

REPORT ON CORPORATE GOVERNANCE

(Enclosed with Circular No. 96/2020/TT-BTC dated November 16, 2020, of the Minister of Finance)

A DONG PAINT STOCK COMPANY

Number: 001/HĐQT-ADP

SOCIALIST REPUBLIC OF VIET NAM

Independence-Freedom-Happiness

Ho Chi Minh city, January 25th 2025

REPORT ON CORPORATE GOVERNANCE

Period: 2024

TO: State Securities Commission of Vietnam
Ho Chi Minh Stock Exchange

- Organization name : **A DONG PAINT STOCK COMPANY**

- Headquarter address : 1387 Ben Binh Dong, Ward 15, District 8, Ho Chi Minh city

- Contact phone : 028.38552689

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Email: info@adongpaint.com.vn

- Charter Capital : **230.398.500.000 VND**

- Stock code : **ADP**

Stock exchange: **HOSE**

- Organization model :

+ General Meeting of Shareholders, Board of Directors, General Director, and Audit Committee under the Board of Directors

- Regarding the implementation of the internal audit function: In progress

I. Activities of the General Meeting of Shareholders

Information about the meetings and Resolutions/Decisions of the General Meeting of Shareholders (including Resolutions of the General Meeting of Shareholders approved in the form of written opinions)

Ordinal number	Resolution Number	Date	Content
01	011/NQ-DHDCD	24/04/2024	Resolution of annual general meeting of shareholders 2024

II. Board of Directors for 2024:**1. Member information Board of Directors**

Ordinal number	Board Member	Position (Independent Member, Non-executive Board Members)	Start date as a board member	
			Appointment date	Dismissal date
01	Ms. Nguyen Thi Nhung	Chairman of the Board specialized	22/04/2022	-
02	Mr. Tran Buu Tri	Vice-Chairman of the Board non-executive	10/04/2023	-
03	Mr. Le Dinh Quang	Member of the Board permanent deputy director	22/04/2022	-
04	Mr. Vo Hong Ha	Member of the Board Vice-President	22/04/2022	-
05	Ms. Vo Thi Bich Ngoc	Member of the Board non-executive	22/04/2022	-
06	Ms. Nguyen Thi Minh Sau	Independent Member	22/04/2022	-
07	Mr. Tong Truong Thinh	Independent Member	22/04/2022	-

2. Board of Directors meetings

Ordinal number	Board Member	Board of Directors meetings attended	Attendance percentage	Reasons for absence
01	Ms. Nguyen Thi Nhung	5	100%	-
02	Mr. Tran Buu Tri	5	100%	-
03	Mr. Le Dinh Quang	5	100%	-
04	Mr. Vo Hong Ha	5	100%	-
05	Ms. Vo Thi Bich Ngoc	5	100%	-
06	Ms. Nguyen Thi Minh Sau	5	100%	-
07	Mr. Tong Truong Thinh	5	100%	-

3. The Board of Directors' supervisory activities over the General Director

- In recent times, the Board of Directors has carried out the general management of the Company to ensure that business operations are effective and in accordance with legal regulations.
- In order to decentralize responsibilities and clarify the functions, tasks, and powers of the Board of Directors (BOD) and the General Director (GD), the BOD has issued regulations and decisions to enable closer supervision of the Company's activities.
- The Board of Directors directs the General Director and the functional departments within the Company to prepare well for the organization of the annual general meeting of shareholders. The information is posted and published on the Company's website for shareholders to be informed about the specific activities of the business.
- Continue to implement the construction and completion of the A Dong Paint factory in Duc Hoa District, Long An Province to expand the scale of production and business in the near future.

4. Activities of the subcommittees under the Board of Directors: None.

5. The Resolutions Decision of the Board of Directors (2024 Report):

Ordinal number	Resolution number, Decision	Date	Content	Approval percentage
01	001/NQ-HĐQT	23/01/2024	Business Production Plan for Q4/2023 Approval	100%
02	001/QĐ-HĐQT	23/01/2024	Terminate the contract with the CEO	57%
03	002/QĐ-HĐQT	23/01/2024	Appointment of the position of Head of the Technical Department	100%
04	003/QĐ-HĐQT	23/01/2024	Dismissal of the Head of the Technical Department	57%
05	004/QĐ-HĐQT	23/01/2024	Appointment of the Permanent Deputy General Director	100%
06	002/NQ-HĐQTBT	26/02/2024	Preparation for the 2024 Annual General Meeting	100%
07	005/NQ-HĐQTBT	26/02/2024	Finalize the list of shareholders entitled to attend the 2024 Annual General Meeting and the advance payment of the third dividend for 2023.	100%
08	006/NQ-HĐQTBT	26/02/2024	Establish the organizing committee for the 2024 annual general meeting.	100%
09	003/NQ-HĐQTBT	10/04/2024	Approval of the agenda documents prepared for the 2024 Annual General Meeting	100%
10	011/NQ-ĐHĐCĐ	27/04/2024	Resolution of the 2024 Annual General Meeting	100%
11	007/QĐ-HĐQT	03/05/2024	Supplementary dividend payment for 2023	100%

12	008/NQ-HĐQT	03/05/2024	Board of Directors and Executive Board Bonuses for surpassing Business production plan for the year 2023	100%
13	009/NQ-HĐQT	20/05/2024	Regarding the selection of the auditing unit for 2024	100%
14	010/NQ-HĐQT	17/06/2024	Advance dividend payment for the first tranche of 2024	100%
15	011/NQ-HĐQT	29/08/2024	Advance dividend payment for the second tranche of 2024	100%
16	004/NQ-HĐQT	11/09/2024	Approving the Sale Policies	100%
17	005/NQ-HĐQT	17/10/2024	Approving business production results	100%
18	012/NQ-HĐQT	18/11/2024	Advance dividend payment for the third tranche of 2024	100%

III. Audit Committee:

1. Member information Audit Committee:

Ordinal number	Member	Position	Date started as member of Audit Committee	Qualifications
01	Ms. Nguyen Thi Minh Sau	President	22/04/2022	Master of Economics
02	Mr. Tong Truong Thinh	Member	22/04/2022	Master in Chemistry

2. Audit Committee Meetings:

Ordinal number	Member	Meetings attended	Attendance percentage	Reasons for absence
01	Ms. Nguyen Thi Minh Sau	5	100%	
02	Mr. Tong Truong Thinh	5	100%	

3. Supervisory activities of the Inspection Committee, Executive Board, and shareholders:

- The Audit Committee performs the supervisory task, having participated in all Board of Directors meetings, reviewing and inspecting the internal documents issued by the Board of Directors and the General Director during the company's governance process to ensure that the development of the company's operational directions and policies complies with the law and aligns with the resolutions of the General Meeting of Shareholders. In the supervisory board meetings, important opinions on financial, personnel, and investment issues are always proposed.

- Supervising the timely disclosure of periodic and extraordinary information and verifying the authenticity of the disclosed information to the Company's shareholders.
- Update the legal regulations and send recommendations to the Board of Directors and the General Director to amend the Company's regulations to comply with legal requirements.
- The internal audit committee conducted an in-depth analysis of the Company's financial situation during the term and provided comments and proposals to the Board of Directors and the General Director on solutions to enhance the effectiveness of the Company's management operations.
- The internal audit committee regularly meets and exchanges information to grasp the company's governance situation and compiles and analyzes opinions to propose supervisory measures to ensure the common interests of the entire company.

4. The coordination of activities between the Audit Committee and the activities of the Board of Directors, the Executive Board, and other management personnel:

During the term 2022-2026, the Audit Committee attended all meetings of the Board of Directors and provided opinions on the decisions of the Board of Directors and the General Director to ensure that the decisions were issued in accordance with legal regulations and safeguarded the interests of the Company. The Audit Committee also simultaneously receives most of the documents during the management process of the Board of Directors and the General Director, and has provided feedback and exchanges to ensure that the management process is carried out in accordance with the resolutions of the General Meeting of Shareholders. The Audit Committee has also had interactions and discussions with shareholders regarding the Company's financial situation and operational status, gathering feedback and clarifying issues that shareholders need to understand about the Company.

5. Other activities of the UBKT (if any): None

IV. Executive Board

Ordinal number	Member	Day of birth	Qualifications	Date started as member of the Executive Board	
				Appointment date	Dismissal date
01	Ms. Duong Thi Thuy Huong	09/03/1962	Chemical Engineer	19/01/2023	31/01/2024
02	Mr. Le Dinh Quang	30/10/1963	Bachelor of Economics - Finance and Accounting major; Bachelor of Law	23/01/2024	
03	Mr. Vo Hong Ha	14/04/1960	Business administration	19/01/2023	

V. Head Accountant

Ordinal number	Member	Day of birth	Qualifications	Appointment date
01	Mr. Huynh Thanh Tam	24/11/1979	Bachelor of Economics - Major in Finance and Accounting	28/04/2022

VI. Training on corporate governance:

The corporate governance training courses that members of the Board of Directors, Audit Committee members, Executive Directors (General Directors), other management officials, and the Company Secretary have participated in according to corporate governance regulations: Fully participated

VII. List of related parties of the public company (2024 Report) and transactions of related parties of the company with the company itself.**1. List of related parties of the company**

	Name of the organization/ individual	Stock trading account (if any)	Position at the company (if any)	NSH number, issue date, place of issue			Head office address/contact address	Date started as related party	Date no longer a related party	Reason	Role in the company
				NSH number	Issue date	Place of issue					
1	Nguyen Thi Nhung		Chairman of the Board					22/04/2022			Internal personnel
2	Tran Buu Tri		Vice-Chairman of the Board					22/04/2022			Internal personnel
3	Le Dinh Quang		Member of the Board/ permanent deputy director					22/04/2022			Internal personnel
4	Vo Hong Ha		Member of the Board					22/04/2022			Internal personnel
5	Vo Thi Bich Ngoc		Member of the Board					22/04/2022			Internal personnel
6	Nguyen Thi Minh Sau		Independent member of the Board					22/04/2022			Internal personnel
7	Tong Truong Thinh		Independent member of the Board					22/04/2022			Internal personnel
8	Duong Thi Thuy Huong		CEO					19/01/2023	31/01/2024	Dismissed as CEO	
9	Huynh Thanh Tam		Head Accountant					22/04/2022			Internal personnel

2. Transactions between the company and related parties of the company; or between the company and major shareholders, or related parties of insiders: None

3. Transactions between company insiders, related parties of insiders with subsidiaries, companies controlled by the company: None

4. Transactions between the company and other parties: None

VIII. Insider and related party stock transactions (Report dated June 6, 2024):

1. List of insiders and related parties of insiders:

	Name of the organization/ individual	Stock trading account (if any)	Position/ relation	Sex	Address	ID	Date issue	Place of issue	Number of shares owned	Shares transfer restriction time	Shares owned %
I. Parties related of the Board of Director:											
1	Nguyen Thi Nhung		Chairman of the Board	Male					2.318.269		10,06%
1.1	Vo Hong Ha		Daughter	Female					2.534.400		11,00%
1.2	Vo Thi Mai Huong		Daughter	Female					264.312		2,77%
1.3	Vo Thi Bich Ngoc		Son	Male					637.696		11,36%
1.4	Tran Buu Tri		Son in law	Male					2.616.568		11,36%
2	Tran Buu Tri		Vice-Chairman	Male					2.616.568		11,36%
2.1	Vo Thi Bich Ngoc		Wife	Female					637.696		2,77%
2.2	Tran Buu Tan		Son	Male					0		0,00%
2.3	Tran Uyen Phuong		Daughter	Female					0		0,00%
2.4	Nguyen Thi Nhung		Mother-in-law	Female					2.318.269		10,06%
2.5	Vo Hong Ha		Brother-in-law	Male					2.534.400		11,00%
2.6	Vo Thi Mai Huong		Sister-in-law	Female					264.312		1,15%
3	Le Dinh Quang		Member of the Board/ deputy director	Male					2.124.000		9,22%
3.1	Vuong Thi Huyen Trang		Wife	Female					964.974		4.19%

	Name of the organization/ individual	Stock trading account (if any)	Position/ relation	Sex	Address	ID	Date issue	Place of issue	Number of shares owned	Shares transfer restriction time	Shares owned %
3.2	Le Vuong Thi Truc Thao		Son	Female					0		0,00%
3.3	Le Dinh Ngoc		Brother	Male					0		0,00%
4	Vo Thi Bich Ngoc		Member of the Board	Female					637.696		2,77%
4.1	Nguyen Thi Nhung		Mother	Female					2.318.269		10,06%
4.2	Tran Buu Tri		Husband	Male					2.616.568		11,36%
4.3	Tran Buu Tan		Son	Male					0		0,00%
4.4	Tran Uyen Phuong		Daughter	Female					0		0,00%
4.5	Vo Hong Ha		Brother	Male					2.534.400		11,00%
4.6	Vo Thi Mai Huong		Sister	Female					264.312		1,15%
5	Vo Hong Ha		Board member/Vice-President	Male					2.534.400		11,00%
5.1	Nguyen Thi Nhung		Mother	Female					2.318.269		10,06%
5.2	Vo Thi Mai Huong		Sister	Female					264.312		1,15%
5.3	Vo Thi Bich Ngoc		Sister	Female					637.696		2,77%
5.4	Tran Buu Tri		Brother-in-law	Male					2.616.568		11,36%
6	Nguyen Thi Minh Sau		Independent member of the Board	Female					0		0,00%
6.1	Nguyen Tai Thao		Husband	Male					972/258		4.22%
6.2	Nguyen Thi Lan Huong		Daughter	Female					20.000		0,09%
6.3	Nguyen Hoang Minh		Son	Male					0		0,00%

	Name of the organization/ individual	Stock trading account (if any)	Position/ relation	Sex	Address	ID	Date issue	Place of issue	Number of shares owned	Shares transfer restriction time	Shares owned %
7	Tong Truong Thinh		Independent member	Male					133.500		0,58%
7.1	Tong Quoc Minh		Father	Male					1.148.250		4,98%
7.2	Ngu Thi Kim Le		Mother	Female					597.150		2,59%
7.3	Tong Truong Loc		Sister	Female					133.025		0,58%
II. Parties related to Board of Executive											
1	Le Dinh Quang		Deputy director	Male					2.124.000		9,22%
1.1	Vuong Thi Huyen Trang		Wife	Female					964.974		4,19%
1.2	Le Vuong Thi Truc Thao		Son	Female					0		0,00%
1.3	Le Dinh Ngoc		Brother	Male					0		0,00%
2	Vo Hong Ha		Board member/Vice-President	Male					2.534.400		11,00%
2.1	Nguyen Thi Nhung		Mother	Female					2.318.269		10,06%
2.2	Vo Thi Mai Huong		Sister	Female					264.312		1,15%
2.3	Vo Thi Bich Ngoc		Sister	Female					637.696		2,77%
2.4	Tran Buu Tri		Brother-in-law	Male					2.616.568		11,36%
III. Parties related to Head Accountant											
1	Huynh Thanh Tam		Head Accountant	Male					4.372		0,02%
1.1	None										
III. Parties related to authorized people to											
1	Le Dinh Quang		-	Male					2.124.000		9,22%

	Name of the organization/ individual	Stock trading account (if any)	Position/ relation	Sex	Address	ID	Date issue	Place of issue	Number of shares owned	Shares transfer restriction time	Shares owned %
1.1	Vuong Thi Huyen Trang		Wife	Female					964.974		4.19%
1.2	Le Vuong Thi Truc Thao		Son	Female					0		0,00%
1.3	Le Dinh Ngoc		Brother	Male					0		0,00%

2. Transactions of major shareholders: None

IX. Other major footnotes: None

Recipients:

- As above
- Save


CHAIRMAN OF THE BOARD
 (Sign, full name and stamp)

NGUYEN THI NHUNG

C.P.