

APPENDIX V
REPORT ON CORPORATE GOVERNANCE
(Issued in conjunction with circular No. 96/2020/TT-BTC dated 16/11/2020 of
the Minister of Finance)

**XUAN HOA VIET NAM
JOINT STOCK COMPANY**

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No. 03 /XHC - HDQT

Vinh Phuc, January 18, 2025

**REPORT ON CORPORATE GOVERNANCE
ANNUAL 2024**

To: The State Securities Commission
Hanoi Stock Exchange

Name of company: Xuan Hoa Vietnam Joint Stock Company

Address of head office: Nguyen Van Linh street, Xuan Hoa ward, Phuc Yen city, Vinh Phuc.

Tel: 02113.863.244

Email: xuanhoa@xuanhoa.vn

Charter Capital: 210.965.000.000 VND

Stock symbol: XHC

Governance model: General meeting of shareholders, Board of Directors, Board of Supervisors and General Director.

General Meeting of Shareholders: Is the highest decision-making body, operating in accordance with the provisions of the Enterprise Law and the Charter of Organization and Operation of Xuan Hoa Vietnam Joint Stock Company.

Board of Directors: consists of 05 members, elected by the General Meeting of Shareholders.

The Executive Board consists of 06 members:

+ General Director: 01 person

+ Deputy General Director: 04 people

+ Chief Accountant: 01 person

The Supervisory Board consists of 03 members elected by the General Meeting of Shareholders: Supervises the activities of the Board of Directors and the Executive Board in managing and operating the Company.

Functional Departments: including 11 departments and workshops

- 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):

No.	Resolution/ Decision	Date	Contents
1	No. 02/XH - NQ - ĐHĐCĐ	25/06/2024	<p>Resolution of the 2024 Annual General Meeting of Shareholders approving the following contents:</p> <p>1. Approving the contents of the reports:</p> <p>+ Report of the General Director</p> <p>+ Report of the Board of Directors</p> <p>+ Report of the Supervisory Board</p> <p>2. Approving the Board of Directors' submission on the audited Financial Statements for 2023</p> <p>3. Approving the Board of Directors' submission on the 2023 after-tax profit distribution plan</p> <p>4. Approving the Board of Directors' submission on the 2024 plan targets</p> <p>5. Approving the Supervisory Board's submission on the selection of an auditing company for the 2024 fiscal year</p> <p>6. Dismissing Ms. Pham Thi Tung Anh - member of the Supervisory Board for the term 2020-2025</p> <p>7. Recognizing the results of the election of additional members of the Supervisory Board 2020 - 2025</p>

II. Board of Directors:

1. Board of Directors (BOD) member:

No.	Board of Directors member	Position	The date becoming/creasing to be the member/independen member of the BOD	
			Date of appointment	Date of dismissal
1	Mr. Nguyen Viet Anh	Chairman	30/04/2022	
2	Mr. Nguyen Hoang Hai	Member	30/04/2022	
3	Mr. Khuc Van Quang	Member	30/04/2022	
4	Mr. Nguyen Anh Tuan	Member	08/11/2022	
5	Mr. Nguyen Tien Hai	Member	08/11/2022	

2. Meetings of BOD

No.	Board of Directors member	Number of meetings attended	Attendance rate	Reason for absence
1	Mr. Nguyen Viet Anh	8	100%	
2	Mr. Nguyen Hoang Hai	8	100%	
3	Mr. Khuc Van Quang	8	100%	
4	Mr. Nguyen Anh Tuan	8	100%	
5	Mr. Nguyen Tien Hai	8	100%	

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

Supervisory activities of the BOD for the Board of Management are carried out strictly and periodically in accordance with the Company Charter on organization and operation of Xuan Hoa Viet Nam Joint Stock Company, as follows:

- At the meetings, the BOD requests the Board of Management to report, analyze and evaluate the production and business activities of the Company, issues related to financial activities, market research and development, digital transformation scientific and technological research and internal control.

- Comply with the current law on corporate governance and fully and properly disclose information on production and business situation to shareholders, state management agencies and related parties on the basis of transparency, accuracy and timeliness.

- To manage and operate the company in accordance with best governance practices.

- Maintain monthly/quarterly/annual reports to the BOD of the Board of Management on the business and operating situation of the Company.

- Maintain an irregular reporting regime and promptly direct unusual problems in production and business activities that affect the business results of the corporation.

- Non – executive members of the BOD have actively contributed to improving the independence, objectivity, transparency, efficiency and quality of BOD's decisions.

4. Activities of Board of Directors' subcommittees (if any): Nil

5. Resolutions/Decisions of the Board of Directors:

No.	Resolutions/Decisions No.	Date	Content	Approval rate
1	01/XH-NQ-HĐQT	10/01/2024	Approved the loan and guarantee at Vietcombank - Phuc Yen Branch	100%
2	02/XH-NQ-HĐQT	10/01/2024	Approved the loan and guarantee at Vietinbank - Phuc Yen Branch	100%
3	03/XH-NQ-HĐQT	07/03/2024	Approved the plan to organization of the Annual General Meeting of Shareholders in 2024	100%
4	04/XH-NQ-HĐQT	01/04/2024	Approval of production and business plan for the second quarter of 2024	100%
5	05/XH-NQ-HĐQT	29/6/2024	Approval of production and business plan for the last 6 months of 2024	100%
6	06/XH-NQ-HĐQT	26/07/2024	Approval of signing a contract for the purchase of assets with the Company's Insiders	100%
7	07/XH-NQ-HĐQT	26/09/2024	Approval of production and business plan for the fourth quarter of 2024	100%
8	08/XH-NQ-HĐQT	30/12/2024	Approval of production and business plan for the first quarter of 2025 and the year 2025	100%

III. Board of Supervisors (2024 annual report)

1. Information about member of Board of Supervisors:

No.	Members of Board of Supervisors	Position	The date becoming/creasing to be the member of the Board of Supervisors	Qualification
1	Mr. Truong Hong Phong	Head of Board of Supervisors	30/04/2022	Bachelor of Accounting
2	Mrs. Tran Thi Thu Hang	Member of Board of Supervisors	08/11/2022	Bachelor of Economics
3	Mrs. Pham Thi Tung Anh	Member of Board of Supervisors	25/06/2024	Bachelor of Economics
4	Mrs. Nguyen Thi Khuyen	Member of Board of Supervisors	25/06/2024	Bachelor of Business Administration

2. Meetings of Board of Supervisors:

No.	Members of Board of Supervisors	Number of meetings attended	Attendance rate	Voting rate	Reason for absence
1	Mr. Truong Hong Phong	4	100%	100%	
2	Mrs. Tran Thi Thu Hang	4	100%	100%	
3	Mrs. Pham Thi Tung Anh	1	25%	100%	Dismissal of the Board of Supervisors from 25/6/2024
4	Mrs. Nguyen Thi Khuyen	3	75%	100%	Appointment of the Board of Supervisors from 25/6/2024

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

- Monitoring of the Enterprise Law, the Company's Charter, the implementation of the Resolutions of the General Meeting of Shareholders and the Board of Directors in 2024.
- Reviewing 2023 Financial Statement and 2024 Semi-annual Financial Statement. Evaluate the production and financial status of the Company and provide independent opinions to the Board of Directors and the Board Management.
- Controlling the Company's compliance with the information disclosure regulations.

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

The Board of Supervisors maintains regular coordination with the Board of Directors and the Board of Management by exchanging information and participating in various meetings, aimed at fulfilling its responsibility of evaluating management and administrative activities.

5. Other activities of the Board of Supervisors:

The Board of Supervisors attends closing ceremonies and other meetings.

IV. Board of Management

No.	Member of Board of Management	Date of birth	Qualification	Date of appointment of member of the Board of Management
1	Mr. Nguyen Anh Tuan	28/12/1979	Master of Business Administration	07/10/2022
2	Mrs. Nguyen Thi Hieu	27/10/1976	Bachelor of Accounting	26/07/2022
3	Mr. Khuc Van Quang	12/02/1976	Master of Business Administration	18/02/2023
4	Mr. Nguyen Hoang Hai	07/10/1980	B.S. in Mechanical Engineering	18/02/2023
5	Mr. Khuc Manh Viet	17/02/1980	Master of Business Administration	18/02/2023
6	Mr. Le Van Giang	25/01/1984	Master of Business Administration	03/08/2023

V. Chief Accountant

No.	Member of Board of Management	Date of birth	Qualification	Date of appointment of member of the Board of Management
1	Mrs. Nguyen Thi Hieu	27/10/1976	Bachelor of Accounting	26/07/2022

VI. Training courses on corporate governance:

Production management; International standards/customer standards: IWAY, RESA, FSC, GO/NOGO, QSA, BSCI, CTPAT, SCAN, GMP, ...

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

1. The list of affiliated persons of the Company

[illegible]

2. Transactions between a company and its affiliated persons; or between a company and its major shareholders, internal persons and affiliated persons: None

3. Transactions between internal persons of 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 the Board of Management, the Board of Supervisors, Directors (General Directors) and have been founding members or members of the Board of Directors, or CEOs in three latest years (calculated at the time of reporting):

- Toyota Boshoku Vietnam Co., Ltd.
- Xuan Hoa Elevator Joint Stock Company
- DEMY Furniture Joint Stock Company
- Xuan Hoa Power Joint Stock Company

4.2. Transactions between the Company and the company that it's a 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 Supervisors, Director (General Director) and other managers: None

VIII. Share transactions of internal persons and their affiliated persons (2024 annual report)

VIII. Share transactions of internal persons and their affiliated persons (2024 annual report)

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

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 shares owned at the end of the period	Note
1	Mr. Nguyen Viet Anh		BOD Chairman cum Legal representative			1.763.043	8,36%	Internal person
1.01	Mr. Nguyen Ba Moc							Father
1.02	Mrs. Pham Thi Dung							mother
1.03	Mr. Vuong Xuan Su							father in law
1.04	Mrs. Nguyen Thi Thanh							mother in law
1.05	Mrs. Vuong Thi Hong Ha							wife
1.06	Mr. Nguyen Viet Hoang							child
1.07	Mr. Nguyen Tung Lam							child
1.08	Mr. Nguyen Hoang Hai							brother
1.09	Mrs. Ta Le Hai Anh							sister in law
2	Mr. Nguyen Anh Tuan		BOD member cum General Director cum Legal representative			562.636	2,67%	Internal person
2.01	Mrs. Nguyen Thi Da Lien					104.912	0,50%	wife
2.02	Mr. Nguyen Tuan Minh							child
2.03	Mr. Nguyen Anh Chien							Father
2.04	Mrs. Thai Thi Hieu							mother
2.05	Ms. Nguyen Thi Minh Hien					1.243.023	5,89%	sister
2.06	Mr. Nguyen Tuan Ha							brother
2.07	Mrs. Nguyen Thi Tuyet							sister in law
2.08	Mr. Nguyen Quang Canh							father in law
2.09	Mrs. Bui Thi Ngoc							mother in law
3	Mr. Nguyen Hoang Hai		BOD member cum Deputy General Director			2.390.282	11,33%	Internal person
3.01	Mr. Nguyen Ba Moc							Father
3.02	Mrs. Pham Thi Dung							mother
3.03	Mr. Ta Ngoc Anh							father in law
3.04	Mrs. Le Thi Hoa					989.332	4,69%	mother in law
3.05	Mrs. Ta Le Hai Anh					100.000	0,47%	wife
3.06	Mr. Nguyen Hoang Bao Long							child
3.07	Mr. Nguyen Hoang Bao An							child
3.08	Mr. Nguyen Hoang Bao Nam							child
3.09	Mr. Nguyen Viet Anh							brother
3.10	Mrs. Vuong Thi Hong Ha							sister in law
4	Mr. Khuc Van Quang		BOD member cum Deputy General Director			753.300	3,57%	Internal person

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 shares owned at the end of the period	Note
4.01	Mr. Khuc Van Bang							Father
4.02	Mrs. Nguyen Thi Thu Ha							mother
4.03	Mr. Luu Van Ty							father in law
4.04	Mrs. Nguyen Thi Thuan							mother in law
4.05	Mrs. Luu Thi Bich Ngoc							wife
4.06	Mr. Khuc Luu Hoang Thong							child
4.07	Mr. Khuc Luu Hoang Phuc							child
4.08	Mr. Khuc Dai Minh							brother
4.09	Mrs. Doan Thi Thuy Duong							sister in low
5	Mr. Nguyen Tien Hai		BOD member					Internal person
5.01	Mrs. Dang Thi Phuong							mother
5.02	Mrs. Pham Thuy Trang							wife
5.03	Mrs. Nguyen Ha Phuong							child
5.04	Mrs. Nguyen The Nam							child
5.05	Mrs. Nguyen Quynh Lam Phuong							child
5.06	Mr. Nguyen Tien Minh							brother
5.07	Mrs. Luu Thi Huong Giang							sister in low
5.08	Mrs. Pham Thi Thuy Vinh							mother in law
6	Mr. Khuc Manh Viet		Deputy General Director					Internal person
6.01	Mr. Khuc The Tau							Father
6.02	Mrs. Tran Thi Vy							mother
6.03	Mr. Khuc Manh Tuan							brother
6.04	Mr. Khuc Manh Toan							brother
6.05	Mrs. Khuc Thi Thu Phuong							sister
6.06	Mrs. Tran Thi Lan Huong							wife
6.07	Ms. Khuc Tran Bao Ly							child
6.08	Ms. Khuc Tran Bao Anh							child
6.09	Ms. Khuc Tran Bao Quyen							child
6.10	Mr. Khuc Tran Bao An							child
6.11	Mrs. Nguyen Hoang Yen							sister in low
6.12	Mr. Pham Ngoc Long							brother-in-law
6.13	Mr. Tran Quang Hap							father in law
6.14	Mrs. Ta Thi Thuy							mother in law
7	Mr. Le Van Giang		Deputy General Director					Internal person
7.01	Mr. Le Van Phong							Father
7.02	Mrs. Pham Le Hang							mother
7.03	Mr. Cu Ngoc Tan							father in law
7.04	Mrs. Vu Thi Hien							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 shares owned at the end of the period	Note
7.05	Mrs. Cu Thi Thuy Ha							wife
7.06	Mr. Le Phu Thanh							child
7.07	Mrs. Le Nguyen Ngoc Minh							child
7.08	Mr. Le Duc Anh							child
7.09	Mr. Le Van Duong							brother
7.10	Mrs. Le Thuy Quynh							sister
7.11	Mrs. Vu Thi Luong							sister in law
8	Mrs. Nguyen Thi Hieu		Chief Accountant cum Persons in charge of information disclosure					Internal person
8.01	Mr. Nguyen Duc Tam							Father
8.02	Mrs. Hoang Thi Luu							mother
8.03	Mr. Nguyen Huu Vo							father in law
8.04	Mrs. Ha Thi Van							mother in law
8.05	Mrs. Nguyen Thi Nhan							sister
8.06	Mr. Nguyen Trong Nghia							brother
8.07	Mr. Nguyen Ha Nam							husband
8.08	Mr. Nguyen Ha Son							child
8.09	Mr. Nguyen Quoc Anh							child
9	Mr. Truong Hong Phong		Head of Board of Supervisors					Internal person
9.01	Mr. Truong Quang Chuc							Father
9.02	Mrs. Le Thi Be							mother
9.03	Mrs. Do Minh Thu							father in law
9.04	Mrs. Nguyen Thi Mien							mother in law
9.05	Mr. Truong Hong Quang							brother
9.06	Mrs. Nguyen Thi Thanh Huyen							sister in law
9.07	Mrs. Do Thi Minh Thuy							wife
9.08	Mr. Truong Gia Huy							child
9.09	Mr. Truong Hoang Tung							child
10	Mrs. Nguyen Thi Khuyen		Member of Board of Supervisors					Internal person
10.01	Mr. Nguyen Van Hiep							Father
10.02	Mrs. Nguyen Thi Sinh							mother
10.03	Mrs. Nguyen Thi Xuyen							sister
10.04	Mrs. Nguyen Thi Hoa							sister
10.05	Mr. Hoang Ngoc Chien							father in law
10.06	Mrs. Ngo Thi Mui							mother in law
10.07	Mr. Hoang Ngoc Truong							husband
10.08	Mr. Hoang Gia Thai							child
10.09	Mr. Hoang Gia Phuc							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 shares owned at the end of the period	Note
11	Mrs. Tran Thanh Hang		Member of Board of Supervisors					Internal person
11.01	Mr. Tran Huu Nghi							Father
11.02	Mrs. Nguyen Thi Uyen							mother
11.03	Mrs. Tran Phuong Thanh							sister
11.04	Mr. Nguyen Duc Quang							brother-in-law

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

IX. Other significant issues: None.

Recipients:

- As above;
- Archived: XHC, BOD. "H.03"

**CHAIRMAN OF THE BOARDS
OF DIRECTOR**



Nguyen Viet Anh