

*Appendix V*  
**REPORT ON CORPORATE GOVERNANCE**  
(Promulgated with the Circular No 96/2020/TT-BTC on November 16, 2020  
of the Minister of Finance)

**PHONG PHU  
CORPORATION**

**THE SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**

No.:241 /BC-PP

Ho Chi Minh City, 29 July 2025

**REPORT ON CORPORATE GOVERNANCE**  
(The first 6 months of 2025)

To:

- The State Securities Commission ở Vietnam;
- Hanoi Stock Exchange.
- Name of company: **PHONG PHU CORPORATION**
- Address of headoffice: No. 48 Tang Nhon Phu Street, Quarter 18, Tang Nhon Phu B Ward, Thu Duc City, Ho Chi Minh City.
- Telephone: 028 22 134 108
- Charter capital: 746.708.910.000 VND (*In words: Seven hundred forty-six billion seven hundred eight million nine hundred ten thousand VND*)
- Stock symbol: PPH
- Governance model: General Meeting of Shareholders, Board of Directors, Board of Supervisors, General Director
- The implementation of internal audit: Not yet.

**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 No.	Date	Content
01	33/NQ-ĐHĐCĐ/2025	15/5/2025	2025 Annual General Meeting

**II. Board of Directors (The first 6 months 2025 annual report):**

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

No.	Board of Directors' members	Position (Independent members of the Board of Directors, Non-executive members of the Board of Directors)	The date ecoming/ceasing to be the member of the Board of Directors	
			Date of appointment	Date of dismissal
1	Mr. Tran Quang Nghi	Chairman Non-executive members	19/04/2019	
2	Mr. Duong Khue	Member	26/06/2020	

No.	Board of Directors' members	Position (Independent members of the Board of Directors, Non-executive members of the Board of Directors)	The date ecoming/ceasing to be the member of the Board of Directors	
			Date of appointment	Date of dismissal
3	Mr. Pham Phu Chung	Member	20/05/2022	
4	Ms. Pham Minh Huong	Member Non-executive members	19/04/2019	
5	Ms. Truong Thi Ngoc Phuong	Member	16/5/2024	

## 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 Quang Nghi	26/26	100%	
2	Mr. Duong Khue	26/26	100%	
3	Mr. Pham Phu Chung	26/26	100%	
4	Ms. Pham Minh Huong	26/26	100%	
5	Ms. Truong thi Ngoc Phuong	26/26	100%	

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

The General Director regularly reports to the Board of Directors on the financial status, business operations, human resources, and investments of the Corporation. Based on this information, the Board of Directors is able to closely monitor and provide timely guidance on the activities of the Executive Board, especially in areas such as organization, management operations, investment promotion, and the effective enhancement of production and business operations.

All unusual issues arising in connection with the Corporation's operations are promptly reported by the Executive Board to the Board of Directors, ensuring that the Board is fully informed of the situation and can provide timely direction when necessary.

The Standing Members of the Board of Directors also participate in the Executive Board's briefings, seminars, conferences, meetings, and important engagements with relevant authorities, departments, and partners when significant matters arise.

## 4. Activities of the Board of Directors' subcommittees:

According to the current organizational structure, the Legal and General Affairs Department and the Corporation's Board of Directors' Office are assigned to assist the Board of Directors (subcommittees under the Board of Directors have not yet been established). The Legal and General Affairs Department and the Board of Directors' Office have monitored and organized, as well as prepared minutes for meetings of the Board of Directors, Board of Supervisors, General Shareholders' Meeting, midterm and year-end review conferences, etc. They also provide and disclose information related to these matters in accordance with regulations.

To advise and assist the Board of Directors and its members in carrying out their duties in accordance with the Charter of Organization and Operation of Phong Phu Joint Stock Corporation and the assigned responsibilities of the Board members.

**5. Resolutions/Decisions of the Board of Directors** (first 6 months of 2025 report):

<b>No.</b>	<b>Resolution/ Decision No.</b>	<b>Date</b>	<b>Content</b>	<b>Approval rate</b>
1	02/NQ-HĐQT	17/01/2025	Approval of supplementary investment for replacement of Rieter combers at Garment Thread Spinning Mill	100%
2	05/QĐ-HĐQT	18/02/2025	Approval of borrowing from Vietnam International Bank	100%
3	07/NQ-HĐQT	20/02/2025	Approval of investment for replacement of combing machine at Ninh Phu Spinning Mill	100%
4	09B/NQ-HĐQT	17/03/2025	Approval of supplementary investment for minor equipment at Ninh Phu Spinning Mill	100%
5	11/NQ-HĐQT	19/3/2025	Plan for organizing the 2025 Annual General Meeting of Shareholders (AGM) (record date for attendance rights)	100%
6	12/QĐ-HĐQT	20/3/2025	Agreement on re-assignment of capital representatives at Phong Phu Home Textile Joint Stock Company	100%
7	17/QĐ-HĐQT	28/3/2025	Liquidation of assets at Nha Trang Denim Fabric Mill to Vinh Phuong Company	100%
8	25/NQ-HĐQT	23/4/2025	Approval of the project "Investment in construction and expansion of Nha Trang Denim Mill"	100%
9	29/NQ-HĐQT	05/5/2025	Approval of the finalization report for the project "Investment in 05 Carding Machines"	100%
10	30/NQ-HĐQT	09/5/2025	Approval of the overall estimated budget for the project "Investment in construction and expansion of Nha Trang Denim Mill"	100%
11	31/NQ-HĐQT	13/5/2025	Approval of the overall bidding plan for the project "Investment in construction and expansion of Nha Trang Denim Mill"	100%
12	35/QĐ-HĐQT	16/5/2025	Agreement on the 2024 dividend payout ratio and the record date	100%
13	38/QĐ-HĐQT	22/5/2025	Agreement on assignment of capital management representatives at Dalat Garment Joint-Stock Company	100%
14	49/QĐ-HĐQT	25/6/2025	Agreement on selecting A&C auditing firm	100%

No.	Resolution/ Decision No.	Date	Content	Approval rate
15	54/QĐ-HĐQT	25/6/2025	Approval of borrowing from BIDV Bank	100%
16	56/QĐ-HĐQT	30/6/2025	Agreement and guarantee for Nam Duong Phu Joint Stock Company to enter into a finance lease with VCB Leasing	100%

### III. Board of Supervisors (first 6 months of 2025 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	Qualification
1	Ms. Nguyen Thi My Le	Head of the Board of Supervisors	19/4/2019	- Master of Business Administration - Bachelor of Finance and Banking
2	Ms. Vu Thi Thuy Duong	Member	19/4/2019	Bachelor of Economics
3	Mr. Le Hong Linh	Member	16/5/2024	Bachelor of Finance and 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. Nguyen Thi My Le	01	100%	100%	
2	Ms. Vu Thi Thuy Duong	01	100%	100%	
3	Mr. Le Hong Linh	01	100%	100%	

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

Performing the Board of Supervisors's Duties in accordance with the Law on Enterprises, the Corporation's Charter of Organization and Operation, and internal management regulations, the Board of Supervisors's activities in 2025 are as follows:

- Supervising the activities of the BOD and the Executive Board regarding:
  - + Implementation of the Charter, Resolutions of the General Meeting of Shareholders (GMS), and Resolutions of the BOD;
  - + Participation in BOD meetings;
- Supervising business operations:
  - + Monitoring the Corporation's business plan implementation and that of its invested companies;
  - + Overseeing the financial situation and business performance of the parent company and its subsidiaries;

- + Tracking the progress of investment projects of the parent company and its subsidiaries;
- Periodic inspections: Auditing and evaluating the Corporation's annual financial reports.
- Risk warnings in business operations, finance, and investments.
- Participation in BOD meetings.
- Organizing Board of Supervisors meetings.

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

The Board of Directors (BOD), Executive Board, and other management staff facilitate the Board of Supervisors (SB) in performing its functions and duties.

**5. Other activities of the Board of Supervisors (if any):**

None

**IV. Board of Management:**

<b>No.</b>	<b>Members of Board of Management</b>	<b>Date of birth</b>	<b>Qualification</b>	<b>Date of appointment/ dismissal of members of the Board of Management/</b>
1	Mr. Dương Khue	10/05/1962	Master of Business Administration	06/10/2020
2	Mr. Pham Phu Chung	30/11/1970	Master of Business Administration (Executive MBA)	07/10/2022
3	Ms. Le Thi Hoang Trang	20/11/1974	Bachelor of Laws	15/7/2022
4	Mr. Ly Anh Tai	06/02/1971	Master of Business Administration (Executive MBA) Mechanical Engineer (Industrial Machinery and Equipment)	02/01/2014
5	Mr. Nguyen Van Nhiem	15/10/1968	Master of Business Administration Associate Degree in Mechanical Engineering	01/06/2019
6	Ms. Truong Thi Ngoc Phuong	23/02/1975	Master of Experimental Business Administration (Executive MBA) Bachelor of Economics – Finance and Accounting	15/7/2022
7	Mr. Doan Kien	19/11/1970	Master of Business Administration (Executive MBA); Textile Engineer	01/4/2021

**V. Chief Accountant:**

Name	Date of birth	Qualification	Date of appointment/ dismissal
Ms. Le Thi Tu Anh	18/02/1984	Bachelor of Economics – Finance and Accounting; Chief Accountant Certificate	14/4/2023

#### **VI. Training courses on corporate governance:**

Training programs on corporate governance attended by members of the Board of Directors (BOD), Board of Supervisors (BOS), Executive Board, other management staff, and the Corporate Secretary, in compliance with corporate governance regulations. Participation in training sessions organized by the State Securities Commission (SSC) and Stock Exchanges (if applicable).

Nomination of staff to attend professional training courses in the fields of finance, accounting, and auditing.

#### **VII. The list of affiliated persons of the public company (first 6 months of 2025 report) and the list of affiliated persons of the public company**

##### **1. The list of affiliated persons of the Company:**

##### **a. Internal Person:**

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	Tran Quang Nghi		Chairman of the BOD			20/02/2009			
2	Duong Khue		Member of the BOD, General Director			06/06/2020			
3	Pham Minh Huong		Member of the BOD			20/02/2009			
4	Pham Phu Chung		Member of the BOD / Deputy General Director			20/5/2022			
5	Truong Thi Ngoc		Member of the BOD /			21/02/2009			

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
	Phuong		Executive Director						
6	Le Thi Hoang Trang		Deputy General Director			15/7/2022			
7	Ly Anh Tai		Deputy General Director			02/01/2014			
8	Nguyen Van Nhiem		Executive Director			01/10/2015			
9	Doan Kien		Executive Director			01/4/2021			
10	Le Thi Tu Anh		Chief Accountant			14/4/2023			
11	Nguyen Thi My Le		Head of the BOS			09/04/2016			
12	Vu Thi Thuy Duong		Member of the BOS			27/04/2011			
13	Le Hong Linh		Member of the BOS			16/5/2024			

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
14	Pham Thi Dieu Thuy		Authorized person to disclose information			26/3/2021			

**b. List of the internal person's affiliate: (According to the attached list)**

**c. List of Related Parties to 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	Vietnam National Textile and Garment Group			0100100008	25 Ba Trieu, Cua Nam Ward, Hanoi City				Parent company
2	Phong Phu Home Textile Joint Stock Company			4500470547	Hanh Tri Village, Quang Son Commune, Ninh Son District, Khanh Hoa Province	2019			Subsidiary
3	Nam Duong Phu Joint Stock Company			0317851320	48 Tang Nhon Phu, Tang Nhon Phu Ward, Ho Chi Minh City	2024			Subsidiary
4	Dong Xuan Knitting Sole Member Limited Liability Company			0100100583	524 Minh Khai, Vinh Tuy Ward, Hanoi City				Subsidiary of Vinatex
5	Dong Phuong Knitting Company Limited			0301446158	21 Thoai Ngoc Hau, Tan Phu Ward, Ho Chi Minh City				Subsidiary of Vinatex
6	Vinatex Textile And Garment Northern Corporation Limited Liability Company			0107386444	Lot 02-9A, 3rd Floor, ICT Building, Vinh Hoang Industrial Zone, Hoang Van Thu Ward, Hanoi City				Subsidiary of Vinatex

7	8-3 Textile One Member Limited Liability Company			0106994312	460 Minh Khai Street, Vinh Tuy Ward, Hanoi City				Subsidiary of Vinatex
8	Hanoi Textile And Garment Joint Stock Corporation			0100100826	25 Alley 13, Linh Nam Street, Mai Dong Ward, Hanoi City				Subsidiary of Vinatex
9	Vinatex Hong Linh Joint Stock Company			3001702800	Nam Hong Industrial Cluster, Nam Hong Linh Ward, Ha Tinh Province				Subsidiary of Vinatex
10	Southern Textile And Garment Corporation - Vinatex Limited Liability Company			0314543624	04 Ben Nghe Street, Tan Thuan Ward, Ho Chi Minh City				Subsidiary of Vinatex
11	Vinatex Phu Hung Joint Stock Company			3301622257	Phu Bai Industrial Park, Huong Thuy Ward, Thua Thien - Hue Province				Subsidiary of Vinatex
12	Phu Bai Spinning Mill Joint Stock Company			3300352720	Phu Bai Industrial Park, Huong Thuy Ward, Thua Thien Hue Province				Subsidiary of Vinatex
13	Pho Noi Textile And Garment Infrastructure Development Joint Stock Company			0900234755	Pho Noi Textile and Garment Industrial Park, Yen My Commune, Hung Yen Province				Subsidiary of Vinatex
14	Hoa Tho Textile - Garment Joint Stock Corporation			0400101556	36 Ong Ich Duong Street, Cam Le Ward, Da Nang City				Subsidiary of Vinatex
15	Hue Textile Garment Joint Stock Company			3300100628	122 Duong Thieu Tuoc, Huong Thuy Ward, Hue City				Subsidiary of Vinatex
16	Nam Dinh Textile Garment Joint Stock Corporation			0600019436	43 To Hieu, Nam Dinh Ward, Ninh Binh Province				Subsidiary of Vinatex

17	Textile - Garment Import - Export And Production Joint-Stock Corporation			0102405830	20 Linh Nam Street, Vinh Tuy Ward, Hanoi City				Subsidiary of Vinatex
18	Việt Nam Garment Material Production And Business Company Limited			0101405806	Thanh Khương Industrial Cluster, Tri Qua Ward, Bac Ninh Province				Subsidiary of Vinatex

**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	No.*, date of issue, place of issue	Address	Time of transactions with the Company	Resolution No. or Decision No. approved by General Meeting of Shareholder/ Board of Directors (if any, specifying date of issue)	Content, quantity, total value of transaction	Note
1	Hoa Tho Textile - Garment Joint Stock Corporation	Has the same Parent Company (Vietnam National Textile and Garment Group)	0400101556	36 Ong Ich Duong Street, Cam Le Ward, Da Nang City	First 6 months of 2025	Resolution No. 392/NQ-HDQT dated 25/12/2024	- Provision of services: 1,4 billion VND Purchase of goods and materials: 10,6 million VND	

**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	Addresses	Name of subsidiaries or companies which the Company control	Time of transaction	Content, quantity, total value of transaction	Note
X	X	X	X	X	X	X	X	X	X

**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):

No.	Name of Organization/ Individual	Relationship with the Company	Business Registration Number, Date of Issuance, Place of Issuance	Address	Time of transaction	Resolution/ Decision Number of the GMS/ BOD... (if any, specify the issuance date)	Content, Quantity, Total Value of Transaction	Notes
1	Vietnam National Textile and Garment Group	Parent Company	0100100008	25 Ba Trieu, Cua Nam Ward, Hanoi City	First 6 months of 2025	Resolution No. 392/NQ-HĐQT dated 25/12/2024	Received services: 492,3 million VND	
							Interest and fees on repaid loans: 16,7 billion VND	
							Remaining dividend for 2024: 18,7 billion VND	
2	Phong Phu Home Textile Joint Stock Company	Subsidiary	4500470547	Hanh Tri Village, Quang Son Commune, Ninh Son District, Khanh Hoa Province	First 6 months of 2025	Resolution No. 392/NQ-HĐQT dated 25/12/2024	Sales contract for goods and finished products. Total value: 103,2 billion VND	
							Service provision contract. Total value: 46,6 billion VND	
							Accrued rental income receivable: 4,7 billion VND	
							Purchase contract for goods and materials. Total value: 115,1 billion VND	
							Service receiving contract: 5,2 billion VND	

No.	Name of Organization/ Individual	Relationship with the Company	Business Registration Number, Date of Issuance, Place of Issuance	Address	Time of transaction	Resolution/ Decision Number of the GMS/ BOD... (if any, specify the issuance date)	Content, Quantity, Total Value of Transaction	Notes
3	Coats Phong Phu Limited Liability Company	Associated Company / Related Person of an Internal Person	0300828098	48 Tang Nhon Phu, Tang Nhon Phu Ward, Ho Chi Minh City	First 6 months of 2025	Resolution No. 392/NQ-HĐQT dated 25/12/2024	Sales contract for goods and finished products: 412,6 billion VND	
							Service provision contract: 8,3 billion VND	
							Dividends received: 239,5 billion VND	
							Purchase contract for goods and materials: 191,3 billion VND	
4	Phuoc Loc Joint Stock Company	Associated Company / Related Person of an Internal Person	0304506503	48 Tang Nhon Phu, Tang Nhon Phu Ward, Ho Chi Minh City	First 6 months of 2025	Resolution No. 392/NQ-HĐQT dated 25/12/2024	Sales contract for goods, finished products, and services: 44 billion VND	
							Service provision contract: 3,9 billion VND	
							Dividends received: 1,05 billion VND	
							Purchase contract for goods and materials. Total value: 58 billion VND	

No.	Name of Organization/ Individual	Relationship with the Company	Business Registration Number, Date of Issuance, Place of Issuance	Address	Time of transaction	Resolution/ Decision Number of the GMS/ BOD... (if any, specify the issuance date)	Content, Quantity, Total Value of Transaction	Notes
							Remaining 2024 Dividends Payable: 12,9 million VND	
5	Phong Phu International Joint Stock Company	Associated Company / Related Person of an Internal Person	0304995318	48 Tang Nhon Phu, Tang Nhon Phu Ward, Ho Chi Minh City	First 6 months of 2025	Resolution No. 392/NQ-HĐQT dated 25/12/2024	Service provision contract. Total value: 8,6 billion VND	
							Dividends received: 7,2 billion VND	
							Remaining 2024 Dividends Payable: 501,9 million VND	
6	Nam Duong Phu Joint Stock Company	Subsidiary	0317851320	48 Tang Nhon Phu, Tang Nhon Phu Ward, Ho Chi Minh City	First 6 months of 2025	Resolution No. 392/NQ-HĐQT dated 25/12/2024	Sales contract for goods and finished products. Total value: 2,2 billion VND	
							Purchase contract for goods and materials. Total value: 7,4 billion VND	
							Capital contribution: 14.4 billion VND	

No.	Name of Organization/ Individual	Relationship with the Company	Business Registration Number, Date of Issuance, Place of Issuance	Address	Time of transaction	Resolution/ Decision Number of the GMS/ BOD... (if any, specify the issuance date)	Content, Quantity, Total Value of Transaction	Notes
7	Nha Trang Textile & Garment Joint Stock Company	Associated Company	4200237973	Km 1447, National Highway 1A, Bac Nha Trang Ward, Khanh Hoa Province	First 6 months of 2025	Resolution No. 392/NQ-HDQT dated 25/12/2024	Sales contract for goods and finished products. Total value: 7,2 billion VND	
							Purchase contract for goods and materials: 8,6 billion VND	
							Service received: 529 million VND	

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 (The first 6 months of 2025)**

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

(As per the appendix attached to the report)

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

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	
I	Internal persons						
	None						

II	Related Person/Entity of Insider						
	<b>Related Persons of Mr. Tran Quang Nghi - Chairman of the Board of Directors</b>						
1	Tran Thi Tram Thanh	Wife	52.500	0,07%	799.408	1,07%	Buy
	<b>Related Entities of Mr. Tran Quang Nghi - Chairman of the Board of Directors</b>						
1	Duong Tran Real Estate E-Commerce Joint Stock Company	Chairman of the Board	7.172.326	9,6 %	6,425,618	8,6%	Sell

**IX. Other significant issues:** None

**Recipient:**

- As Above;
- Archived: Document Department

**CHAIRMAN OF THE BOARD OF DIRECTORS**



**Tran Quang Nghi**