

ICAPITAL INVESTMENT JOINT STOCK COMPANY

Address: Gelex Tower Building, No. 52 Le Dai Hanh, Le Dai Hanh Ward, Hai Ba Trung District, Hanoi City

Tel: +84-942092662

Fax:

Email: info@icap.vn

Website: www.ptic.vn

No.: **06**/TB-iCap

Hanoi, **22** January 2025

INFORMATION DISCLOSURE ON ELECTRONIC PORTAL OF THE STATE SECURITIES COMMISSION AND HCMC STOCK EXCHANGE

To: The State Securities Commission;
Ho Chi Minh City Stock Exchange

Name of the Company : ICAPITAL INVESTMENT JOINT STOCK COMPANY

Symbol Code : PTC

Address : Gelex Tower, 52 Le Dai Hanh, Le Dai Hanh Ward, Hai Ba Trung
District, Hanoi

Telephone Number : 0942092662

Fax:

Type of Information: ☐ 24h ☐ 72h ☐ Irregular ☐ On demand
* Periodic

Information to disclose:

iCapital Investment Joint Stock Company announces Document No 04/BC-iCapital regarding: Report on Corporate Governance for 2024.

The information has been published on the official website of ICAPITAL Investment Joint Stock Company at the following link: <http://www.ptic.vn> in the "Investor Relations" section.

Best regards./.

Recipient:

- As above;
- Archived: Administrative Office, Board of Directors' Records, Public Disclosure



General Director

Nguyen Thanh Cong

**ICAPITAL INVESTMENT JOINT STOCK COMPANY**

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Hai Ba Trung District, Hanoi

Tel: 0942092662 Email: info@icap.vn http://ptic.vn

No: *04* /BC-iCapital

Ha Noi, 22 January, 2025

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



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

- Name of company : iCapital Investment Joint Stock Company
- Address : Room 1006 Floor 10 Gelex Tower Building, No. 52 Le Dai Hanh, Le Dai Hanh Ward, Hai Ba Trung District, Hanoi
- Tel : 0942092662 Email: info@icap.vn http://ptic.vn
- Charter capital : 323,073,240,000 VND
- Stock symbol: : PTC
- Governance model :
 - General Meeting of Shareholders, Board of Directors, General Director, and Audit Committee under the Board of Directors.
 - The implementation of internal audit: Already implemented:

I. Activities of the General Meeting of Shareholders

No	Resolution No.	Date	Content
1	Resolution of the Annual General Meeting of Shareholders 2024 No: 01/NQ-PTC-ĐHDCĐ	28/04/2024	<ol style="list-style-type: none">1. Approving the Report of the Board of Directors on the performance results for 2023 and the orientations for 2024.2. Approving the Report of the Director on the business performance for 2023 and the business plan for 2024.3. Approving the Report of the Audit Committee.4. Approving the 2023 Financial Statements audited by A&C Auditing and Consulting Co., Ltd.5. Approving the proposal to select an independent audit firm to audit the Financial Statements 2024.6. Approving the proposal for the remuneration plan for the Board of Directors, the Audit Committee, and the Secretary.

			7. Approving the report on the investment in Huong Linh 8 Wind Power Joint Stock Company. 8. Approving the dismissal of Mr. Nguyen Tuan Anh as a member of the Board of Directors.
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II. Board of Directors (Report on Corporate Governance 2024)

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

No.	Name	Position	Start/End Date of Tenure	Number of BOD Meetings Attended	Attendance rate	Notes
1	Vo Anh Linh	Member	27/4/2023	7/7	100%	
2	Nguyen Thanh Cong	Member	17/2/2022	7/7	100%	
3	Nguyen Tuan Anh	Independent Member	17/2/2022	5/5	100%	Resigned on 28/04/2024
4	Pham Vinh Phu	Member	17/2/2022	7/7	100%	
5	Hoang The Vinh	Independent Member	25/4/2022	7/7	100%	

2. Oversight Activities of the Board of Directors (BOD) for the Director:

The BOD's oversight and guidance of the Executive Board are carried out in accordance with the Charter of Organization and Operations and the BOD's Operating Regulations.

Participation in executive meetings of the Director to provide timely directives.

3. Activities of the Committees under the Board of Directors:

The Audit Committee has fully participated in the BOD meetings and performed all functions as stipulated in the Corporate Governance Regulations.

4. Resolutions of the Board of Directors:

No.	Resolution		Resolution Content	Approval Rate
	Date	Resolution Number		

1	09/01/24	01/NQ-HĐQT	Approval of opinions on the public tender offer for iCapital Investment JSC shares by Mr. Vo Anh Linh after amendments to the tender registration dossier	100%
2	26/01/24	02/NQ-HĐQT	Reduction of ownership stake in Huong Linh 8 Wind Power JSC	100%
3	29/01/24	03/NQ-HĐQT	Investment in shares of Nam Mu Hydropower JSC	100%
4	29/02/24	04/NQ-HĐQT	Finalization of the record date to compile the list of shareholders attending the 2024 Annual General Meeting of Shareholders	100%
5	04/04/24	05/NQ-HĐQT	Approval of time, venue, and draft documents for the Annual General Meeting of Shareholders 2024	100%
6	28/04/24	01/NQ-PTC-ĐHĐCĐ	Resolution of the Annual General Meeting of Shareholders 2024	
7	04/07/24	06/NQ-HĐQT	Approval of the selection of an auditing firm for the financial statements 2024	100%
8	30/12/24	07/NQ-HĐQT	Approval of the contents of the Board of Directors meeting Quarter IV/2024	100%

III. Audit Committee (Report on Corporate Governance 2024)

1. Information on Audit Committee Members:

No.	Name	Position	Date of Birth	Professional Qualification	Appointment Date	Notes
1	Nguyen Tuan Anh	Chairman of Audit Committee	19/5/1997	Bachelor of Financial Investment Analysis	23/02/2022	Resigned on 28/04/2024
2	Pham Vinh Phu	Member of Audit Committee	2/6/1992	Bachelor of Financial Investment Analysis	23/2/2022	

2. Meeting of the Audit Committee:

No.	Member of BOD	Meetings Attended	Attendance Rate	Voting Rate	Reason for Absence
1	Nguyen Tuan Anh	1	1/1	100%	
2	Pham Vinh Phu	2	2/2	100%	

3. Monitoring Activities of the Audit Committee regarding the Board of Directors, Executive Board, and Shareholders:
 - The activities of the Audit Committee comply with the operating regulations that have been issued, legal provisions, and international practices, tailored to the Company's needs and actual situation.
 - The tasks performed by the Board of Directors during the year have focused on the resolutions of the General Meeting of Shareholders and adhered to the Company's charter and governance regulations.
 - The Director has diligently implemented the resolutions of the General Meeting of Shareholders/Board of Directors and carried out their duties in accordance with legal regulations and the company's charter.
4. Coordination of Activities Between the Audit Committee, the Board of Directors, the Executive Board, and Other Management Personnel:
 - The Board of Directors has assigned Mr. Nguyen Tuan Anh and Mr. Pham Vinh Phu, members of the Board of Directors, to oversee the Audit Committee. As a result, the Audit Committee always receives timely guidance and direction to operate effectively and comprehensively.
 - The Audit Committee has closely coordinated with the Board of Directors, the Director, and other functional departments in the audit activities while maintaining its independence in carrying out its duties and responsibilities. The Audit Committee is provided with all necessary documents, records, minutes of Board meetings, and relevant materials from other departments related to its work.
5. Other Activities of the Audit Committee (if any):

IV. Executive Board:

No.	Name	Position	Date of Birth	Professional Qualification	Appointment Date	Notes
1	Nguyen Thanh Cong	Director	2/3/1994	Bachelor of Financial Investment Analysis	23/2/2022	

V. Chief Accountant

No.	Name	Position	Date of Birth	Professional Qualification	Appointment Date	Notes
1	Tran Thi Len	Chief Accountant	29/8/1984	Bachelor of Finance and Banking	1/11/2015	

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: None

VII. The list of affiliated persons of the public company and transactions of affiliated persons of the company

1. The list of affiliated persons of the company: (see attached Appendix 01 + 02)
2. Transactions between the company and its affiliated persons; or between the company and its major shareholders, internal persons, and affiliated persons:

Name of organization	Relationship with the company	Business registration No.	Head office address	Time of transaction with the company	Resolution number, decision of the General Meeting of Shareholders/Board of Directors	Details, quantity, and total value	Total amount (VND)
Song Da Yaly Cement JSC.	Two companies with the same key management personnel	5900305243	Village 9, Nghia Hung Commune, Chupah District, Gia Lai Province	2024	Resolution No. 107/NQ-HĐQT dated August 21, 2019, on the extension of loan terms for SDY	Loan Interest Payable by SDY to PTC in 2024	181,875,000
						Principal and Interest Repayment by SDY in 2024	1,300,000,000

3. Transactions between the company and its affiliated persons or between the company and its major shareholders, internal persons, and affiliated persons: No transactions.

4. Transactions between the company and other entities

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 Director in three (03) latest years (calculated at the time of reporting).

Other related entities	Relationship
Song Da Yaly Cement JSC.	Company with the same key management members

Year-to-Date Accumulated (VND)

Song Da Yaly Cement JSC.	<u>This year</u>
Collection of Loan Principal	900,000,000
Collection of Loan Interest	400,000,000
Accrued Interest receivable	181,875,000

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 DIRECTOR): 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.

V. Share transactions of internal persons and their affiliated persons:

1. The list of internal persons and their affiliated persons: (attached appendix).
2. Transactions of internal persons and affiliated persons with shares of the company:

No.	Transaction executor	Position	Relationship with internal persons	No. of shares owned at the beginning of the period		No. of shares owned at the end of the period		Reason for increase/decrease	Notes
				No. of shares	Ownership rate	No. of shares	Ownership rate		
1	Vo Anh Linh	Chairman of the Board		11,494,680	15.17%	11,494,680	35.58%	Tender Offer	
2	Pham Thi Thu Ha		Wife of the Chairman of the Board	2,900,000	8.98%	2,900,000	8.98%		

3. Other transactions:

None.

VII. Other significant issues:

None.

Recipients:

- As above
- Archived: Administrative Office, Board of Directors' Records, Public Disclosure

**CHAIRMAN OF THE BOARD
OF DIRECTORS**

(Sign, full name and seal)

Chairman



Mr. Vo Anh Linh

APPENDIX 01 – LIST OF INTERNAL PERSONS AND OTHER RELATED PARTIES OF THE COMPANY
(Attached to Corporate Governance Report No:/BC-iCapital dated 22 / 1/2025)

No.	Name of organization, individual	Securities trading account	Position in the company	ID, Business registration No., Issue Date, Place of Issue	Address	Date of Becoming a Related Party	Date of Ceasing to be a Related Party	Reason
1	Vo Anh Linh		Chairman of the Board of Directors			27/04/2023		
2	Nguyen Thanh Cong		Director, Member of the Board of Director			17/2/2022		
3	Nguyen Tuan Anh		Member of the Board of Directors, Chairman of the Supervisory Board			17/2/2022		
4	Hoang The Vinh		Member of the Board of Directors			25/4/2022		

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Information cut-off date

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1.11	Võ Tường Vy				ID				Hà Nội		0	0,00%				
1.12	Võ Tường Vân				ID						0	0,00%				
1.13	Võ Anh Kiên				ID						0	0,00%				
1.14	Võ Tuấn Kiệt				ID						-	0,00%				
1.15	iCAPITAL Ltd.				Business registration No.	Related person			Hanoi Department of Planning and Investment		0	0,00%				
1.16	Huong Linh 7 Wind Power JSC				Business registration No.	Related person			Quang Tri Department of Planning and Investment		0	0,00%				
1.17	Huong Linh 8 Wind Power JSC				Business registration No.	Related person			Quang Tri Department of Planning and Investment		0	0,00%				
2	Nguyễn Thành Công			General Director, BOD	ID				Hà Nội		0	0%	17/02/2022			
2.1	Phan Thị Bảy				ID	Mother			Thái Bình		0	0%				
2.2	Nguyễn Thị Thù				ID	Sister			Thái Bình		0	0%				
2.3	Bùi Duy Suốt				ID	Brother-in-law			Thái Bình		0	0%				

2,5	Nguyễn Bá Cường				Brother	ID			Thái Bình		0	0%				
2,6	Phạm Thị Hòa				Sister-in-law	ID			Thái Bình		0	0%				
2,7	Nguyễn Bá Cường				Brother	ID			Thái Bình		0	0%				
2,8	Trần Thị Huệ				Sister-in-law	ID			Thái Bình		0	0%				
2,9	Nguyễn Bá Chương				Brother	ID			Thái Bình		0	0%				
2,1	Bùi Thị Quy				Sister-in-law	ID			Thái Bình		0	0%				
2,1	Nguyễn Bá Chủ				Brother	ID			Thái Bình		0	0%				
2,1	Hoàng Thị Nguyệt				Sister-in-law	ID			Thái Bình		0	0%				
2,1	Nguyễn Bá Chuẩn				Brother	ID			Thái Bình		0	0%				
2,1	Trần Thị Sen				Sister-in-law	ID			Thái Bình		0	0%				
2,2	iCAPITAL Ltd.				General Director	Business registration No.			Hanoi Department of Planning and Investment		0	0%				
2,2	Đoàn Thu Trà My				Wife	ID			Department of Police for Residence Registration and National Population Database Management		0	0%				

2,2	Đoàn Quang Hòa				Father-in-law	ID				Department of Police for Residence Registration and National Population Database Management	0	0%				
2,2	Nguyễn Thu Hằng				Mother-in-law	ID				Department of Police for Residence Registration and National Population Database Management	0	0%				
3	Phạm Vĩnh Phú			BOD, Member of the Audit Committee		ID				Hà Nam	0	0%	17/02/2022			
3,1	Phạm Văn Vĩnh				Father	ID				Hà Nam	0	0%				
3,2	Nguyễn Thủy Hằng				Mother	ID				Hà Nam	0	0%				
3,3	Phạm Thanh Hòa				Sister	ID				Department of Police for Residence Registration and National Population Database Management	0	0%				
3,4	Trần Thị Hiền				Wife	ID				Hà Nam	0	0%				
3,5	Trần Bình Thiện				Father-in-law	ID				Department of Police for Administrative Management of Social Order	0	0%				
3,6	Trần Thị Điện				Mother-in-law	ID				Department of Police for Administrative Management of Social Order	0	0%				

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3,7	Trần Bình Hoàng				ID					0	0%				
3,8	Nguyễn Văn Đức				Brother-in-law					0	0%				
4	Nguyễn Tuấn Anh			Independent Board member, Member of the Audit Committee						0	0%	17/02/2022	28/04/2024		
4,1	Nguyễn Thị Bích Hải				Mother					0	0%				
4,2	Nguyễn Quý Cao				Father					0	0%				
4,5	Nguyễn Hạnh Lê				Sister					0	0%				
4,6	Nguyễn Thành Trung				Brother-in-law					0	0%				
5	Hoàng Thế Vinh			Independent Board member						0	0%	25/04/2022			
5,1	Phan Thị Lệ Hòa				Mother					0	0%				
5,2	Nguyễn Thị Đào				Wife					0	0%				
5,3	Hoàng Phương Linh				Child					0	0%				
5,4	Hoàng Phương Thảo				Child					0	0%				

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