

Appendix V

CORPORATE GOVERNANCE REPORT

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

ILA JOINT STOCK COMPANY

Number: 03.2025/ILA-BCQT

SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

Ho Chi Minh City, January 22, 2025

REPORT

CORPORATE GOVERNANCE STATE

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

To:

- State Securities Commission;
- Stock Exchange Department.

- **Company name : ILA JOINT STOCK COMPANY**
- Head office address: 49 Street No. 5, An Phu An Khanh Urban Area, An Phu Ward, Thu Duc City, Ho Chi Minh City.
- Phone : 0869265299 website: www.ilagroup.com.vn Email: info@ilagroup.com.vn
- Charter capital : 196,414,310,000
- Stock code: **ILA**
- Corporate governance model: General Meeting of Shareholders, Board of Directors, Audit Committee and General Director .
- Regarding the implementation of internal audit function: Not yet implemented .

Pursuant to Circular No. 96/2020/TT-BTC dated November 16, 2020 of the Ministry of Finance on "guidance on information disclosure on the stock market", ILA Joint Stock Company reports on the Company's governance situation in 2024:

I. ACTIVITIES OF THE GENERAL MEETING OF SHAREHOLDERS

Information on meetings and Resolutions of the General Meeting of Shareholders (including Resolutions of the General Meeting of Shareholders adopted in the form of written opinions):

A. ANNUAL GENERAL MEETING OF SHAREHOLDERS

On April 13, 2024, at 139D Street No. 11, Truong Tho, Thu Duc City, Ho Chi Minh City, ILA JSC held the 2024 Annual General Meeting of Shareholders within the prescribed time limit. The order, procedures for organizing and the authority to issue Resolutions of the General Meeting comply with the provisions of law and the Company's Charter.

Meeting of Shareholders passed Resolution No. 01/2024/NQ-ĐHĐCĐ dated April 13, 2024, approving the following submissions:

1. Proposal for Approval of Audited 2023 Financial Report.
2. Report on approval of production and business results in 2023
3. Proposal for Approval of the 2023 After-Tax Profit Distribution Plan and the 2024 After-Tax Profit Distribution Plan
4. Proposal to approve remuneration and bonuses for the Board of Directors and the Board of Supervisors in 2023 and propose remuneration for the Board of Directors and the Internal Audit Board in 2024
5. Proposal for approval of changes in the Company's governance structure
6. Report on Approval of Dismissal and Election of Additional Members of the Board of Directors for the 2021-2026 term.
7. Proposal for approval of change of head office address.
8. Proposal for Approval of Selection of Company to Audit Financial Statements for 2024.
9. Report on approval of 2024 production and business plan.
10. Proposal for approval of purchase of shares of Hung Thinh Binh Dinh Concrete Joint Stock Company.
11. Proposal for approval of private offering share.

And other contents under the authority of the General Meeting of Shareholders.

II. Board of Directors :

1. Information about Board of Directors (BOD) members:

No.	Board Member	Position (<i>independent member of the Board of Directors, non-executive member of the Board of Directors</i>)	Date of starting/cease being an independent member of the Board of Directors/Board of Management	
			Date of appointment	Dismissal Date
1.	Mr. Vo Xuan Phong	Chairman of the Board	May 18, 2023	
2	Mr. Dang Xuan Huu	Board of Directors	May 18, 2023	
3	Mr. Le Nhat Nguyen	Board of Directors	May 18, 2023	
4	Mr. Nguyen Minh Trieu	Independent Board Member	Apr 13, 2024	
5	Mr. Vo Xuan Cuong	Board of Directors	Apr 13, 2024	
6	Mr. Than Xuan Nghia	Independent Board Member	May 18, 2023	Apr 13, 2024
7	Mr. Tran Duc Anh	Board of Directors	Nov 16, 2021	Apr 13, 2024

2. Board of Directors meetings :

N o.	Board Member	Number of Board of Directors	Meeting attendance	Reason for not attending the meeting
---------	--------------	------------------------------------	-----------------------	---

		meetings attended	rate	
1	Mr. Vo Xuan Phong	12/12	100%	
2	Mr. Dang Xuan Huu	12/12	100%	
3	Mr. Le Nhat Nguyen	12/12	100%	
4	Mr. Nguyen Minh Trieu	10/10	100 %	Appointed on Apr 13, 2024
5	Mr. Vo Xuan Cuong	10/10	100 %	Appointed on Apr13, 2024
6	Mr. Than Xuan Nghia	0/3	0%	Dismissed on Apr 13, 2024
7	Mr. Tran Duc Anh	0/3	0%	Dismissed on Apr13, 2024

3. Supervisory activities of the Board of Directors over the General Director:

The Board of Directors regularly closely monitors and guides the General Director to implement the production and business plan for 2024 according to the Company's development strategy. The monitoring results are as follows:

- Comply with legal regulations on corporate governance and fully and properly disclose information on production and business situation to shareholders, state management agencies, and related parties on the basis of transparency, accuracy, and timeliness;
- Participate and give opinions in important meetings of the Executive Board on preparing proposed reports and projects to submit to the Board of Directors; implementing resolutions and decisions of the Board of Directors.
- Attend and give opinions in meetings on production-business planning, investment, employee policies, salary and bonus, building and perfecting the Company's management processes.
- The General Director always regularly reports on the Company's business performance so that the Board of Directors can give timely instructions.

4. Activities of subcommittees under the Board of Directors (if any): None

5. Resolutions/Decisions of the Board of Directors (6-month report):

No.	Resolution Number	Meeting date	Content	Passage Rate
1	01/2024/NQ-HDQT	Feb 20, 2024	Approval of the Last Registration Date and the plan to organize the General Meeting of Shareholders	100%
2	34/2024/NQ-HDQT	Mar 22, 2024	Approval of the 2024 Annual General Meeting of Shareholders documents	100%
3	35/2024/NQ-HDQT	Apr 10, 2024	Through the list of candidates for the Board of Directors	100%
4	37/2024/NQ-HDQT	Jul 15,	Establish the Audit Committee and	100%

		2024	promulgate the operating regulations of the Audit Committee.	
5	38/2024/NQ-HĐQT	Jul 15, 2024	Implement the plan and approve the documents for issuing shares to pay dividends in 2023 to existing shareholders.	100%
6	39/2024/NQ-HĐQT	Jul 15, 2024	Decision on appointment of Chief Accountant	100%
7	57/2024/NQ-HĐQT	Aug 23, 2024	Resolution on transactions with related parties is a Subsidiary.	100%
8	61/2024/NQ-HĐQT	Aug 29, 2024	Resolution on guaranteeing for BHTT Binh Dinh Joint Stock Company to borrow capital/guarantee/open L/C... at Vietnam Prosperity Joint Stock Commercial Bank (Vpbank) - Phu Yen Branch	100%
9	70/2024/NQ-HĐQT	Sep 23, 2024	Resolution Approving the last registration date to exercise the right to receive shares issued due to increased share capital from equity capital.	100%
10	87/2024/NQ-HĐQT	Oct 22, 2024	Resolution approving the cancellation of transfer contract No. 01/2023/HĐCN/ILA-ILAE&C.	100%
11	100/2024/NQ-HĐQT	Nov 25, 2024	Resolution approving the increase in charter capital of ILA JSC.	100%
12	104/2024/NQ-HĐQT	Dec 12, 2024	Resolution on related party transactions	100%

III. Audit Committee:

1. Information about Audit Committee (AC) members:

STT	Member of the Board of Supervisors/Audit Committee	Position	Date of starting/no longer being a member of the Board of Supervisors	Professional qualifications
1	Mr. Nguyen Minh Trieu	Chairman of AC	Appointed on Jul 15, 2024	Bachelor of Economics
2	Mr. Vo Xuan Cuong	Member of	Appointed on Jul 15, 2024	Bachelor of

		AC		Environment, Master of Business Administration.
--	--	----	--	--

2. Meeting of the Audit Committee:

STT	Member of the Board of Supervisors/Audit Committee	Number of meetings	Proportion	Reason for not attending the meeting
1	Mr. Nguyen Minh Trieu	2/2	100%	
2	Mr. Vo Xuan Cuong	2/2	100%	

3. Supervisory activities of the Supervisory Board/Audit Committee over the Board of Directors, Executive Board and shareholders:

a. For the Board of Directors:

- Attend Board of Directors meetings, monitor relevant transactions.
- During 2024, the Board of Directors has operated in accordance with its functions and duties in accordance with the Law on Enterprises and the Charter of ILA Joint Stock Company.
- The Board of Directors' decisions are issued in accordance with State regulations for public companies registered for trading on the Stock Exchange.

b. Executive Directors:

- The activities of the Executive Directors comply with current legal regulations, the Company's Charter, and perform duties within their functions and authority.
- The Executive Directors is very close in directing and operating the Company, promptly handling business operations with high efficiency.

4. Coordination of activities between the Supervisory Board and the Board of Directors, Executive Board and other management staff:

The Board of Directors and the Executive Board always create favorable conditions for the Audit Committee to operate. The Audit Committee, the Board of Directors and the Executive Board closely coordinate in inspection and supervision work through the Company's Operating Regulations.

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

- Monitor the implementation and promulgation of Resolutions and Decisions of the General Meeting of Shareholders and the Board of Directors of the Company.
- Supervise the annual General Meeting of Shareholders and vote counting results in accordance with the provisions of law and the Company's charter.
- Audit of quarterly financial statements.
- Make reports to the General Meeting of Shareholders as prescribed.

- Coordinate with the Executive Directors to conduct inspections at subsidiaries and member companies.

IV. Executive Board:

STT	Board Member	Title	Professional qualifications	Date of appointment	Dismissal Date
1	Mr. Dang Xuan Huu	General Director	Bachelor of Information Technology; Bachelor of Economics	Jun 22, 2023	

V. Chief Accountant

STT	Chief Accountant	Date of birth	Professional qualifications	Date of appointment	Dismissal Date
1	Mr. Nguyen Minh Tan	October 12, 1978	Bachelor of Accounting / Chief Accountant	Jan 07, 2022	Jul 15, 2024
2	Mr. Nguyen Van Phuc	October 11, 1994	Bachelor of Accounting / Chief Accountant	Jul 15, 2024	

VI. Corporate governance training:

Corporate governance training courses attended by members of the Board of Directors, members of the Audit Committee, the General Director, other management departments and the Company Secretary in accordance with the regulations on corporate governance: Members of the Board of Directors and the Executive Board attended seminars on governance and information disclosure organized by FPT Securities Joint Stock Company. The Company's Directors has also improved and supplemented its knowledge on corporate governance in accordance with best practices and current legal regulations.

VII. List of related persons of the public company and transactions of related persons of the company with the Company itself

1. List of related individuals/organizations of the Company: Appendix 1
2. Transactions between the company and related persons of the company; or between the company and major shareholders, insiders, related persons of insiders: None
3. Transactions between company insiders, related persons of insiders and subsidiaries, companies controlled by the company: Appendix 4
4. Transactions between the company and other entities
 - 4.1. Transactions between the company and companies in which members of the Board of Directors, members of the Board of Supervisors, Directors (General Directors) and other managers have been and are founding members or members of the Board of Directors, Directors

(General Directors) operating within the past three (03) years (calculated at the time of reporting): **Appendix 4**

4.2. Transactions between the company and companies in which related persons of members of the Board of Directors, members of the Board of Supervisors, Directors (General Directors) and other managers are members of the Board of Directors, Directors (General Directors) and executives: no

4.3. Other transactions of the company (if any) that may bring material or immaterial benefits to members of the Board of Directors, members of the Board of Supervisors, Director (General Director) and other managers: none

VIII. Stock transactions of insiders and related parties of insiders (Six-month report).

1. List of insiders and related persons of insiders: **Appendix 2**.

2. Transactions of insiders and related persons on shares of listed companies: **Appendix 3**.

IX. Other matters to note: None

Recipient:

- *As per;*
- *Save Document*

**CHAIRMAN OF THE BOARD OF
DIRECTORS**

(Signed and sealed)



VO XUAN PHONG



Appendix 1: List of related individuals/organizations of the Company
(Attached Report on corporate governance)

No.	Name of individuals/organizations	Securities trading account (if any)	Position at the Company (if any)	ID Card No./Passport 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
I	Board of Directors								
1	Mr Vo Xuan Phong		Chairman of the board			18/5/2023			Internal Persons
2	Mr Dang Xuan Huu		Board Member			18/5/2023			Internal Persons
3	Mr Le Nhat Nguyen		Board Member			13/04/2024			Internal Persons
4	Mr Vo Xuan Cuong		Board Member						Internal Persons
5	Mr Nguyen Minh Trieu		Independent Board Member			13/04/2024			Internal Persons
II	Board of Management								
1	Mr Dang Xuan Huu		General Director			22/06/2023			Internal Persons
III	Board of Supervisors								
1	Ms Le Thi Diem Kieu		Head of the supervisory board			18/5/2023	Dismissed on Apr 13, 2024		Internal Persons
2	Ms Bui Thi Kim Phuong		Supervisor board member			16/11/2021	Dismissed on Apr 13, 2024		Internal Persons
3	Ms Lu Kieu An		Supervisory board member			25/06/2022	Dismissed on Apr 13, 2024		Internal Persons
IV	Audit Committee								
4	Mr Nguyen Minh Trieu		Chairman of AC			13/04/2024			Internal Persons
5	Mr Vo Xuan Cuong		Member of AC			13/04/2024			Internal Persons
V	Chief Accountant								
1	Mr Nguyen Minh Tan		Chief Accountant			01/07/2022	7/15/2024		Internal Persons
2	Mr Nguyen Van Phuc		Chief Accountant			15/07/2024			Internal Persons

VI	Authorized person to disclose information								
	0								
VII	Corporate Governance Officer								
1	Mr Dang Xuan Huu		Corporate Governance Officer			22/06/2023			Internal Persons
VIII	Company's subsidiaries								
1	Phu Bao Trading Company Limited					07/05/2023			Company's subsidiaries
2	Vinh Khanh Investing Development Company Limited					06/05/2023			Company's subsidiaries
3	ILA E&C Joint Stock Company					31/05/2023			Company's subsidiaries
4	ILA Mineral Joint Stock Company					22/12/2023			Company's subsidiaries

Appendix 2 : The list of internal persons and their affiliated persons
(Attached Report on corporate governance)

No.	Name of individuals/organizations	Securities trading account (if any)	Position at the Company (if any)	ID Caed No./Passport No., date of issue, place of issue	Address	Number of shares owned at the end of the period	Percentage of shares ownership at the end of the period	Note
I	Board of Directors							
1	Vo Xuan Phong		Chairman of the board			2.973.406	15,14%	Internal Persons
1.1	Vo Tan Dung							Father
1.2	Ngo Thi Duc							Mother
1.3	Vo Thi Kim Nhung							Sister
1.4	Nguyen Duy Giang							Brother inlaw
1.5	Vo Xuan Thanh							Borther
1.6	Pham Thi Ha							Sister inlaw
1.7	Phan Van Chau							Brother inlaw
1.8	Vo Thi Kim Nhung							Sister
1.9	Vo Xuan Cuong							Borther
1.10	Dao Thi My Chung							Sister inlaw
1.11	Vo Xuan Quoc							Borther
1.12	Bui Ai Thu							Sister inlaw
1.13	Le Ngoc Anh							Father inlaw
1.14	Nguyen Thi Hong Lien					95.400	0,49%	Mother inlaw
1.15	Le Thuy Trang							Wife
1.16	Vo Le Thanh Thuy							Daughter
1.17	Vo Xuan Thanh Phuong							Daughter
1.18	ILA E&C Joint Stock Company							Chairman, Director
1.19	ILA Mineral Joint Stock Company							Board member, General Director
2.	Dang Xuan Huu		Board Member			1.070.388	5,45%	Internal Persons
2.1	Dang Thanh Hung							Father
2.2	Nguyen Thi Thanh Phuong							Mother
2.3	Dang Thi Tuyet Mai							Sister
2.4	Nguyen Van Go							Brother inlaw
2.5	Dang Thi Tuyet Hanh							Sister

312
CỔ
CỔ
H
PE

2.6	Duong Duy Linh						Brother inlaw
2.7	Phan Thi Truc Linh						Wife
2.8	Dang Thien Quang						Son
2.9	Dang Thien Khai						Son
2.10	Phan Ho						Father inlaw
2.11	Ho Thi My Dung						Mother inlaw
2.12	JP WIN Joint Stock Company						Directoer
2.13	Phu Bao Trading Company Limited						Chairman
2.14	Vinh Khanh Investing Development Company Limited						Chairman
2.15	ILA E&C Joint Stock Company						Board member
2.16	ILA Mineral Joint Stock Company						Board member
3	Le Nhat Nguyen		Board Member		344.500	1,75%	Internal Persons
3.1	Le Ngoc Anh				-	-	Father
3.2	Nguyen Thi Hong Lien				95.400	0,49%	Mother
3.3	Vo Xuan Phong						Brother inlaw
3.4	Le Thuy Trang						Sister
3.5	Le Nguyen Gia Khanh						Son
3.6	ILA Mineral Joint Stock Company						Board member
4	Vo Xuan Cuong		Board Member				Internal Persons
4.1	Vo Tan Dung						Father
4.2	Ngo Thi Duc						Mother
4.3	Vo Thi Kim Nhung						Sister
4.4	Nguyen Duy Giang						Brother inlaw
4.5	Vo Xuan Thanh						Borther
4.6	Pham Thi Ha						Sister inlaw
4.7	Phan Van Chau						Brother inlaw
4.8	Vo Thi Kim Nhuong						Sister
4.9	Vo Xuan Phong						Borther
4.10	Le Thi Thuy Trang						Sister inlaw
4.11	Vo Xuan Quoc						Brother
4.12	Bui Ai Thu						Sister inlaw
4.13	Dao Phuoc Trong						Father inlaw
4.14	Nguyen Thi Trang						Mother inlaw

4.15	Dao Thi My Chung							Wife
4.16	Sun Nam Limited Company							Director
5	Nguyen Minh Trieu		Board Member					Internal Persons
5.1	Luong Thi Minh Trang							Wife
5.2	Nguyen Ngoc Han Thuyen							Daughter
5.3	Nguyen Thuc Dong Thuyen							Con
5.4	Nguyen Minh Anh Thao							Sister
5.5	Nguyen Ngoc Anh Thu							Sister
5.6	Nguyen Van Hung							Father
5.7	Pham Thi Nhung							Mother
5.8	Luong Ba Thanh							Father inlaw
5.9	Nguyen Thi Khuong							Mother inlaw
II	Board of Management							
2	Đặng Xuân Hữu		Như mục I.2					
III	Board of Supervisors							
1	LE THI DIEM KIEU		Head of the supervisor y board			110.000	0,59%	Internal Persons
1.1	LE CONG NGHIEP							Father
1.2	TRAN VAN HEN							Husband
1.3	TRAN LE DANG KHOA							Son
1.4	LE THI MINH HIEU							Sister
1.5	LE THI TIM							Sister
1.6	TRAN LE MINH CHAU							Son
2	Bui Thi Kim Phuong		Supervisor board member					Internal Persons
2.1	Bui Ngoc Thuyen							Father
2.2	Nguyen Thi Phuong							Mother
2.3	Bui Ngoc Anh							Borther
2.4	Nguyen Thi Thuy Trang							Sister inlaw
2.5	Bui Thi Kim Oanh							Sister
2.6	Nguyen Tuan Kiet							Brother inlaw
2.7	Bui Huy Hoang							Borther
3	Lu Kieu An		Supervisor board member					Internal Persons
3.1	Lu Dinh Thu							Father
3.2	Tran Thi My Len							Mother
3.3	Lu Hoang Minh Chanh							Borther
3.4	Lu Thang Vinh							Borther
IV	Audit Committee							
4	Nguyen Minh Trieu		Chairman of AC	Như mục I.5				

5	Vo Xuan Cuong		Member of AC	Như mục I.4				
V	Chief Accountant							
1	Nguyen Minh Tan		Chief Accountant					Internal Persons
1.1	Nguyen Minh Tam							Father
1.2	Nguyen Minh Tuan							Borther
1.3	Ngo Huynh Nguyet Thanh							Sister inlaw
1.4	Nguyen Thi Minh Tuyen							Sister
1.5	Nguyen Thi Minh Thuy							Sister
1.6	Tran Thi Thu Hang							Wife
1.7	Nguyen Tan Binh							Son
1.8	Nguyen Binh An							Son
1.9	Nguyen Hai Binh							Son
2	Nguyen Van Phuc		Chief Accountant					Internal Persons
2.1	Nguyen Van Dau							Father
2.2	Le Thi Thanh							Mother
2.3	Tran Phuong Mai							Wife
2.4	Tran Tan Duc							Father inlaw
2.5	Nguyen Thi Anh Loan							Mother inlaw
2.6	Tran Ngoc Dung							Sister inlaw
2.7	Nguyen Thi Hong Lan Thao							Sister
VI	Authorized person to disclose information							
	No							
VII	Corporate Governance Officer							
1	Dang Xuan Huu			Như mục I.2				

Appendix 3: Transactions of internal persons and affiliated persons with shares of the Company
(Attached Report on corporate governance)

No.	Transaction Executor	Relationship with internal persons	Number of shares owned at the beginning of the period		Number of shares owned at the end of the period		Reasons for increasing, decreasing
			Number of shares	Percentage	Number of shares	Percentage	
1	Vo Xuan Phong	Chairman of the board	1.805.100	9,74	2.805.100	15,14	Investment

C.T. 3
MINH

**Appendix 4: Transactions between the Company and the affiliated persons
(Attached Report on corporate governance)**

No	Name of individuals/ organizations	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	ILA E&C Joint Stock Company	Company's subsidiaries; Affiliated persons of internal persons			2024	87/2024/NQ-HĐQT	Approving the cancellation of transfer contract No. 01/2023/HĐCN/ILA-ILAE&C on the transfer of land lots in An Phu - An Khanh Residential	Mr. Vo Xuan Phong, Chairman of the Board of Directors of ILA and the Chairman and Director of ILA E&C. Mr. Dang Xuan Huu, Member of the Board of Directors, General Director of ILA and The Member of the Board of Directors of ILA E&C
2	Vinh Khanh Investing Development Company Limited	Company's subsidiaries; Affiliated persons of internal persons			2024	57/2024/NQ-HĐQT and 104/2024/NQ-HĐQT	Loan or borrowing transactions; financial support between the Parent Company and its Subsidiaries	Mr. Dang Xuan Huu Member of Board of Directors, General Director of ILA and Chairman of Board of Directors of Vinh Khanh
3	Phu Bao Trading Company Limited	Company's subsidiaries; Affiliated persons of internal persons			2024	57/2024/NQ-HĐQT và 104/2024/NQ-HĐQT	Loan or borrowing transactions; financial support between the Parent Company and its Subsidiaries	Mr. Dang Xuan Huu Member of Board of Directors, General Director of ILA and Chairman of Board of Directors of Phu Bao

4	Ông Võ Xuân Phong	Internal persons and the Company's subsidiaries			2024	01/2024/BBTL/ILA-ILA EC	Cancel contract No. 01/HDCNQSD/ILA E&C and appendix dated September 9, 2023 and contract No. 02/HDCNQSD/ILA E&C with appendix 02/HDCNQSD/ILA E&C-PL01 dated September 9, 2023 according to deposit contract No. 01/HDCNQSD/ILA E&C dated March 10, 2023 and deposit contract No. 02/HDCNQSD/ILA E&C dated March 10, 2023 to transfer 2 land use rights for the office headquarters of ILA E&C Joint Stock Company and warehouse for storing machinery, equipment and scaffolding of the Company.	Mr. Vo Xuan Phong, Chairman of the Board of Directors of ILA Company, is also Chairman and Director of ILA E&C.
5	DNC Development Joint Stock Company	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			2024		Commercial transactions	Mr. Than Xuan Nghia is the Director of DNC Investment and Development Joint Stock Company and was a member of the Board of Directors of ILA Joint Stock Company from May 2023 to December 2023.