

Appendix V
REPORT ON CORPORATE GOVERNANCE

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

**SÔNG HỒNG
CONSTRUCTION JOINT
STOCK COMPANY**

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

No: 12/BC-HĐQT

Ha noi, day 15 month 01 year 2026

REPORT ON CORPORATE GOVERNANCE

(Year 2025)

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

- Name of company: *Sông Hồng Construction Joint Stock Company*

- Address of headoffice: *164 Lò Đức, Hai Bà Trưng, Hà Nội*

- Telephone: 024.39727296

Fax: 024.39727295

Email:

- Charter capital: *200.000.000.000đ*

- Stock symbol: *ICG*

- Governance model:

+ General Meeting of Shareholders, Board of Directors, Board of Supervisors, General Director and Director: The company follows this model.

+ General Meeting of Shareholders, Board of Directors, General Director, Director and Audit Committee under the Board of Directors.

- The implementation of internal audit: Implemented/ Not yet implemented: *No*

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
01	01/NQ-ĐHĐCĐ	25/04/2025	Approval of the contents of the Annual General Meeting 2025

II. Board of Directors (Semi-annual report/annual report):

1. 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
01	Mr. Phạm Hùng	Chairman		
02	Ms. Phạm Quỳnh Trang	General Director	04/04/2022	

03	Mr. Trữ Hoài Nam	Member	10/03/2020	
04	Mr. Phạm Quang Huy	Member	14/10/2020	
05	Ms. Nông Thị Thu Trang	Member	27/04/2021	

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
01	Mr. Phạm Hùng	16	100%	
02	Ms. Phạm Quỳnh Trang	16	100%	
03	Mr. Trữ Hoài Nam	16	100%	
04	Mr. Phạm Quang Huy	16	100%	
05	Ms. Nông Thị Thu Trang	16	100%	

3. Supervising the Board of Management by the Board of Directors: The Board of Directors strictly supervises the activities of the Board of Management in directing and managing the company's business activities.

4. Activities of the Board of Directors' subcommittees (If any): No

5. Resolutions/Decisions of the Board of Directors (Semi-annual report/annual report):

No.	Resolution/Decision No.	Date	Content	Approval rate
1	01/QĐ-HĐQT	17/4/2025	Approval of adjustments to the Commercial Center, Office, and Apartment Complex Project at Vinh Tuy Bridge, Long Bien Ward, Long Bien District, Hanoi	
2	01A/QĐ-HĐQT	17/4/2025	Approval of adjustments to the Total Investment Cost for the Commercial Center, Office, and Apartment Complex Project at Vinh Tuy Bridge, Long Bien Ward, Long Bien District, Hanoi	
3	02/QĐ-HĐQT	15/5/2025	Approval of loan borrowing and authorization for signing credit documents with the Joint Stock Commercial Bank for Investment and Development of Vietnam (BIDV) - Hanoi Branch	
4	03/QĐ-HĐQT	13/6/2025	Assigning the Company's capital representative at Sao	

			Mai Production and Trading Joint Stock Company to attend the Annual General Meeting of Shareholders (AGM)	
5	04/QĐ-HĐQT	19/6/2025	Selection of the independent auditor	
6	04A/QĐ-HĐQT	02/7/2025	Approval of adjustments to the total investment cost, product selling prices, and sales policies for the Mixed-use Building within the Commercial Center, Office, and Apartment Complex Project at Vinh Tuy Bridge (Northern Emerald Building)	
7	05/QĐ-HĐQT	03/7/2025	Capital raising from subsidiaries	
8	05A/QĐ-HĐQT	03/7/2025	Approval of adjustments to the total investment cost for the Xuan La Commercial Center, Market, Supermarket, and Office for Lease Project in Xuan La Ward, Tay Ho District, Hanoi	
9	05B/QĐ-HĐQT	04/7/2025	Approval of loan borrowing and authorization for signing credit documents with the Joint Stock Commercial Bank for Investment and Development of Vietnam	
10	06/QĐ-HĐQT	11/7/2025	Approval of the selection of an exclusive distributor for products within the Mixed-use Building of the Commercial Center, Office, and Apartment Complex Project at Vinh Tuy Bridge (Northern Emerald Building)	
11	07/QĐ-HĐQT	21/7/2025	Approval of the plan for signing documents with customers registering to purchase apartments at Northern Emerald Building prior to meeting all conditions for sale	
12	08/QĐ-HĐQT	18/8/2025	Purchase of a Lexus car	
13	08A/QĐ-HĐQT	25/8/2025	Approval of the issuance of a performance bond guarantee to secure the investment	

			execution for the Mixed-use Building within the Commercial Center, Office, and Apartment Complex Project at Vinh Tuy Bridge, Long Bien Ward, Long Bien District, Hanoi	
14	09/QĐ-HĐQT	08/9/2025	Liquidation of 02 used cars and purchase of new vehicles	
15	10/QĐ-HĐQT	09/9/2025	Transfer of shares in Sao Mai Production and Trading Joint Stock Company	
16	11/QĐ-HĐQT	10/9/2025	Loan for the purchase of a Lexus LM500h	
17	11A/QĐ-HĐQT	29/9/2025	Accrual of the 2025 reward and welfare fund	
18	12/QĐ-HĐQT	13/10/2025	Borrowing capital to ensure cash flow for sales activities of the Mixed-use Building within the Commercial Center, Office, and Apartment Complex Project at Vinh Tuy Bridge	
19	13/QĐ-HĐQT	21/10/2025	Approval of the plan for signing agreements with customers opting for early payment (95% of the contract value prior to apartment handover)	
20	14/QĐ-HĐQT	21/10/2025	Approval of the transfer of office floor area at Northern Emerald Building	
21	15/QĐ-HĐQT	21/10/2025	Approval of the termination of the apartment lease agreement on the 12th Floor of the North Sea Mixed-use High-rise Building	
22	16/QĐ-HĐQT	21/10/2025	Approval of the additional labor productivity allocation to the salary fund	
23	17/QĐ-HĐQT	07/11/2025	Capital contribution to establish a subsidiary	
24	18/QĐ-HĐQT	12/11/2025	Approval of loan borrowing to fund the establishment of a subsidiary	
25	19/QĐ-HĐQT	18/11/2025	Regarding the purchase of an Innova Cross HEV	

III. Board of Supervisors/Audit Committee (Semi-annual report/annual report):

1. Information about members of Board of Supervisors or Audit Committee:

No.	Members of Board of Supervisors/ Audit Committee	Position	The date becoming/ceasing to be the member of the Board of Supervisors/ Audit Committee	Qualification
1	Ms. Mai Hồng Linh	Chair	22/4/2016	Bachelor
2	Ms. Nguyễn Hoài Thu	Member	26/4/2024	Bachelor
3	Ms. Trần Thị Thùy Linh	Member	27/4/2021	Bachelor

2. Meetings of Board of Supervisors or Audit Committee

No.	Members of Board of Supervisors/ Audit Committee	Number of meetings attended	Attendance rate	Voting rate	Reasons for absence
1	Ms. Mai Hồng Linh	2	100%	100%	
2	Ms. Nguyễn Hoài Thu	2	100%	100%	
3	Ms. Trần Thị Thùy Linh	2	100%	100%	

3. Supervising Board of Directors, Board of Management and shareholders by Board of Supervisors or Audit Committee: The Supervisory Board strictly monitors the activities of the Board of Directors and the Board of Management in directing and managing the company's business activities.

4. The coordination among the Board of Supervisors, Audit Committee, the Board of Management, Board of Directors and other managers: The Supervisory Board coordinates closely with the Board of Directors and the Board of Management in directing and managing the company's business activities.

5. Other activities of the Board of Supervisors and Audit Committee (if any): No

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 /
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1	Phạm Quỳnh Trang – General Director	29/07/1982	Engineer	01/06/2021
2	Nông Thị Thu Trang – Deputy General Director	22/04/1979	Bachelor	14/09/2009
3	Phạm Tiến Thành – Deputy General Director	05/04/1982	Bachelor	01/06/2021

V. Chief Accountant

Name	Date of birth	Qualification	Date of appointment/ dismissal
Lương Thị Ánh Phượng	10/09/1979	Bachelor	01/06/2021

VI. Training on Corporate Governance:

Training courses on corporate governance were involved by members of the Board of Directors, the Board of Supervisors, Director (General Director), other managers and secretaries in accordance with regulations on corporate governance:

VII. List of related persons of the public company (2025 Annual Report) and transactions between the company and its related persons

1. The list of affiliated people of the Company (Appendix attached)

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
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Note.: 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 people or between the Company and its major shareholders, internal people 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 Shareholders/ Board of Directors (if any, specifying date of issue)	Content, quantity, total value of transaction	Note

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 organizations).

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
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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

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): No

4.3. Other transactions of the Company (if any) may bring material or non- material benefits for members of the Board of Directors, members of the Board of Supervisors, Director (General Director) and other managers: No

VIII. Stock transactions of internal persons and their related persons (2025 Annual Report)

1. The list of internal persons and their affiliated persons công ty / Transactions of internal persons and affiliated persons with shares of the Company (Appendix attached)

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	Name of internal person)							
2	Name affiliated persons							

2. Transactions of internal people and affiliated people 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: *M.H.*

- Archived: Board of Directors,
Administration & Human
Resources/Chairman

M CHAIRMAN OF THE BOARD OF DIRECTORS
(Sign, full name and seal)



CHỦ TỊCH HĐQT
Phạm Hùng

**SONG HONG CONSTRUCTION JOINT
STOCK COMPANY**

SOCIALIST REPUBLIC OF VIET NAM
Independence- Freedom- Happiness

Hanoi, Jan 15, 2026

LIST OF RELATED PERSONS OF THE COMPANY

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[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

Ha noi, Jan 15, 2026

LIST OF INSIDERS AND RELATED PERSONS OF INSIDERS

No	Name of Organization/ Individual	Securities Trading Account	Position in the Company	ID/ Business Registration No	Date of Issue	Place of Issue	Address	Number of Shares Owned at the End of the Period	Ownership Percentage at the End of the Period	Notes
1	CTCP Xây dựng Sông Hồng		Major Shareholder					2,428,000	13.82	
2	Phạm Hùng		Chairman of the Board of Directors					3,401,499	19.36	
3	Phạm Chuyên									Biological father
4	Hà Thị Chinh									Biological mother
5	Trử Hồng Nhung									Wife
6	Phạm Thu Hiền									Biological sister
7	Phạm Minh Quang									Biological son
8	Phạm Quang Anh									Biological son
9	Trử Hoài Nam		Member of the Board of Directors					999,000	5.69	

[illegible]

[illegible]

40	Phạm Thị Hồng Hạnh									Biological sister
41	Phạm Thị Hiền									Biological sister
42	Phạm Thị Hà									Biological sister
43	Phạm Thị Huệ									Biological sister
44	Bùi Thị Phương									Wife
45	Phạm Minh Trường									Biological son
46	Phạm Phương Chi									Biological daughter
47	Lương Thị Ánh Phụng		Chief Accountant					13	0.0001	
48	Lương Đức Duyên									Biological father
49	Trần Thị Phúc									Biological mother
50	Lương Thị Kim Hậu									Biological sister
51	Lương Ngọc Duy									younger brother
52	Bùi Thanh Hùng									Husband
53	Bùi Lâm An									Biological daughter
54	Bùi Quang Huy									Biological son
55	Mai Hồng Linh		Head of the Supervisory Board							

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