

An Duong Thao Dien Real Estate Trading
Investment Joint Stock Company

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Số: 210135 / BCQT-ADTD

HCMC, January 24, 2025

REPORT ON CORPORATE GOVERNANCE
(The annual report year 2024)

To:

- The State Securities Commission of Vietnam;
- The Ho Chi Minh Stock Exchange.

- Name of company: **AN DUONG THAO DIEN REAL ESTATE TRADING INVESTMENT JOINT STOCK COMPANY**
- Address of headoffice: **2 Ngo Duc Ke Street, Ben Nghe Ward, District 1, Ho Chi Minh City**
- Telephone: **028 6275 4816** Fax: Email: **info@adtdgroup.com**
- Charter capital: **1.013.501.000.000 VND**
- Stock symbol: **HAR**
- 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

I. Activities of the General Meeting of Shareholders (The annual report year 2024):

Information on meetings, resolutions and decisions of the General Meeting of Shareholders (including the resolutions of the General Meeting of Shareholders approved through written consultations).

In 2024, An Duong Thao Dien Real Estate Investment and Trading Joint Stock Company held the Annual General Meeting of Shareholders for the fiscal year 2024 on June 22, 2024. The General Meeting of Shareholders unanimously approved the contents of the Resolution as follows:

No.	Resolution/Decision No.	Date	Content
1	22062024/NQ-BHDCGD	22/06/2024	<ul style="list-style-type: none"> - Approval of the Operation Report of the Board of Directors in 2023. - Approval the Operation Report of the Audit Committee in 2023. - Approval the Operation Report of the Independent Board of Supervisors. - Approval of the Report of the Board of Management about Manufacturing and business activity in 2023 and Operation plan in 2024. - Approval of the 2023 financial statements audited by Hanoi Branch - Uhy Auditing And Consulting Company Limited. - Approval of the business performance and profit distribution in 2023. - Approval Manufacturing and business plan in 2024. - Approval of the remuneration of the Board of Directors in 2024. - Approval of the Statement of selecting The Audited in 2024.

II. Board of Directors (The annual report year 2024):

1. Information about the Members of the Board of Directors:

No.	The Board of Directors' members	Position	The date becoming/ceasing to be the member of the Board of Directors	
			Date of appointment	Date of dismissal

1	Mr. Nguyen Gia Bao	Chairman of the Board of Directors	14/06/2022	
2	Mr. Nguyen Nhan Bao	Non-executive member of the Board of Directors	14/06/2022	
3	Mrs. Ngo To Giao	Member of the Board of Directors & General Director	14/06/2022	
4	Mr. Bui Duc Nhan	Non-executive member of the Board of Directors	14/06/2022	
5	Mrs. Le Thi Thu Hien	Independent member of the Board of Directors	14/06/2022	

2. Meetings of the Board of Directors:

No.	The Board of Director' member	Number of Meetings attended of the Board of Directors	Attendance rate	Reasons for absence
1	Mr. Nguyen Gia Bao	7/7	100%	
2	Mr. Nguyen Nhan Bao	7/7	100%	
3	Mrs. Ngo To Giao	7/7	100%	
4	Mr. Bui Duc Nhan	7/7	100%	
5	Mrs. Le Thi Thu Hien	7/7	100%	

In 2024, the Board of Directors held 07 meetings convened by the Chairman of the Board of Directors, with the participation of the Board of Management to compare, discuss, and decide on matters within the Board of Directors' scope of responsibility, promptly issuing 07 Resolutions for implementation by the Board of Management:

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

Based on the the Company's Charter, Internal Regulations on Corporate Governance, the Board of Directors has regularly monitored the implementation of the Resolutions, Decisions of the General Meeting of Shareholders and the Board of Directors, supervised the activities of the General Director.

The BOD has directed the Board of Management on the following key matters:

- Developing the 2024 business plan presented to the 2024 Annual General Meeting of Shareholders.
 - Implementing the targets and plans set by the the General Meeting of Shareholders and the Board of Directors.
 - Regularly reviewing and evaluating the implementation of the business plan and economic targets to provide timely guidance to the Board of Management in ensuring the resources needed for the Company's operations.
 - Other issues under the competence, etc.
4. Activities of the Board of Directors' subcommittees (if any):
- *Audit Subcommittee:
- Supervising the application of accounting standards in the preparation of financial statements.
 - Assessing the accuracy and completeness of financial information before disclosure.
 - Carrying out other tasks related to the audit function within the company as assigned by the Board of Directors.

5. Resolutions/ Decisions of the Board of Directors (annual report): *The annual report year 2024*

No.	Resolution/ Decision No.	Date	Content	Approval rate
1	29032024/NQ-HDQT	29/03/2024	Re: Extension of the organization of the General Meeting of Shareholders in 2024.	100%
2	29042024/NQ-HDQT	29/04/2024	Re: Finalization of the shareholder list for organizing the 2024 Annual General Meeting of Shareholders	100%
3	29052024/NQ-HDQT	29/05/2024	Re: Organization of the 2024 Annual General Meeting of Shareholders and approval of meeting documents	100%
4	26062024/NQ-HDQT	26/06/2024	Re: Selection of the service provider for reviewing the semi-annual financial statements and auditing the 2024 financial statements	100%
5	22072024/NQ-HDQT	22/07/2024	Re: Approval of the semi-annual corporate governance report year 2024	100%
6	221024/NQ-HDQT	22/10/2024	Re: Termination of the audit service contract No. 27/2024/UHYHN-HDKT signed on 26/6/2024	100%
7	181124/NQ-HDQT	22/11/2024	Re: Selection of the audit firm for the financial statements for the fiscal year 31/12/2024	100%

III. Audit Committee (Annual report year 2024):

1. Information about members of Audit Committee:

No.	Members of Audit Committee	Position	The date becoming/ceasing to be the member of Audit Committee	Qualification
1	Mrs. Le Thi Thu Hien	Head of Audit Committee	Appointed under Resolution No. 140722/NQ-HDQT dated 14/07/2022	Bachelor of Accounting
2	Mr. Bui Duc Nhan	Member of Audit Committee	Appointed under Resolution No. 140722/NQ-HDQT dated 14/07/2022	Master of Business Administration

2. Meetings of Audit Committee

No.	Members of Audit Committee	Number of meetings attended	Attendance rate	Voting rate	Reasons for absence
1	Mrs. Le Thi Thu Hien	2/2	100%	100%	
2	Mr. Bui Duc Nhan	2/2	100%	100%	

3. Supervising Board of Directors, Board of Management and shareholders by Audit Committee:

The activities of the Audit Committee adhering to the Company's Charter, regulations, and provisions established by the Board of Directors (BoD) and the operational regulations of the Audit Committee contribute to assisting the BOD in fulfilling its responsibilities during the period:

The Audit Committee reviewed and selected the audit firm for the 2024 financial statements; participated in direct meetings with the Board of Management to discuss relevant issues of the Company.

- Supervised quarterly, semi-annual, and annual financial statements before presented by the Board of Management to the Board of Directors.
- Reviewed and assessed related-party transactions that could potentially lead to conflicts of interest.
- Monitored the effectiveness of the Company's internal supervising activities to prevent fraud, manage risks, and ensure compliance with the Company's Charter, internal regulations, and applicable laws.

- Ensured the effective functioning of the Company's internal audit activities.
- Evaluated, proposed, and executed the 2024 audit plan of the independent audit firm.

The Board of Directors effectively performed its role in maintaining operations, organizing meetings, and passing resolutions in accordance with the law and the Company's Charter. Member of the Board of Directors participated fully in direct and online meetings and regularly supervised the Company's activities to ensure that the Board of Management operated in compliance with the Company's policies and regulations.

An Duong Thao Dien Real Estate Investment and Trading Joint Stock Company's Board of Directors consists of 05 members. Within it, 01 independent member, 03 non-executive members, and 02 executive members. The Head of the Audit Committee is an independent member of the Board of Directors, while all members of the Audit Committee are non-executive members of the Board of Directors. No member of the Board of Directors holds a membership position in the Board of Directors in more than 05 other companies.

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

The Board of Directors, Board of Management, operating in a spirit of cooperation and in compliance with legal regulations, have not encountered any conflicts in governance, management, or supervision.

The Audit Committee has received support from the Board of Directors and the Board of Management during the execution of its duties in 2024.

5. Other activities of the Audit Committee (if any):

None

IV. Board of Management

No.	Members of Board of Management	Position	Date of birth	Qualification	Date of appointment/ dismissal of members of the Board of Management /
1	Mrs. Ngo To Giao	General Director	02/10/1972	- Master's Degree in Construction from Zaporozhye University. - Doctorate Degree from Institute for International Economic and Political Studies, Russian Academy of Sciences.	Appointed under Resolution No. 300922/NQ-HDQT dated 30/09/2022.

V. Chief Accountant

Name	Date of birth	Qualification	Date of appointment/ dismissal
Ms. Le Thi Ngoc Anh	15/05/1987	Bachelor of Financial Accounting	Appointed under the Resolution of the Board of Directors dated 06/08/2019

VI. Training courses on corporate governance:

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

In 2024, members of the Board of Directors participated in the following corporate governance training courses:

No.	Name	Position	NAME OF TRAINING COURSE	TRAINING ORGANIZATION
01	NGO TO GIAO	Member of the Board of Directors & General Director	Certificate of Orientation Program for Board of Directors	Vietnam Institute of Directors (VIOD)

VII. The list of affiliated persons of the public company (Annual report) and transactions of affiliated persons of the Company (The annual report year 2024):

1. The list of affiliated persons of the Company:

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
1	Mr. Nguyen Gia Bao		Chairman of the Board of Directors			14/6/2022			Internal persons
2	Mr. Nguyen Nhan Bao		Non-executive member of the Board of Directors			14/6/2022			Internal persons
3	Mr. Bui Duc Nhan		Non-executive member of the Board of Directors			14/6/2022			Internal persons
4	Mrs. Ngo To Giao		Member of the Board of Directors & General Director			14/6/2022			Internal persons

5	Mrs. Le Thi Thu Hien		Independent member of the Board of Directors			14/6/2022		Internal persons	
6	Mrs. Do Nguyen Tuyet Van		Persons Authorized to Disclose Information			12/11/2012		Internal persons	
7	Mrs. Le Thi Ngoc Anh		Chief Accountant			06/8/2019		Internal persons	
8	Mrs. Nguyen Thi Kim Thai		Company Administration			28/09/2023		Internal persons	
9	Mrs. Le Thi Thu Hien		Head of the Audit Committee			14/7/2022		Internal persons	
10	Mr. Bui Duc Nhan		Member of the Audit Committee			14/7/2022		Internal persons	
The list of related parties of internal persons as per Appendix II attached to this report									
11	Orient Manufacture & Trading Joint Stock Company					09/10/2017		Associated companies	
12	Banking Mechanical Joint Stock Company					27/07/2017		Associated companies	
13	G Homes House Development Joint Stock Company					28/12/2015		Other investment capital contribution	
14	The Union of An Duong Thao Dien Real Estate Investment and Trading Joint Stock					27/12/2012		Company union	

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

None

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 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).

None

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).

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

VIII. Share transactions of internal persons and their affiliated persons (The annual report year 2024)

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

Attached Appendix II

No.	Name	Securities trading accounts (if any)	Position at the company (if any)	Relationship with internal persons	ID card No./ Passport No.	No.* date of issue, place of issue	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	Nguyen Gia Bao		Chairman of the Board of Directors							12,165,684	12.00%	
1.01	Nguyen Bao			Father						0	0	
1.02	Bui Au Lang			Mother						0	0	
1.03	Nguyen Bui Au Lai			Sibling						0	0	
1.04	Nguyen The Bao			Sibling						0	0	
1.05	Nguyen Quoc Bao			Sibling						0	0	

1.06	Nguyen Nhan Bao		Non-executive member of the Board of Directors	Sibling									5,866,046	5.79%	
1.07	Vu Thi Bach Tuyet			Wife									0	0	
1.08	Nguyen Gia Bao Tri			Child									0	0	
1.09	Vu Ngoc Quy			Father-in-law									0	0	
1.10	Nguyen Thi Minh Thu			Mother-in-law									0	0	
1.11	Tran Phuong Thao			Sister-in-law									0	0	
1.12	Huynh Tuong Vy			Sister-in-law									0	0	
1.13	Nguyen Thi Thanh Huong			Sister-in-law									0	0	
1.14	Banking Mechanical Joint Stock Company			Related party									0	0	Chairman of the BODs of HAR is the Chairman of the BODs of Banking Mechanical

2.01	Nguyen Bao			Father						0	0	
2.02	Bui Âu Lăng			Mother						0	0	
2.03	Nguyen Bui Au Lai			Sibling						0	0	
2.04	Nguyen The Bao			Sibling						0	0	
2.05	Nguyen Quoc Bao			Sibling						0	0	
2.06	Nguyen Gia Bao		Chairman of the Board of Directors	Sibling						12,165,684	12.00%	
2.07	Nguyen Thi Thanh Huong			Wife						0	0	
2.08	Nguyen Phuc Bao An			Child						0	0	
2.09	Nguyen Phuc Bao Anh			Child						0	0	

2.10	Nguyen Phuc Bao Tam			Child						0	0	
2.11	Nguyen Dang Bao			Father-in-law						0	0	
2.12	Pham Thi Hanh			Mother-in-law						0	0	
2.13	Vu Thi Bach Tuyet			Sister-in-law						0	0	
2.14	Tran Phuong Thao			Sister-in-law						0	0	
2.15	Huynh Tuong Vy			Sister-in-law						0	0	
2.16	G Homes House Development Joint Stock Company			Related party						0	0	Non-executive member of the BODs of HAR is the Vice Chairman of BODs of G Homes House Development

4	Le Thi Thu Hien		Independent member of the BODs Cum Head of the Audit Committee															0	0	
4.01	Le Duc An			Father														0	0	
4.02	Phan Thi Thanh Huong			Mother														0	0	
4.03	Nguyen Vu Tam			Husband														0	0	
4.04	Nguyen Van Minh			Father-in-law														0	0	
4.05	Vo Thi Lien			Mother-in-law														0	0	
4.06	Nguyen Le Thao Nguyen			Child														0	0	

4.07	Nguyen Khoi Nguyen			Child						0	0	
4.08	Phan Truong Huy			Sibling						0	0	
4.09	Le Thi Thu Hang			Sibling						0	0	
4.10	Luu Nhu Y			Sister-in-law						0	0	
5	Ngo To Giao		Member of the Board of Directors & General Director							0	0	
5.01	Ngo Huy Anh			Father						0	0	
5.02	Nguyen Thi Xuan Giao			Mother						0	0	
5.03	Ngo Anh Tuyet			Sibling						0	0	

5.04	Vu Duong Thao Anh			Child						0	0	
5.05	Nguyen To Nhi			Child						0	0	
5.06	Vu Ha Phuong			Child						0	0	
6	Do Nguyen Tuyet Van		Persons Authorized to Disclose Information							0	0	
6.01	Do Minh Canh			Father						0	0	
6.02	Nguyen Thi Le Hong			Mother						0	0	
6.03	Do Hoang Anh			Sibling						0	0	
6.04	Thai Quang Minh			Husband						0	0	

6.05	Thai Quynh Hao			Child						0	0	
6.06	Thai Phuc Khang			Child						0	0	
6.07	Thai Phung Ky			Father-in-law						0	0	
6.08	Nguyen Thi Kim			Mother-in-law						0	0	
7	Le Thi Ngoc Anh		Chief Accountant							0	0	
7.01	Le Dung			Father						0	0	
7.02	Vo Thi Ha			Mother						0	0	
7.03	Le Thi Hong Diem			Sibling						0	0	
7.04	Le Thi Ngoc Dung			Sibling						0	0	

7.05	Le Quoc Chinh			Sibling						0	0	
7.06	Luu Duc Thinh			Husband						0	0	
7.07	Luu Ngoc Oanh			Child						0	0	
8	Nguyen Thi Kim Thai		Company Administration							0	0	
8.01	Nguyen Van Phat			Father						0	0	
8.02	Nguyen Thi Be Tam			Mother						0	0	
8.03	Nguyen Kim Ngoc			Sibling						0	0	
9	The Union of An Duong Thao Dien Real Estate Investment and Trading Joint Stock Company		Company union							0	0	

2. Transactions of internal persons and affiliated persons with shares of the company: None

IX. Other significant issues (2024): None

Recipients:

- As above;
- File: Office.

CHAIRMAN OF THE BOARD OF DIRECTORS



KHOA GIA BAO