

No.: 09.../CT12-BC

Hanoi January 20., 2025

REPORT ON CORPORATE GOVERNANCE**(Year 2024)****To:** - The State Securities Commission;
- The Stock Exchange.

- Name of company: CONSTRUCTION JOINT STOCK COMPANY NO. 12
- Address of headoffice: No. 57, Vu Trong Phung Street, Thanh Xuan Trung Ward, Thanh Xuan District, Hanoi City.
- Telephone: 024.22143724 Fax: 024.37875053 Email: v12jsc@gmail.com
- Charter capital: VND 116,360,000,000
- Stock symbol: V12
- Corporate governance model: General Meeting of Shareholders, Board of Directors, Supervisory Board and General Director.
- 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 No. | Date | Content |
|-----|-------------------------|-------------------|---|
| 1 | No. 01/2024/NQ-ĐHĐCĐ | February 21, 2024 | Annual General Meeting of Shareholders 2024 |
| 2 | No. 02/2024/NQ-ĐHĐCĐ | October 25, 2024 | Through additional business line details |

II. Board of Directors in 2024:**1/ Information about the members of the Board of Directors:**

| No. | Board of Directors' members | Position | The date becoming/ceasing to be the member of the Board of Directors | |
|-----|-----------------------------|----------|--|----------------|
| | | | Date of | Dismissal Date |
| | | | | |

| | | | appointment | |
|---|----------------------|--|--------------------|--|
| 1 | Mr. Nguyen Huu Toi | Chairman of the Board | June 24, 2020 | |
| 2 | Mr. Le Phung Hoa | Board Member | June 24, 2020 | |
| 3 | Mr. Nguyen Tien Quan | Board Member | June 24, 2020 | |
| 4 | Mr. Nguyen Mai Duong | Independent Member of Board of Directors | June 20, 2023 | |

2/ Meetings of the Board of Directors:

| No. | Board of Directors' members | Number of meetings attended by Board of Directors | Attendance rate | Reasons for absence |
|------------|------------------------------------|--|------------------------|----------------------------|
| 1 | Mr. Nguyen Huu Toi | 06 | 100% | |
| 2 | Mr. Le Phung Hoa | 06 | 100% | |
| 3 | Mr. Nguyen Tien Quan | 06 | 100% | |
| 4 | Mr. Nguyen Mai Duong | 06 | 100% | |

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

- + The Board of Directors has regularly supervised the implementation of Resolutions and Decisions of the General Meeting of Shareholders and the Board of Directors, supervised the activities of the General Director, the supporting apparatus, and advised the General Director in production and business activities in 2024 according to the set targets;
- + Directed the work of the 2024 Annual General Meeting of Shareholders;
- + Conducted the work of collecting shareholders' opinions in writing;
- + Under the authorization of the General Meeting of Shareholders, organized and directed the amendment and supplementation of the Company's business registration lines in accordance with the new orientation;
- + The Board of Directors authorized the General Director to perform a number of assigned functions and tasks in the management work;
- + Supervised the direction of the Executive Board on the progress, quality, labor safety and efficiency of the projects: Hanoi Children's Palace; Construction project of Nam Dinh

Provincial General Hospital; Tay Mo 3 Primary School Construction Project; Bac Ninh Vocational College Construction Project; Con Dao District Police Headquarters, Ba Ria City Police, Ba Ria-Vung Tau Province; Ninh Thuan Southeast Canal; Construction Project of the raw structure and infrastructure outside the Advanced Research Center - Ho Chi Minh City National University, Construction Project of the Customs Headquarters at Long Thanh International Airport, Tay Mo High School Construction Project, etc.;

+ Directing the implementation of accelerating the capital recovery and settlement of the Company's projects: Viet Duc University; 93 Lang Ha Building; 106 Nguy Nhu Kon Tum Apartment Building, Construction and repair contracts for E Hospital; Projects assigned by VINACONEX Joint Stock Corporation, etc.;

+ Continuing to coordinate with partners to accelerate the legal process of the Doi Che Urban Area Investment Project, Ha Long, Quang Ninh. Coordinate with the Investment Board of VINACONEX Corporation to promote the completion of legal bases for the Yen Binh Urban and Service Area project in Thach That district; Soc Son Industrial Park...;

+ Cooperate with capable partners in the investment field to seek new investment opportunities in the real estate sector;

+ Appoint new personnel to supplement the executive apparatus of the Company's Board of Directors;

+ Direct the management, maintenance and repair of construction machinery and equipment to meet production and business needs;

+ Supervise the leasing of office space invested by the Company;

+ Direct the Executive Board to strengthen administration and internal affairs, and complete internal management regulations;

+ Review and evaluate the effectiveness of capital use and investment capital efficiency of each unit and each construction business field. Supervise and direct the focus on prioritizing the construction of projects with capital and stopping construction of projects with insufficient capital or with unclear capital sources;

+ Supervise the recruitment, training, appointment of staff, and continuously improve the qualifications and capacity of the executive apparatus to meet the requirements of the assigned tasks.

+ Supervise the implementation of policies and regimes for employees.

4/ Activities of the Board of Directors' subcommittees:

Assisting the Board of Directors, the Company has a Secretariat Subcommittee to perform the following tasks:

+ Participate in meetings of the Board of Directors to record minutes, draft resolutions and fully update information for members of the Board of Directors and the Supervisory Board;

- + Prepare programs, contents, documents, and papers for the General Meeting of Shareholders and the Board of Directors;
- + Prepare documents, papers and summarize the Shareholder Opinion Form in writing;
- + Monitor the implementation of documents agreed upon at the meeting and report to the Board of Directors to summarize and handle any problems or issues that arise;
- + Update documents from higher levels and legal documents to serve the management work of the Board of Directors and the Executive Board;
- + Advise the Board of Directors on the supervision of the Executive Board to ensure timely direction and the most effective implementation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

5/ Resolutions/Decisions of the Board of Directors in 2024:

| No. | Resolution/Decision No. | Date | Content |
|-----|-------------------------|--------------------|---|
| 1 | No. 01/2024/NQ-HĐQT | February 21, 2024 | Approval of the convening of the 2024 Annual General Meeting of Shareholders. |
| 2 | No. 02/2024/NQ-HĐQT | February 28, 2024 | Approval of the policy of appointing Deputy General Director of the Company. |
| 3 | No.06/2024/NQ-HĐQT | May 16, 2024 | Approval of dividend payment for 2023 |
| 4 | No. 08/2024/NQ-HĐQT | July 17, 2024 | Agree to make red book for project 57 Vu Trong Phung |
| 5 | No. 10/2024/QĐ-HĐQT | August 05, 2024 | Termination of business branch operations |
| 6 | No. 11/2024/NQ-HĐQT | September 13, 2024 | Through organizing the collection of shareholders' opinions in writing |

III. Board of Supervisors in 2024:

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

| No. | Members of Board | Position | The date becoming/ceasing to be the member of the Board of Supervisors | Qualifications |
|-----|------------------|----------|--|----------------|
| | | | | |

| | | | | |
|---|----------------------|-----------------------|----------------|-------------------------------------|
| 1 | Ms. Pham Thi Minh Ly | Head of Control Board | March 24, 2022 | Bachelor of Accounting |
| 2 | Ms. Nguyen Thi Hang | Member | June 24, 2020 | Bachelor of Accounting |
| 3 | Mr. Ngo Anh Tu | Member | March 24, 2022 | Bachelor of Business Administration |

2/ Meetings of Board of Supervisors:

| No. | Members of Board | Number of meetings attended | Attendance rate | Voting ratio | Reasons for absence |
|-----|----------------------|-----------------------------|-----------------|--------------|---------------------|
| 1 | Ms. Pham Thi Minh Ly | 03 | 100% | 100% | |
| 2 | Ms. Nguyen Thi Hang | 03 | 100% | 100% | |
| 3 | Mr. Ngo Anh Tu | 03 | 100% | 100% | |

3/ Supervising Board of Directors, Board of Management and shareholders by Board of Supervisors or Audit Committee: Regular.

4/ the coordination among the Board of Supervisors, Audit Committee, the Board of Management, Board of Directors and other managers: Regular.

5/ Other activities of the Board of Supervisors and Audit Committee: None.

IV. Board of Management:

| No. | Members of Board of Management | Position | Date of birth | Qualifications | Date of appointment /dismissal |
|-----|--------------------------------|-------------------------|-------------------|-------------------------------|--------------------------------|
| 1 | Mr. Le Phung Hoa | General Director | October 20, 1975 | Master, Bachelor of Economics | May 16, 2021 |
| 2 | Mr. Vu Chi Dung | Deputy General Director | June 6, 1974 | Civil engineer | June 19, 2021 |
| 3 | Mr. Nguyen Tien Quan | Deputy General Director | February 22, 1984 | Bridge Engineer | January 01, 2022 |

| | | | | | |
|---|-----------------|-------------------------|-------------------|--------------------|----------------|
| 4 | Mr. Tran Le Huy | Deputy General Director | November 18, 1977 | Hydraulic engineer | March 01, 2024 |
|---|-----------------|-------------------------|-------------------|--------------------|----------------|

V. Chief Accountant:

| Name | Date of birth | Qualifications | Date of appointment/dismissal |
|---------------|---------------|-----------------------|-------------------------------|
| Mr. Vu Nam Ha | July 04, 1975 | achelor of Accounting | Appoint November 01, 2023 |

VI. Training courses on corporate governance in 2024:

Corporate governance training courses that members of the Board of Directors, members of the Supervisory Board, the General Director, other managers and the Company Secretary have participated in according to regulations on corporate governance:

Periodically and updated when new policies and legal documents of the State are issued.

VII. The list of affiliated persons of the public company in 2024 and transactions of affiliated persons of the Company:

1. The list of affiliated persons of the Company: (Appendix I attached)
2. Transactions between the Company and its affiliated persons or between the Company and its major shareholders, internal persons and affiliated persons: (Appendix II attached)
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
4. Transactions between the Company and other object:
 - 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 Board of Directors, members of the Board of Supervisors, Director (General Director) and other managers: No.

VIII. Share transactions of internal persons and their affiliated persons in 2024:

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 III attached)

2. Transactions of internal persons and affiliated persons with shares of the company: (Appendix IV attached)

IX. Other significant issues: No.

Recipients: ✓

- As above;
- Save account.

CHAIRMAN OF THE BOARD OF DIRECTORS



Nguyen Huu Toi

VIETNAM CONSTRUCTION JOINT STOCK COMPANY NO12

STOCK SYMBOL: V12

APPENDIX I-THE LIST OF AFFILIATED PERSONS OF THE PUBLIC COMPANY

(From 01/01/2024 To 31/12/2024)

| No. | Name of Organization/Individual | Position at the Company (if any) | Time of starting to be affiliated person | Time of ending to be affiliated person | Relationship with the Company |
|-----|---------------------------------|----------------------------------|--|--|-------------------------------|
| 1 | Trần Lê Huy | Deputy General Director | 01/03/2024 | | Appointed |
| 2 | Trần Thị Bút | | | | Mother |
| 3 | Trần Thị Thanh Thủy | | | | Wife |
| 4 | Trần Lê Sơn | | | | Son |
| 5 | Trần Lê Thanh Hải | | | | Son |
| 6 | Trần Quang Phát | | | | Sibling |
| 7 | Trần Quang Hiệu | | | | Sibling |
| 8 | Trần Quang Tứ | | | | Sibling |

VIETNAM CONSTRUCTION JOINT STOCK COMPANY NO12
STOCK SYMBOL: V12

APPENDIX II - TRANSACTION WITH RELATED PARTIES

(From 01/01/2024 To 31/12/2024)

| 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 |
|-----|--|---|---|--|---------------------------------------|--|--|------|
| 1 | VIETNAM Construction and Import-Export Joint Stock Corporation (Vinaconex) | Joint-venture, affiliate of internal persons | 0100105616 Date of issue 01/12/2006, Place of issue: HaNoi city Department of Planning and Investment | Vinaconex Building, no. 34 Lang Ha street, Dong Da Dist., Ha Noi | 2024 | Resolution No. 01/2024/NQ-ĐHĐCĐ, date 16/04/2024 of General Meeting of Shareholders 2024 | Dividend payables: 1.256.688.000; Sale of goods and services: 13.701.005; Buying goods and services: 289.567.168 | |
| 2 | VIWACO Joint Stock Company | VCG's subsidiary, affiliate of internal persons | 0101624050 Date of issue: 17/03/2005, Place of issue: HaNoi city Department of Planning and Investment | 1st Floor, Block 17T7 Trung Hoa-Nhan Chinh Urban Area, Nhan Chinh ward, Thanh Xuan Dist., Ha Noi | 2024 | Resolution No. 01/2024/NQ-ĐHĐCĐ ngày 16/04/2024 of General Meeting of Shareholders 2024 | Buying goods and services: 304.484.950 | |
| 3 | 504 - Vinaconex Construction Joint Stock Company | Joint-venture, affiliate of internal persons | 0600458867 Date of issue 01/09/2008, Place of issue: NamDinh city Department of Planning and Investment | no.100 Nguyen Hien Lane, Tran Dang Ninh ward, Nam Dinh city, Nam Dinh province | 2024 | Resolution No. 01/2024/NQ-ĐHĐCĐ ngày 16/04/2024 of General Meeting of Shareholders 2024 | Buying goods and services: 12.808.108.186 | |

CÔNG TY CỔ PHẦN XÂY DỰNG SỐ 12
MÃ CHỨNG KHOÁN: V12

**APPENDIX III-THE LIST OF INTERNAL PERSONS AND THEIR AFFILIATED PERSONS
 TO 31/12/2024**

| No. | Name | Position at the company (if any) | Number of shares owned at the end of the period | Percentage of share ownership at the end of the period (%) | Note |
|-----|-------------------------|---|---|--|----------|
| 1 | Nguyễn Hữu Tới | Chairman | 1.525.049 | 13,11 | |
| 2 | Nguyễn Hữu Ninh | | | | Sibling |
| 3 | Nguyễn Hữu Tấn | | | | Sibling |
| 4 | Nguyễn Thị Thái | | | | Sibling |
| 5 | Nguyễn Long Giang | | | | Sibling |
| 6 | Đình Thị Hằng | | 1.245.600 | 10,70 | Wife |
| 7 | Nguyễn Thị Thu Hà | | | | Daughter |
| 8 | Nguyễn Thị Nguyệt Minh | | | | Daughter |
| 9 | Lê Phùng Hoà | Member of Board of Directors (BOD), General Director | 2.310.000 | 19,85 | |
| 10 | Lê Phùng Tế | | | | Father |
| 11 | Lê Phùng Quang | | 120 | 0,001 | Sibling |
| 12 | Lê Quang Thắng | | | | Sibling |
| 13 | Lê Phùng Vinh | | | | Sibling |
| 14 | Dương Thị Thanh Toan | | | | Wife |
| 15 | Lê Phương Anh | | | | Daughter |
| 16 | Nguyễn Tiến Quân | Member of BOD, Deputy General | 0 | 0 | |
| 17 | Nguyễn Thị Bằng | | | | Mother |
| 18 | Nguyễn Thị Thùy Linh | | | | Wife |
| 19 | Nguyễn Minh Khôi | | | | Son |
| 20 | Nguyễn Minh Thư | | | | Daughter |
| 21 | Nguyễn Minh Khang | | | | Son |
| 22 | Nguyễn Mai Dương | Member of BOD | 0 | 0 | |
| 23 | Nguyễn Thị Hằng | | | | Wife |
| 24 | Nguyễn Nhật Minh | | | | Son |
| 25 | Nguyễn Ngọc Vân Nhi | | | | Daughter |
| 26 | Mai Thị Sâm | | | | Mother |
| 27 | Nguyễn Sơn Hải | | | | Sibling |
| 28 | Vũ Chí Dũng | Deputy General Director | 14.160 | 0,12 | |
| 29 | Võ Trường Giang | | | | Father |
| 30 | Vũ Ngọc Hùng | | | | Sibling |
| 31 | Vũ Thị Ngọc Anh | | | | Sibling |
| 32 | Triệu Thị Thu Hương | | | | Wife |
| 33 | Vũ Đức Mạnh | | | | Son |
| 34 | Vũ Khoa | | | | Son |
| 35 | Trần Lê Huy | Deputy General Director | 0 | 0 | |

| No. | Name | Position at the company (if any) | Number of shares owned at the end of the period | Percentage of share ownership at the end of the period (%) | Note |
|-----|---------------------|---------------------------------------|---|--|----------|
| 36 | Trần Thị Bút | | | | Mother |
| 37 | Trần Thị Thanh Thủy | | | | Wife |
| 38 | Trần Lê Sơn | | | | Son |
| 39 | Trần Lê Thanh Hải | | | | Son |
| 40 | Trần Quang Phát | | | | Sibling |
| 41 | Trần Quang Hiệu | | | | Sibling |
| 42 | Trần Quang Tứ | | | | Sibling |
| 43 | Vũ Nam Hà | Chief Accountant, Spokesman | 1.500 | 0,01 | |
| 44 | Vũ Xuân Tuyển | | | | Father |
| 45 | Trương Thị Miên | | | | Mother |
| 46 | Vũ Xuân Thi | | | | Sibling |
| 47 | Vũ Xuân Thư | | | | Sibling |
| 48 | Vũ Thị Thuý | | | | Sibling |
| 49 | Nguyễn Quỳnh Lâm | | | | Wife |
| 50 | Vũ Quốc Phong | | | | Son |
| 51 | Vũ Quỳnh Anh | | | | Daughter |
| 52 | Phạm Thị Minh Lý | Head of Board of Supervisors (BOS) | 1.000 | 0,01 | |
| 53 | Phạm Văn Quyên | | | | Father |
| 54 | Bùi Anh Tuấn | | | | Husband |
| 55 | Bùi Anh Dũng | | | | Son |
| 56 | Bùi Anh Trung | | | | Son |
| 57 | Phạm Minh Long | | | | Sibling |
| 58 | Phạm Minh Thành | | | | Sibling |
| 59 | Nguyễn Thị Hằng | Member of BOS | 22.500 | 0,19 | |
| 60 | Nguyễn Văn Bộ | | 11.500 | 0,10 | Father |
| 61 | Ngô Thị Mai | | | | Mother |
| 62 | Nguyễn Quang Trọng | | | | Husband |
| 63 | Nguyễn Quang Nhất | | | | Son |
| 64 | Nguyễn Quang Minh | | | | Son |
| 65 | Nguyễn Minh Hải | | | | Sibling |
| 66 | Ngô Anh Tú | Member of BOS | 0 | 0 | |
| 67 | Ngô Văn Tuấn | | | | Father |
| 68 | Phạm Thị Nghệ | | | | Mother |
| 69 | Nguyễn Ngọc Ánh | | | | Wife |
| 70 | Ngô Hoàng Minh | | | | Son |
| 71 | Ngô Mai Phương | | | | Sibling |

