3.3	Mr. Le Hoang Duc					0	0	Older brother
3.4	Ms. Pham Thi Minh Thanh					0	0	Sister-in-law
4	Ms. Do Thi Hong		Head of the Supervisory Board			0	0	
4.1	Mr. Do Van Bon					0	0	father
4.2	Mr. Vu Ngoc Tuyen					0	0	Father-in-law
4.3	Ms. Do Thi Chinh					0	0	Mother-in-law
4.4	Mr. Vu Tien Thanh					0	0	Husband
4.5	Mr. Do Van Ban					0	0	Older brother
4.6	Ms. Do Thi Huong					0	0	Younger sister
4.7	Mr. Nguyen Minh Khue					0	0	Brother-in-law
4.8	Mr. Vu Minh Khang							Child

No.	Name	Securities trading account (if any)	Position at the company (if any)	ID card No./Passport 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
4.9	Mr. Vu Hoang Vinh							Child
5	Ms. Nguyen Trang Kim Yen		Member of the Supervisory Board			0	0	
5.1	Mr. Nguyen Van Du					0	0	Father
5.2	Ms. Trang Kim Dung					0	0	Mother
5.3	Mr. Le Dinh Chinh					0	0	Father-in-law
5.4	Ms. Pham Thi Sau					0	0	Mother-in-law
5.5	Mr. Le Dinh Kien					0	0	Husband
5.6	Mr. Le Dinh Nguyen					0	0	Child
5.7	Mr. Nguyen Thanh Hung					0	0	Older brother
6	Ms. Mai Thi		Member of			0	0	

No.	Name	Securities trading account (if any)	Position at the company (if any)	ID card No./Passport 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
	Dieu		the Supervisor y Board					
6.1	Mr. Mai Sy Huynh					0	0	Father
6.2	Ms. Nguyen Thi Huu					0	0	Mother
6.3	Mr. Chu Dinh Xuan					0	0	Father-in-law
6.4	Ms. Trinh Thi Dien					0	0	Mother-in-law
6.5	Mr. Chu Dinh Xinh					0	0	Husband
6.6	Mr. Mai Sy Hung					0	0	Older brother
6.7	Ms. Nguyen Thi Thu					0	0	Sister-in-law
6.8	Ms. Mai Thi Dung					0	0	Older sister
6.9	Mr. Le Hong Nguyen					0	0	Brother-in-law
6.10	Mr. Mai Sy Duan					0	0	Younger brother

No.	Name	Securities trading account (if any)	Position at the company (if any)	ID card No./Passport 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
6.11	Mr. Chu Dinh Viet Anh					0	0	Child
6.12	Mr. Chu Dinh Nguyen					0	0	Child
6.13	Dai Dong Tien Construction Service Trading Joint Stock Company					0	0	Related organization
7	Ms. Nguyen Thi Lieu		Chief Accountant			0	0	
7.1	Mr. Nguyen Cong Trinh					0	0	Husband
7.2	Mr. Nguyen Cong Khanh					0	0	Child
7.3	Mr. Nguyen Ngoc Lam					0	0	Child
7.4	Mr. Nguyen Duc Tu					0	0	Father
7.5	Ms. Chu Thi Gai					0	0	Mother
7.6	Ms. Ta Thi Hoi					0	0	Mother-in-law

No.	Name	Securities trading account (if any)	Position at the company (if any)	ID card No./Passport 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
7.7	Mr. Nguyen Van Nang					0	0	Brother
7.8	Ms. Vu Thi Duyen					0	0	Sister-in-law
7.9	Mr. Nguyen Duc Thuan					0	0	Brother
7.10	Ms. Tran Thi Kim Phung					0	0	Sister-in-law
8	Ms. Dinh Thi Phuong		Chief Accountant			0	0	
8.1	Mr. Le Minh Tu					0	0	Husband
8.2	Mr. Le Minh Dieu Minh					0	0	Child
8.3	Mr. Dinh The Loan					0	0	Father
8.4	Ms. Hoang Thi Loan					0	0	Mother
8.5	Mr. Dinh Van Kinh					0	0	Younger brother
8.6	Mr. Dinh Van					0	0	Younger brother

No.	Name	Securities trading account (if any)	Position at the company (if any)	ID card No./Passport 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
	Trong							
8.7	Ms. Do Dieu Linh					0	0	Sister-in-law
8.8	Ms. Nguyen Thi Dung					0	0	Sister-in-law
8.9	Huu Nhan Investment, Trading and Services Company Limited					0	0	Related Organization
9	Mr. Nguyen Le Thanh Liem		Corporate Governance Officer			0	0	
9.1	Ms. Le Thuy Hang					0	0	Wife
9.2	Mr. Nguyen Thanh Lich					0	0	Father
9.3	Ms. Le Phuong Truc					0	0	Mother
9.4	Mr. Le Manh					0	0	Father-in-law



No.	Name	Securities trading account (if any)	Position at the company (if any)	ID card No./Passport 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
	Hung							
9.5	Ms. Trinh Thi Thanh Huyen					0	0	Mother-in-law
9.6	Ms. Nguyen Le Phuong Ha					0	0	Older sister
9.7	Mr. Phan Thanh Tuan					0	0	Brother-in-law
9.8	Ms. Nguyen Le Truc Phuong					0	0	Older sister
9.9	Mr. Tran Huu Tin					0	0	Brother-in-law
9.10	Mr. Nguyen Le Thanh Luan					0	0	Younger brother
9.11	Ms. Vu Hai My					0	0	Sister-in-law

2. Transactions of internal persons and affiliated persons with shares of the company

No.	Transaction executor	Relationship with internal persons	Number of shares owned at the beginning of the period		Number of shares owned at the end of the period		Reasons for increasing, decreasing (buying, selling, converting, rewarding, etc.)
			Number of shares	Percentage	Number of shares	Percentage	

IX. Other significant issues

Recipients:

- As above;
- Archive: Office Clerk

Note:

In the event of any discrepancy between the Vietnamese version and the English version, the Vietnamese version shall prevail

CHAIRMAN OF THE BOARD OF DIRECTORS

(Sign, full name and seal)



Nguyễn Tuan Kiet



