



PV2 INVESTMENT JSC

**PV2 INVESTMENT  
JOINT STOCK COMPANY**

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

Số: 9 /PV2 - CBTT

Hanoi, 23 January 2026

## **REPORT ON CORPORATE GOVERNANCE**

(For the year 2025)

**To: Hanoi Stock Exchange**

- Name of company : **PV2 INVESTMENT JOINT STOCK COMPANY**
- Address of head office : No. 01 Pham Van Bach Street, Cau Giay Ward, Hanoi
- Telephone : 024.62732659 Email: [contact@pv2.com.vn](mailto:contact@pv2.com.vn)
- Charter capital : 373.500.000.000 Vietnam Dong
- Stock symbol : PV2
- Governance model : General Meeting of Shareholders, Board of Directors (BOD), Chief Executive Officer (CEO) and Audit Committee under the Board of Directors.
- Implementation of internal audit: Implemented

### **I. ACTIVITIES OF THE GENERAL MEETING OF SHAREHOLDERS (GMS):**

Information about meetings, resolutions and decisions of the GMS

No.	Resolution/ Decision No.	Date	Content
01	01/2025/NQ- ĐHĐCĐ	17/05/2025	<ul style="list-style-type: none"><li>- Approval of the Report on the 2024 business performance;</li><li>- Approval of the Business Plan for 2025;</li><li>- Approval of the Report on activities of the BOD in 2024;</li><li>- Direction and action plan of the BOD in 2025;</li><li>- Approval of The Financial Statements of PV2 for the year 2024, audited by Nhan Tam Viet Auditing Company Limited;</li><li>- The distribution of profit after tax for the year 2024 and the Plan for distribution of profit after tax for the year 2025;</li></ul>

			<ul style="list-style-type: none"> <li>- Approval of the selection of an independent audit firm to audit the 2025 financial statements;</li> <li>- Approval of remuneration and salary paid to members of the BOD in 2024 and remuneration/salary plan for the members of the BOD in 2025;</li> <li>- Approval of the amendments and additions to the Internal Regulations on Corporate Governance of PV2 Investment Joint Stock Company;</li> <li>- Approval of the dismissal and election of additional members of the BOD;</li> <li>- Approval of the Report on results of the nomination of additional members to the BOD and the Election of Additional Members of the BOD.</li> </ul>
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## II. THE BOARD OF DIRECTORS (BOD)

### 1. Information about the members of the BOD:

No.	Members of BOD	Position	Date of appointment to the BOD	
			Date of appointment	Date of dismissal
1	Mr. Nguyen Phuc Anh	Chairman and Legal Representative	25/06/2022	
2	Mr. Nguyen Anh Tuan	Non-executive member of the BOD	17/05/2025	
3	Mr. Lam Nhat Son	Non-executive member of the BOD	26/06/2021	03/03/2025
4	Mr. Vu Xuan Han	Executive member of the BOD; CEO and Legal Representative	26/06/2021	
5	Mr. Phan Trinh Quoc Kien	Executive member of the BOD	26/06/2021	
6	Mr. Nguyen Anh Vu	Independent member of the BOD	17/05/2025	

## **2. Meetings of the BOD:**

No.	Members of BOD	Number of meetings attended	Attendance rate	Reasons for absence
1	Mr. Nguyen Phuc Anh	7	100%	
2	Mr. Nguyen Anh Tuan	7	100%	
3	Mr. Lam Nhat Son	2	100%	
4	Mr. Vu Xuan Han	7	100%	
5	Mr. Phan Trinh Quoc Kien	7	100%	
6	Mr. Nguyen Anh Vu	3	100%	

## **3. Supervision of the CEO by the BOD:**

The Board of Directors (BOD) oversaw the CEO and senior management by monitoring business performance through both reports and regular/irregular meetings. This oversight ensured compliance with BOD and GMS' resolutions. The CEO regularly updated the BOD on business activities, project progress and other relevant matters. The BOD convened seven meetings 2025 to provide strategic direction for business operations.

## **4. Resolutions/Decisions of the BOD:**

No.	Decision No.	Date	Content	Approval rate
1	01/2025/NQ-HĐQT	21/01/2025	Approval of the proposal to amend Decision No. 2080/QĐ-UBND dated August 28, 2023, of the Dong Nai Provincial People's Committee regarding the approval of investment policy adjustment for the Residential project in Long Tan and Phu Hoi communes, Nhon Trach district, Dong Nai province.	100%

2	02/2025/NQ – HĐQT	03/03/2025	- Approval of the extension of the date to hold the 2025 Annual GMS according to Clause 2 Article 139 of the Law of Enterprises, but no later than June 30, 2025;	100%
			- Approval of the Regulation on Information Disclosure of PV2 Investment Joint Stock Company;	100%
			- Approval of the re-appointment of Ms. Le Thi Huong to the position of Chief Accountant of the Company, effective from March 28, 2025;	100%
			- Approval of the resignation letter of Mr. Lam Nhat Son as a BOD member and submission of the dismissal of Mr. Lam Nhat Son from the BOD to the nearest GMS for approval, effective from March 3, 2025;	100%
			- Approval of the re-assignment of duties within the BOD;	100%
			- Approval of the transaction between the Company and Mr. Phan Trinh Quoc Kien.	100%
3	03/2025/NQ – HĐQT	24/03/2025	Approval of the date to hold the 2025 Annual GMS as follows:  - Record date for shareholders' rights: April 14, 2025.  - Date of the Annual GMS: May 17, 2025.	100%
4	04/2025/NQ – HĐQT	24/04/2025	- Approval of the agenda and documents for submission to the 2025 Annual GMS;  - Approval of the performance-based salary scheme to replace the productivity bonus scheme for the securities trading department, as stipulated in Resolution No. 03/2024/NQ-HĐQT dated July 19, 2024, issued by BOD.	100%  100%



5	05/2025/NQ – HĐQT	23/06/2025	- Approval of the establishment of the Investment Council under the BOD;	100%
			- Appointment of Mr. Nguyen Anh Vu – Independent member of the BOD as Chairman of the Audit Committee, effective from June 23, 2025;	100%
			- Approval of the assignment of duties within the BOD, effective from June 23, 2025;	100%
			- Dissolution of the Internal Audit Board established under Decision No. 07/QĐ-VP dated July 1, 2016, issued by BOD;	100%
			- Approval of the selection of Nhan Tam Viet Auditing Company Limited to audit and review the 2025 financial statements for PV2 under the authorization of the GMS and the draft audit contract;	100%
			- Approval of the opening and use of a securities margin trading account for the Company with MB Securities Joint Stock Company (MBS).	100%
6	06/2025/NQ- HĐQT	14/08/2025	- Approval of the Report on Business Performance for the first six months of 2025.	100%
			- Approval of the Business Plan for the last six months of 2025.	100%
7	07/2025/NQ- HĐQT	18/11/2025	- Approval of the Company's Investment Regulation, replacing the current Investment Regulation issued under Decision No. 05/QĐ-HĐQT dated November 18, 2021. This Regulation shall take effect from January 01, 2026.	100%
			- Approval of the divestment from SAM Smart Automation Joint Stock Company.	100%

### III. AUDIT COMMITTEE:

#### 1. Information about members of the Audit Committee:

No.	Members of Audit Committee	Position	Date of Appointment	Qualification
1	Mr. Nguyen Anh Vu	Chairman	23/06/2025	Master of Accounting and Auditing
2	Mr. Phan Trinh Quoc Kien	Chairman	From 09/08/2021 To 03/03/2025	Petroleum Engineer
		Member	03/03/2025	
3	Mr. Lam Nhat Son	Member	From 09/08/2021 To 03/03/2025	Master of Economics

#### 2. Meetings of the Audit Committee

No.	Members of Audit Committee	Number of meetings attended	Attendance rate	Voting rate	Reasons for absence
1	Mr. Nguyen Anh Vu	1	100%	100%	Appointed on June 23, 2025
2	Mr. Phan Trinh Quoc Kien	2	100%	100%	
3	Mr. Lam Nhat Son	1	100%	100%	

#### 3. Supervision by the Audit committee:

- The Audit Committee supervised the BOD and the CEO in the implementation of resolutions passed by the GMS and the BOD. Furthermore, the committee ensured that executive activities were conducted in accordance with the company's Charter, internal regulations, and applicable legal frameworks. Additionally, the committee reviewed transactions that required approval from the Board of Directors or the GMS and provided recommendations.
- Inspected the accuracy of the company's financial statements.

**4. Coordination among the Audit Committee, the BOD, CEO and other managers:**

The Audit Committee received strong cooperation from the Executive Board and operational departments, which provided comprehensive and clear information related to business operations and corporate governance.

**IV. BOARD OF MANAGEMENT**

No.	Members of Board of Management	Position	Date of birth	Qualification	Date of appointment
1	Mr. Vu Xuan Han	CEO and Legal Representative	07/03/1977	Construction engineer	27/11/2023

**V. CHIEF ACCOUNTANT**

Name	Date of birth	Qualification	Date of appointment
Mrs. Le Thi Huong	20/08/1980	Bachelor of Accounting	03/03/2025

**VI. TRAINING COURSES ON CORPORATE GOVERNANCE:**

Conference on “*Compliance with securities laws and notes on errors in preparing Financial Statements*”

- Hosted by: The State Securities Commission, the Accounting and Auditing Supervisory Department - Ministry of Finance, and the Vietnam Association of Certified Public Accountants (VACPA).

- Time: June 20, 2025

- Attendees: Chairman of the BOD, Chief Accountant, Person in charge of Corporate Governance.

**VII. THE LIST OF AFFILIATED PERSONS OF THE PUBLIC COMPANY (ANNUAL REPORT)  
AND THEIR TRANSACTIONS:**

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

<b>No.</b>	<b>Name of organization /individual</b>	<b>Position at the Company</b>	<b>Start/End date of affiliated</b>	<b>Relationship with the Company</b>
1	Nguyen Phuc Anh	Chairman and Legal Representative	25/06/2022	Internal Persons/ Affiliated person
2	Nguyen Anh Tuan	Non-executive member of the BOD	20/04/2020	Internal Persons
3	Lam Nhat Son	Non-executive member of the BOD	26/06/2021 03/03/2025	Internal Persons
4	Vu Xuan Han	Executive member of the BOD; CEO and Legal Representative	26/06/2021	Internal Persons
5	Phan Trinh Quoc Kien	Executive member of the BOD	26/06/2021	Internal Persons
6	Nguyen Anh Vu	Independent member of the BOD	17/05/2025	Internal Persons
7	Le Thi Huong	Chief Accountant	28/03/2022	Internal Persons
8	Dang Huy Canh	Chief of Office/ The authorized person to disclose information/ Corporate Governance Officers	12/07/2018	Internal Persons
9	Nguyen Thi Kim Nhung	Internal Audit Manager	15/11/2019 23/06/2025	Internal Persons



10	Chu Minh Chau		20/04/2020	Affiliated person
11	Aladdin Technology Joint Stock Company		25/02/2020	Subsidiaries
12	LongHoi Invest Company Limited		14/05/2019	Subsidiaries
13	Capital Gate Company Limited		27/02/2020	Subsidiaries
14	Smart Automation Management Joint Stock Company		20/12/2024	Associate company

**2. Transactions between the Company and its affiliated persons or between the Company and its major shareholders, internal persons and affiliated persons:**

**2.1. Transactions with Mr. Phan Trinh Quoc Kien**

- Transaction type: Execution of an Indefinite-term Labor Contract.
- Position: Analyst
- Base salary: VND 35,000,000 per month.
- Other benefits: Performance-based salary, meal allowance, vacation, holidays, birthday, and other benefits according to company regulations.

**2.2. Transactions with Smart Automation Management Joint Stock Company**

- Transaction type: Office Lease.
- Description: PV2 leases the 6th floor of the building located at Lots E9, E10, and E11, Duong Khue Street, to Smart Automation Management Joint Stock Company.
- Rental price: VND 60,000,000 per month (Exclusive of VAT)

**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 subjects:**

4.1. Transactions between the Company and a company that its members of BOD, CEO and other managers have been founding members or members of BOD or CEOs in the last three (03) years (calculated at the time of reporting): *None*

4.2. Transactions between the Company and a company in which the Company's affiliated persons with members of BOD, CEO and other managers act as a member of BOD, Director (General Director or CEO): *None*

4.3. Other transactions of the Company (if any) that may bring material or non- material benefits for members of BOD, CEO and other managers: *None*

**VIII. SHARE TRANSACTIONS OF INTERNAL PERSONS AND THEIR AFFILIATED PERSONS:**

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

No.	Name	Position at the company	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
<b>1</b>	<b>Nguyen Phuc Anh</b>	Chairman and Legal Representative	9.145.000	24,48%	
1.1	Hanoi Reinsurance Joint Stock Corporation	Member of the BOD of Hanoi Re			
1.2	FINNAM Joint Stock Company	Chairman and CEO			
1.3	Nguyen Anh Tuan	Non-executive member of the BOD	2.110.200	5,65%	
1.4	Chu Minh Chau		7.478.400	20,02%	
1.5	Nguyen Ha Thu				
1.6	Phan Trinh Quoc Kien	Executive member of the BOD			
<b>2</b>	<b>Nguyen Anh Tuan</b>	Non-executive member of the BOD	2.110.200	5,65%	
2.1	Nguyen Thu Thuy				
2.2	Tran Duc Trung				
2.3	Nguyen Phuong Dong				
2.4	Do Thi Kim Thoa				
2.5	Nguyen Kim Thanh		100		

2.6	Lam Hong Thach				
2.7	Chu Minh Chau		7.478.400	20,02%	
2.8	Nguyen Ha Thu				
2.9	Nguyen Phuc Anh	Chairman and Legal Representative	9.145.000	24,48%	
2.10	Phan Trinh Quoc Kien	Executive member of the BOD			
2.11	HD Insurance Company Limited (HDI)	Vice Chairman of the BOD			
2.12	Vietjet Aviation Joint Stock Company	Independent member/Vice Chairman of the BOD			
2.13	FINNAM Joint Stock Company	Major Shareholders >10% Non-executive member of the BOD			
3	<b>Lam Nhat Son</b>	Non-executive member of the BOD			To 03/03/2025
3.1	Lam Hong Thach				To 03/03/2025
3.2	Nguyen Kim Thanh		100		To 03/03/2025
3.3	Lam Thanh Van				To 03/03/2025
3.4	Lam Hong Duc				To 03/03/2025
3.5	Lam My Uyen				To 03/03/2025



4	<b>Vu Xuan Han</b>	Executive member of the BOD; CEO and Legal Representative	10.000	0,02	
4.1	Nguyen Thi Lien				
4.2	Ha Van Tro				
4.3	Vu Thi Lieu				
4.4	Nguyen Thi Ngoc Tan		10.000	0,02	
4.5	Vu Ngoc Tu				
4.6	Vu Thai An				
5	<b>Phan Trinh Quoc Kien</b>	Executive member of the BOD			
5.1	Phan Quoc Viet				
5.2	Phan Trinh Viet Kien				
5.3	Trinh Thuy Nga				
5.4	Nguyen Ha Thu				
5.5	Phan Tuan Phong				
5.6	Nguyen Anh Tuan	Non-executive member of the BOD	2.110.200	5,65%	
5.7	Chu Minh Chau		7.478.400	20,02%	
5.8	Nguyen Phuc Anh	Chairman and Legal Representative	9.145.000	24,48%	
6	<b>Le Thi Huong</b>	Chief Accountant			
6.1	Tran Thi Du				
6.2	Le Thi Thanh				

6.3	Nguyen Duc Quang				
6.4	Le Huu Bang				
6.5	Hoang Thi Thu Ha				
6.6	Mai Le Nam				
6.7	Mai Le Minh				
6.8	Mai Le Minh Thu				
6.9	Mai Xuan Noan				
6.10	Le Thi Tuyet				
6.11	FINNAM Joint Stock Company	Chief Accountant of FINNAM			To 01/06/2025
7	<b>Dang Huy Canh</b>	The authorized person to disclose information Corporate Governance Officer			
7.1	Dinh Thi The				
7.2	Dang Hong Phong				
7.3	Vu Minh Ly				
7.4	Dang Thi Tuyet Mai				
7.5	Tran Le Duy				
7.6	Nguyen Thi Tuyet Nhung				
7.7	Dang Huy Bach				
7.8	Dang Van Chi				
8	<b>Nguyen Thi Kim Nhung</b>	Internal Audit Manager			To 23/06/2025

8.1	Nguyen Nguyen Vinh				To 23/06/2025
8.2	Trinh Thi Tam				To 23/06/2025
8.3	Ly Thi Hoe				To 23/06/2025
8.4	Nguyen Nguyen Quang				To 23/06/2025
8.5	Banh Thi Huong				To 23/06/2025
8.6	Nguyen Thi Minh				To 23/06/2025
8.7	Dau Viet Thang				To 23/06/2025
8.8	Dau Nguyen Thuy Nhi				To 23/06/2025
8.9	Dau Quoc Bao				To 23/06/2025
<b>9</b>	<b>Nguyen Anh Vu</b>				
9.1	Phan Tu Nga				
9.2	Nguyễn Anh Tuấn				
9.3	Truong Hong Mai				
9.4	Nguyen Phan Anh				
9.5	Nguyen Ha Phan				
9.6	Nguyen Anh Tu				

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

*None*

**IX. OTHER SIGNIFICANT ISSUES:** None

**CHAIRMAN OF THE BOARD OF DIRECTORS**

**Recipients:**

- *As above;*
- *BOD's Office*



**Nguyen Phuc Anh**