

Appendix V

REPORT ON CORPORATE GOVERNANCE

(Issued together with Circular No. 96/2020/TT-BTC dated November 16, 2020 of the Minister

Ministry of Finance)

**VIET THAI ELECTRIC  
CABLE CORPORATION**

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - happiness**

No.: *AAA*/2025/BCQT-VT

Dong Nai, 21 January 2025

**REPORT**  
**REPORT ON CORPORATE GOVERNANCE**  
**(YEAR 2024)**

To:

- The State Securities Commission;
- The Stock Exchange.

- Name of company: VIET THAI ELECTRIC CABLE CORPORATION
- Address of headoffice: Bien Hoa 1 Industrial Park, Road No.1, An Binh Ward, Bien Hoa City, Dong Nai Province, Viet Nam.
- Telephone: 0867000530 Email: vt@vietthaicable.vn
- Charter capital: **78.999.890.000 VND**
- Stock symbol: **VTH**
- Governance 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.

**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
1	2024 Annual General Meeting of Shareholders	25/06/2024	<b>Through the content:</b> <ol style="list-style-type: none"><li>1. Report of the Board of Directors evaluating the company's management and operations in 2023 and operating plan for 2024.</li><li>2. Report of the Independent Board Member of the Audit Committee on 2023 operating results.</li></ol>

			3. Approve the audited 2023 Financial Statements. 4. Approve the 2023 profit distribution statement and 2024 business plan. 5. Approval of remuneration payments of the Board of Directors and Audit Committee in 2023 and payment plan for 2024. 6. Approval of authorizing the Board of Directors to select an auditing company for fiscal year 2024. 7. Thông qua sửa đổi, bổ sung điều lệ Công ty 8. Approve the election of members of the Board of Directors for the 2024-2029 term.
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**II. Board of Directors (Semiannual 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
1	Mr. Nguyen Duc Tuong	Chairman of the board of directors	25/06/2024	15/08/2024
2	Mr. Tran Van Hung	Chairman of the board of directors	15/08/2024	
	Mr. Tran Van Hung	Board member	25/06/2024	
3	Mr. Nguyen Hai Ho	Board member	25/06/2024	
4	Mr. Tran Minh Hiep	Independent board member	25/06/2024	
5	Mrs. Mai Phan Cam Tu	Board member	25/06/2024	

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. Nguyen Duc Tuong	5/5	100%	
2	Mr. Tran Van Hung	5/5	100%	
3	Mr. Nguyen Hai Ho	5/5	100%	
4	Mr. Tran Minh Hiep	5/5	100%	

5	Mrs. Mai Phan Cam Tu	5/5	100%	
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3. *Supervising the Board of Management by the Board of Directors:*

- In the first 6 months of 2024, due to the influence of the global economy, raw material prices fluctuate and increase suddenly, slowing down the purchasing power of the cable industry; Projects are starting to restart but not many yet. However, in the last 6 months of 2024, the purchasing power of electric cables began to recover and become more positive, the Company's production and business improved and production orders increased. The Board of Directors has closely directed the Executive Board, supported the Executive Board in terms of policies as well as output markets, in order to boost sales and bring the Viet Thai brand to be widely covered in the market, thereby creating trust in customers, increase sales for the Company as well as increase profits for shareholders.
- The Executive Board has regularly reported to the Board of Directors on the financial situation, production and business management and operations. By quickly exchanging and updating information, the Board of Directors always clearly grasps the Company's business situation and directs the company to operate effectively according to the set strategic direction.
- The Board of Directors has worked closely with the Audit Committee to inspect and grasp the Company's production and business situation. At all meetings of the Board of Directors, the Audit Committee is attended. Through that, the Board of Directors and the Audit Committee have the opportunity to exchange and receive constructive comments and suggestions from the Audit Committee. The Audit Committee's comments are recognized and are the basis for passing decisions of the Board of Directors to ensure that the Company's operations always comply with the Resolutions of the General Meeting of Shareholders as well as the Resolutions of the General Meeting of Shareholders. as prescribed by current Law.
- The Board of Directors always closely monitors and supports financial work, sales work, production work, etc., ensuring transparent and public management and ensuring the rights of the company's shareholders.

4. *Activities of the Board of Directors' subcommittees (If any):*

- Audit committee.

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

No.	Resolution/Decision No.	Date	Content	Approval rate
1	01/2024/NQ-HĐQT	22/01/2024	Report 2023 production results and approve 2024 production plan	100%
2	02/2024/NQ-HĐQT	22/01/2024	Approving the investment proposal for machinery and equipment for Giang Dien factory	100%
3	03/2024/NQ-HĐQT	22/01/2024	Approving the proposal Time to hold the 2024 shareholders' meeting & increase charter capital	100%
4	04/2024/NQ-HĐQT	22/01/2024	Appoint Secretary of the Board of Directors	100%

5	04A/2024/NQ-HĐQT	19/04/2024	Extension & Change of Time to Organize the 2024 Congress	100%
6	05/2024/NQ-ĐHĐCĐ	25/06/2024	Resolution of the 2024 Annual General Meeting of Shareholders	100%
7	06/2024/NQ-HĐQT	25/06/2024	Approving the reappointment of Chairman of the Board of Directors, dismissal of General Director Nguyen Duc Manh and appointment of General Director Mai Phan Cam Tu	100%
8	06A/2024/NQ-HĐQT	25/06/2024	Dismissed General Director Nguyen Duc Manh	100%
9	06B/2024/NQ-HĐQT	25/06/2024	Appointed General Director Mai Phan Cam Tu	100%
10	07/2024/NQ-HĐQT	01/07/2024	Assign tasks to members of the Board of Directors	100%
11	08/2024/NQ-HĐQT	16/07/2024	Approving the selection of auditing unit in 2024	100%
12	09/2024/NQ-HĐQT	25/07/2024	Through borrowing capital at Vietcombank - Ho Chi Minh City Branch	100%
13	09A/2024/NQ-HĐQT	10/08/2024	Approval of the project to rent a factory roof in Giang Dien Industrial Park to install a solar energy system	100%
14	10/2024/NQ-HĐQT	15/08/2024	Dismissed Chairman of the Board of Directors Nguyen Duc Tuong	100%
15	11/2024/NQ-HĐQT	15/08/2024	Appointed Chairman of the Board of Directors Tran Van Hung	100%
16	12/2024/NQ-HĐQT	26/09/2024	Through borrowing capital at Vietcombank - Ho Chi Minh City Branch	100%
17	13/2024/NQ-HĐQT	19/10/2024	Removal of Chief Accountant Dam Phu Quoc	100%
18	14/2024/NQ-HĐQT	19/10/2024	Appoint Chief Accountant Bach Thi Minh Thu	100%
19	15/2024/NQ-HĐQT	04/11/2024	Through investment in machinery and equipment using financial leasing	100%

### 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	Mr. Tran Minh Hiep	Chairman of the Audit Committee	Appointed on June 25, 2024	Master

#### 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
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1	Mr. Tran Minh Hiep	1	100%	100%	
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3. *Supervising Board of Directors, Board of Management and shareholders by Board of Supervisors or Audit Committee:*

- The Audit Committee has reviewed and monitored the Company's financial situation and production and business activities on a quarterly basis. The Board of Directors' activities comply with the provisions of Law, the Company's Charter, and Financial Regulations. The Board of General Directors has been implementing the Resolutions of the General Meeting of Shareholders and the Decisions of the Board of Directors.

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

- The Audit Committee has closely coordinated with the Board of Directors and the Board of General Directors in inspection and supervision activities but still maintains its independence in performing the functions and tasks specified in Enterprise Law and Company Charter. The Audit Committee is always supported, facilitated and coordinated by the Board of Directors, Board of General Directors and functional departments of the Company during its work.

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

- Do not have.

#### **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 /
1	Mrs Mai Phan Cam Tu	19/09/1995	Master	Appointed General Director position on June 25, 2024

#### **V. Chief Accountant**

No.	Name	Date of birth	Qualification	Date of appointment/ dismissal
1	Mr Dam Phu Quoc	14/08/1982	Bachelor of Economics	Appointed on May 4, 2022
2	Mrs Bach Thi Minh Thu	29/08/1983	Bachelor	Appointed on October 22, 2024

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

*Training courses on corporate governance were involved by members of Board of Directors, the Board of Supervisors, Director (General Director), other managers and secretaries in accordance with regulations on corporate governance: Members of the Board of Directors, Supervisory Board, General Director and Company Secretary have all participated in corporate governance training courses according to regulations.*

#### **VII. The list of affiliated persons of the public company (Semi-annual report/annual report) and transactions of affiliated persons of the Company)**

1. *The list of affiliated persons of the Company: See attached appendix.*

*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 organisations).*

2. *Transactions between the Company and its affiliated persons or between the Company and its major shareholders, internal persons and affiliated persons. Do not have*

*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 organisations).*

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. Do not have*

4. *Transactions between the Company and other objects: Do not have*

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).*

- Duc Tuong Group Joint Stock Company.

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). Do not have*

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. Do not have*

**VIII. Other significant issues: Do not have.**

**Recipients:**

- VSD;
- HNX;
- Lưu: VT

**CHAIRMAN OF THE BOARD OF DIRECTORS**

*(Sign, full name and seal)*



**TRẦN VĂN HÙNG**

VII. The list of affiliated persons of the public company (Semi-annual report/annual report) and transactions of affiliated persons of the company):

1. The list of affiliated persons of the company:

No.	Name of internal person and related person	Position/Relationship	Address	ID number, Date of issue	Number of shares owned by the individual/representative	Percentage of shares held(%)	Date of appointment	Dismissal date	Phone and Fax
1	2	3	4	5	6	7	8	9	10
2	Tran Van Hung	Chairman of the board of directors	No. 8, Road B23, Residential Area 91B, An Khanh Ward, Ninh Kieu District, City. Can Tho	issued on May 26, 2022 at the Social Order Management Police Department	1.900.000	24.05%	15/08/2024		
2	Nguyen Duc Tuong	Board member	KP3, An Thoi, Phu Quoc, Kien Giang	issued on August 11, 2021 at the Social Order Management Police Department	0	0%	25/06/2024	15/08/2024	
3	Nguyen Hai Ho	Board member	17.02B Hung Vuong Plaza Building, 126 Hong Bang, Ward 12, District 5, Ho Chi Minh City	issued on February 26, 2022 at the Social Order Management Police Department	1.000.000	12.66%	25/06/24		
4	Tran Minh Hiep	Independent member of the Board of	635/35 National Highway 13, Hiep Binh Phuoc Ward, Thu Duc	issued on July 26, 2016 at the Social	0	0%	25/06/2024		

		Directors and Chairman of the Audit Committee	City, Ho Chi Minh City	Order Management Police Department					
5	Mai Phan Cam Tu	Member of the Board of Directors - General Director	173/TK Bao Thuan, Ba Tri, Ben Tre	issued on June 5, 2022 at the Police Department of Administrative Management of Social Order	0	0%	25/06/2024		
6	Bach Thi Minh Thu	Chief Accountant	61A, Group 10B, KP12, An Binh Ward, Bien Hoa City, Dong Nai Province	issued on April 25, 2022 at the Police Department of Administrative Management of Social Order	0	0%	22/10/2024		

**VIII. Share transactions of internal persons and their affiliated persons (Semi-annual report/annual report):**

**1. Share transactions of internal persons and their affiliated persons with shares of the company:**

No.	Name of internal person and related person	Position/Relationship	Address	ID number, Date of issue	Number of shares owned by the individual/representative	Percentage of shares held(%)	Date of appointment	Dismissal date	Phone and Fax
1	2	3	4	5	6	7	8	9	10



A. Board of Directors:							
I	Tran Van Hung	Chairman of the Board of Directors	No. 8, Street B23, Residential Area 91B, An Khanh Ward, Ninh Kieu District, City. Can Tho	issued on May 26, 2022 at the Social Order Management Police Department	1.900.000	24.05%	15/08/2024
II	Nguyen Duc Tuong	Board member	KP3, An Thoi, Phu Quoc, Kien Giang	issued on August 11, 2021 at the Social Order Management Police Department	0	0%	25/06/2024
1	Phan Thi Hiep	Wife	KP3, An Thoi, Phu Quoc, Kien Giang		0	0%	
2	Nguyen Duc Manh	Child	16/11A Quarter 1, Phu Thuan Ward, District 7, Ho Chi Minh City	issued on July 29, 2019 at the Police Department of Administrative Management of Social Order	0	0%	
3	Ngueyn Duc Khang	Child	KP3, An Thoi, Phu Quoc, Kien Giang		0	0%	
4	Nguyen Duc Vuong	Younger brother	KP3, An Thoi, Phu Quoc, Kien Giang		0	0%	
5	Nguyen Thi Quy	Younger sister	KP3, An Thoi, Phu Quoc, Kien Giang		0	0%	

III	Tran Minh Hiep	Independent member of the Board of Directors and Chairman of the Audit Committee	Kien Giang 635/35 National Highway 13, Hiep Binh Phuoc Ward, Thu Duc City, Ho Chi Minh City	issued on July 26, 2016 at the Social Order Management Police Department	0	0 %	25/06/2024	
IV	Nguyen Hai Ho	Board member	17.02B Hung Vuong Plaza Building, 126 Hong Bang, Ward 12, District 5, Ho Chi Minh City	issued on February 26, 2022 at the Social Order Management Police Department	1.000.000	12.66%	25/06/2024	
	Tran Tu Thanh	Wife	17.02B Hung Vuong Plaza Building, 126 Hong Bang, Ward 12, District 5, Ho Chi Minh City		0	0%		
	Nguyen Minh Nhut	Child	17.02B Hung Vuong Plaza Building, 126 Hong Bang, Ward 12, District 5, Ho Chi Minh City		0	0%		
	Nguyen Tran Minh Chau	Child	17.02B Hung Vuong Plaza Building, 126 Hong Bang, Ward 12, District 5, Ho Chi Minh City		0	0%		
	Nguyen Minh Dung	Father	17.02B Hung Vuong Plaza Building, 126 Hong Bang, Ward 12, District 5, Ho Chi Minh City		0	0%		

	Nguyen Thi Tran	Mother	17.02B Hung Vuong Plaza Building, 126 Hong Bang, Ward 12, District 5, Ho Chi Minh City		0	0%		
	Nguyen Ho Hai	Younger brother	17.02B Hung Vuong Plaza Building, 126 Hong Bang, Ward 12, District 5, Ho Chi Minh City		0	0%		
	Nguyen Thi Hong Thuy	Younger sister	17.02B Hung Vuong Plaza Building, 126 Hong Bang, Ward 12, District 5, Ho Chi Minh City		0	0%		
<b>V</b>	<b>Mai Phan Cam Tu</b>	Members of the Board of Directors check the General Director	173/TK Bao Thuan, Ba Tri, Ben Tre	issued on June 5, 2022 at the Police Department of Administrative Management of Social Order	0	0%	25/06/2024	
<b>B. Board of General Directors</b>								
<b>I</b>	<b>Mai Phan Cam Tu</b>	General Director	173/TK Bao Thuan, Ba Tri, Ben Tre	issued on June 5, 2022 at the Police Department of Administrative Management of Social Order	0	0%	25/06/2024	
<b>1</b>	<b>Mai Van Dung</b>	Father	173/TK Bao Thuan, Ba Tri, Ben Tre		0	0%		

2	Phan Thi Thi	Mother	173/TK Bao Thuan, Ba Tri, Ben Tre	0	0%	
3	Mai Phan Le Thu	Older sister	173/TK Bao Thuan, Ba Tri, Ben Tre	0	0%	
4	Mai Phan Anh Thanh	Older brother	173/TK Bao Thuan, Ba Tri, Ben Tre	0	0%	

**C. Audit Committee**

II	Tran Minh Hiep	Chairman of the Audit Committee	635/35 National Highway 13, Hiep Binh Phuoc Ward, Thu Duc City, Ho Chi Minh City	0	0%	25/06/2024
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**D. Chief accountant**

I	Bach Thi Minh Thu	Chief accountant	61A, Group 10B, KP12, An Binh Ward, Bien Hoa City, Dong Nai Province	0	0%	22/10/2024
1	Le Tien Duc	Husband	61A, Group 10B, KP12, An Binh Ward, Bien Hoa City, Dong Nai Province			
2	Le Bach Quynh Nhu	Child	61A, Group 10B, KP12, An Binh Ward, Bien Hoa City, Dong Nai Province			
3	Le Tien Khoi	Child	61A, Group 10B, KP12, An Binh Ward, Bien Hoa City, Dong Nai Province			

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

- May 29, 2024, Mr. Nguyen Duc Tuong - Chairman of the Board of Directors sold 1,000,000 shares of VTH
- May 29, 2024, Mr. Nguyen Hai Ho - Member of the Board of Directors bought 1,000,000 shares of VTH
- July 22, 2024, Mr. Nguyen Duc Manh - sold 1,300,000 shares of VTH
- July 22, 2024, Mr. Nguyen Tran Anh Tu - bought 910,000 shares of VTH
- August 1, 2024, Mr. Nguyen Duc Manh - sold 1,281,750 shares of VTH
- August 1, 2024, Mr. Tran Cao Cuong bought 891,750 shares of VTH
- August 9, 2024, Mr. Nguyen Duc Tuong - Member of the Board of Directors sold 2,619,969 shares of VTH
- August 9, 2024, Mr. Tran Van Hung - Chairman of the Board of Directors bought 1,900,000 shares of VTH
- August 9, 2024, Mr. Tran Cao Cuong bought 600,000 shares of VTH

