

No: *17*.../CT12-BCHanoi, date *23*.month*01*.year 2026

REPORT ON CORPORATE GOVERNANCE

(Year 2025)

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

- Name of company: CONSTRUCTION JOINT STOCK COMPANY NO. 12
- Address of headoffice: No. 57, Vu Trong Phung Street, Thanh Xuan Ward, Hanoi City.
- Telephone: 024.22143724 Fax: 024.37875053 Email: v12jsc@gmail.com
- Charter capital: VND 116,360,000,000
- Stock symbol: V12
- Corporate governance model: General Meeting of Shareholders, Board of Directors, Supervisory Board and General Director.
- Regarding the implementation of internal audit function: Not yet implemented

I. Activities of the General Meeting of Shareholders in 2025:

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

No.	Resolution/Decision No.	Date	Content
1	No. 01/2025/NQ-ĐHĐCĐ	April 9, 2025	Annual General Meeting of Shareholders 2025

II. Board of Directors in 2025**1/ Information about the members of the Board of Directors:**

No.	Board of Directors' members	Position	The date becoming/ceasing to be the member of the Board of Directors	
			Date of appointment	Dismissal Date
1	Mr. Nguyen Huu Toi	Chairman of the Board	April 9, 2025	

2	Mr. Le Phung Hoa	Board Member	April 9, 2025	
3	Mr. Nguyen Tien Quan	Board Member	April 9, 2025	
4	Mr. Nguyen Mai Duong	Independent Member of Board of Directors	April 9, 2025	

2/ Meetings of the Board of Directors:

No.	Board of Directors' members	Number of meetings attended by Board of Directors	Attendance rate	Reasons for absence
1	Mr. Nguyen Huu Toi	04	100%	
2	Mr. Le Phung Hoa	04	100%	
3	Mr. Nguyen Tien Quan	04	100%	
4	Mr. Nguyen Mai Duong	04	100%	

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

+ The Board of Directors has regularly supervised the implementation of the Resolutions and Decisions of the General Meeting of Shareholders and the Board of Directors, supervised the activities of the General Director, the supporting apparatus, and advised the General Director in production and business activities in 2025 according to the set targets;

+ Directed the work of the Annual General Meeting of Shareholders in 2025;

+ Implemented and directed the investment and business orientation of the Company;

+ The Board of Directors authorized the General Director to perform a number of assigned functions and tasks in the management work;

+ Supervised the direction of the Executive Board on the progress, quality, labor safety and efficiency of the projects: Construction of the raw structure and infrastructure outside the Advanced Research Center - Ho Chi Minh City National University, Construction of the Customs headquarters of Long Thanh International Airport, Southeast Canal of Ninh Thuan; Construction of Tay Mo High School; Construction of Nam Dinh General Hospital, Construction of Nam Dinh General Hospital, Construction projects include the School of Economics and Law under the Vietnam National University Ho Chi Minh City, and the Central E Hospital, etc.;

+ Directing the implementation of accelerating the capital recovery and settlement of the Company's projects: Viet Duc University; 93 Lang Ha Building; 106 Nguy Nhu Kon Tum Apartment Building, Construction and repair contracts for E Hospital; Nam Dinh General Hospital Project, etc.;

+ Continuing to coordinate with partners to accelerate the legal process of the Doi Che Urban

Area Investment Project, Ha Long, Quang Ninh. Coordinate with the Investment Board of VINACONEX Joint Stock Corporation to promote the completion of the legal basis of the Yen Binh Urban and Service Area project in Thach That district; Soc Son Industrial Park, etc.;

- + Cooperating with capable partners in the investment field to seek new investment opportunities in the real estate sector;

- + Directing the management, maintenance and repair of construction machinery and equipment to meet production and business needs;

- + Direct the Executive Board to strengthen management and internal affairs, complete and amend internal management regulations in accordance with the provisions of the Law and the Company's practices;

- + Review and evaluate the efficiency of capital use and investment capital efficiency of each unit and each construction business sector. Supervise and direct the focus on prioritizing construction of projects with capital and stopping construction of projects with insufficient capital or with unclear capital sources;

- + Supervise the recruitment, training and appointment of staff, continuously improve the qualifications and capacity of the executive apparatus to meet the requirements of the assigned tasks.

- + Supervise the implementation of policies and regimes for employees.

4/ Activities of the Board of Directors' subcommittees:

Assisting the Board of Directors, the Company has a Secretariat Subcommittee to perform the following tasks:

- + Participate in meetings of the Board of Directors to record minutes, draft resolutions and fully update information for members of the Board of Directors and the Supervisory Board;

- + Prepare programs, contents, documents, and papers for the General Meeting of Shareholders and the Board of Directors;

- + Monitor the implementation of documents agreed upon at the meeting and report to the Board of Directors to summarize and handle any problems or issues that arise;

- + Update documents from higher levels and legal documents to serve the management work of the Board of Directors and the Executive Board;

- + Advise the Board of Directors on the supervision of the Executive Board to ensure timely direction and the most effective implementation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

5/ Resolutions/Decisions of the Board of Directors in 2025:

No.	Resolution/Decision No.	Date	Content
1	No. 01/2025/NQ-HĐQT	10-Feb-25	Approval of the convening of the 2025 Annual General Meeting of Shareholders.
2	No.02/2025/NQ-HĐQT	21-Aug-25	Approval of dividends payment for 2024.

III. Board of Supervisors in 2025:

1/ Information about members of Board of Supervisors or Audit Committee:

No.	Members of Board	Position	The date becoming/ceasing to be the member of the Board of Supervisors	Qualifications
1	Ms. Pham Thi Minh Ly	Head of Control Board	April 9, 2025	Bachelor of Accounting
2	Ms. Nguyen Thi Hang	Member	April 9, 2025	Bachelor of Accounting
3	Mr. Ngo Anh Tu	Member	April 9, 2025	Bachelor of Business Administration

2/ Meetings of Board of Supervisors:

No.	Members of Board	Number of meetings attended	Attendance rate	Voting ratio	Reasons for absence
1	Ms. Pham Thi Minh Ly	03	100%	100%	
2	Ms. Nguyen Thi Hang	03	100%	100%	
3	Mr. Ngo Anh Tu	03	100%	100%	

3/ Supervising Board of Directors, Board of Management and shareholders by Board of Supervisors or Audit Committee: Regular.

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

5/ Other activities of the Board of Supervisors and Audit Committee: None.

IV. Board of Management:

No.	Members of Board of Management	Position	Date of birth	Qualifications	Date of appointment /dismissal
1	Mr. Le Phung Hoa	General Director	October 20, 1975	Master, Bachelor of	May 16, 2021

				Economics	
2	Mr. Vu Chi Dung	Deputy General Director	June 6, 1974	Civil engineer	June 19, 2021
3	Mr. Nguyen Tien Quan	Deputy General Director	February 22, 1984	Bridge Engineer	January 01, 2022
4	Mr. Tran Le Huy	Deputy General Director	November 18, 1977	Hydraulic engineer	March 01, 2024

V. Chief Accountant:

Name	Date of birth	Qualifications	Date of appointment/dismissal
Mr. Vu Nam Ha	July 04, 1975	achelor of Accounting	Appoint November 01, 2023

VI. Training courses on corporate governance in 2025

Corporate governance training courses that members of the Board of Directors, members of the Supervisory Board, the General Director, other managers and the Company Secretary have participated in according to regulations on corporate governance:

Periodically and updated when new policies and legal documents of the State are issued.

VII. The list of affiliated persons of the public company in 2025 and transactions of affiliated persons of the Company:

1. The list of affiliated persons of the Company: (Appendix I attached)
2. Transactions between the Company and its affiliated persons or between the Company and its major shareholders, internal persons and affiliated persons: (Appendix II attached)
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: No
4. Transactions between the Company and other object:
 - 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): No.

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): No.

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: No.

VIII. Share transactions of internal persons and their affiliated persons in 2025:

1.The list of internal persons and their affiliated persons công ty / Transactions of internal persons and affiliated persons with shares of the Company: (Appendix III attached)

2.Transactions of internal persons and affiliated persons with shares of the company: (Appendix IV attached)

IX. Other significant issues: No.

Recipients: ✓

- As above;
- Save account.

**CHAIRMAN OF THE BOARD OF
DIRECTORS**



Nguyễn Huu Toi

STOCK SYMBOL: V12

(From 01/01/2025 To 31/12/2025)

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VIETNAM CONSTRUCTION JOINT STOCK COMPANY NO12
STOCK SYMBOL: V12

APPENDIX II - TRANSACTION WITH RELATED PARTIES

(From 01/01/2025 To 31/12/2025)

No.	Name of Organization/Individual	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	VIETNAM Construction and Import-Export Joint Stock Corporation (Vinaconex)	Joint-venture, affiliate of internal persons	0100105616 Date of issue 01/12/2006, Place of issue: HaNoi city Department of Planning and Investment	Vinaconex Building, no. 34 Lang Ha street, Dong Da Dist., Ha Noi	2025	Resolution No. 01/2025/NQ-ĐHĐCĐ, date 09/04/2025 of General Meeting of Shareholders 2025	Dividend payables: 174.540.000; Buying goods and services: 297.576.000	
2	VIWACO Joint Stock Company	VCG's subsidiary, affiliate of internal persons	0101624050 Date of issue: 17/03/2005, Place of issue: HaNoi city Department of Planning and Investment	1st Floor, Block 17T7 Trung Hoa-Nhan Chinh Urban Area, Nhan Chinh ward, Thanh Xuan Dist., Ha Noi	2025	Resolution No. 01/2025/NQ-ĐHĐCĐ, date 09/04/2025 of General Meeting of Shareholders 2025	Buying goods and services: 275.553.390	
3	504 - Vinaconex Construction Joint Stock Company	Joint-venture, affiliate of internal persons	0600458867 Date of issue 01/09/2008, Place of issue: NamDinh city Department of Planning and Investment	no.100 Nguyen Hien Lane, Tran Dang Ninh ward, Nam Dinh city, Nam Dinh province	2025	Resolution No. 01/2025/NQ-ĐHĐCĐ, date 09/04/2025 of General Meeting of Shareholders 2025	Receive dividends: 535.500.000; Buying goods and services: 8.886.800.000	

CÔNG TY CỔ PHẦN XÂY DỰNG SỐ 12
MÃ CHỨNG KHOÁN: V12

**APPENDIX III-THE LIST OF INTERNAL PERSONS AND THEIR AFFILIATED PERSONS
TO 31/12/2025**

No.	Name	Position at the company (if any)	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period (%)	Note
1	Nguyễn Hữu Tới	Chairman	1.525.049	13,11	
2	Nguyễn Hữu Ninh				Sibling
3	Nguyễn Hữu Tấn				Sibling
4	Nguyễn Thị Thái				Sibling
5	Nguyễn Long Giang				Sibling
6	Đình Thị Hằng		1.245.600	10,70	Wife
7	Nguyễn Thị Thu Hà				Daughter
8	Nguyễn Thị Nguyệt Minh				Daughter
9	Lê Phùng Hoà	Member of Board of Directors (BOD), General Director	2.310.000	19,85	
10	Lê Phùng Tế				Father
11	Lê Phùng Quang		120	0,001	Sibling
12	Lê Quang Thắng				Sibling
13	Lê Phùng Vinh				Sibling
14	Dương Thị Thanh Toan				Wife
15	Lê Phương Anh				Daughter
16	Nguyễn Tiến Quân	Member of BOD, Deputy General	0	0	
17	Nguyễn Thị Bàng				Mother
18	Nguyễn Thị Thùy Linh				Wife
19	Nguyễn Minh Khôi				Son
20	Nguyễn Minh Thư				Daughter
21	Nguyễn Minh Khang				Son
22	Nguyễn Mai Dương	Member of BOD	0	0	
23	Nguyễn Thị Hằng				Wife
24	Nguyễn Nhật Minh				Son
25	Nguyễn Ngọc Vân Nhi				Daughter
26	Mai Thị Sâm				Mother
27	Nguyễn Sơn Hải				Sibling
28	Vũ Chí Dũng	Deputy General Director	14.160	0,12	
29	Võ Trường Giang				Father
30	Vũ Ngọc Hùng				Sibling
31	Vũ Thị Ngọc Anh				Sibling
32	Triệu Thị Thu Hương				Wife
33	Vũ Đức Mạnh				Son
34	Vũ Khoa				Son
35	Trần Lê Huy	Deputy General Director	0	0	

No.	Name	Position at the company (if any)	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period (%)	Note
36	Trần Thị Bút				Mother
37	Trần Thị Thanh Thủy				Wife
38	Trần Lê Sơn				Son
39	Trần Lê Thanh Hải				Son
40	Trần Quang Phát				Sibling
41	Trần Quang Hiệu				Sibling
42	Trần Quang Từ				Sibling
43	Vũ Nam Hà	Chief Accountant, Spokesman	1.500	0,01	
44	Vũ Xuân Tuyền				Father
45	Vũ Xuân Thi				Sibling
46	Vũ Xuân Thư				Sibling
47	Vũ Thị Thủy				Sibling
48	Nguyễn Quỳnh Lâm				Wife
49	Vũ Quốc Phong				Son
50	Vũ Quỳnh Anh				Daughter
51	Phạm Thị Minh Lý	Head of Board of Supervisors (BOS)	1.000	0,01	
52	Phạm Văn Quyên				Father
53	Bùi Anh Tuấn				Husband
54	Bùi Anh Dũng				Son
55	Bùi Anh Trung				Son
56	Phạm Minh Long				Sibling
57	Nguyễn Thị Hằng	Member of BOS	22.500	0,19	
58	Nguyễn Văn Bộ		11.500	0,10	Father
59	Ngô Thị Mai				Mother
60	Nguyễn Quang Trọng				Husband
61	Nguyễn Quang Nhất				Son
62	Nguyễn Quang Minh				Son
63	Nguyễn Minh Hải				Sibling
64	Ngô Anh Tú	Member of BOS	0	0	
65	Ngô Văn Tuấn				Father
66	Phạm Thị Nghệ				Mother
67	Nguyễn Ngọc Ánh				Wife
68	Ngô Hoàng Minh				Son
69	Ngô Mai Phương				Sibling

VIETNAM CONSTRUCTION JOINT STOCK COMPANY NO12
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APPENDIX IV-TRANSACTIONS OF INTERNAL PERSONS AND AFFILIATED PERSONS WITH SHARES OF THE COMPANY

(From 01/01/2025 To 31/12/2025)

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 (buying, selling, converting, rewarding, etc.)
			Number of shares	Percentage (%)	Number of shares	Percentage (%)	
1	VIETNAM Construction and Import-Export Joint Stock Corporation (Vinaconex)	Joint-venture, affiliate of internal persons	2.094.480	18,0%	290.900	2,5%	Sell