

No.: 78/2025/BC/VC9

Hanoi, April 5, 2025

**REPORT OF THE BOARD OF DIRECTORS AND EXECUTIVE BOARD ON  
BUSINESS PERFORMANCE IN 2024 AND PLANS FOR 2025**

*(At the 2025 Annual General Meeting of Shareholders)*

**To: The General Meeting of Shareholders of  
Construction Joint Stock Company No. 9 - VC9**

The Board of Directors of Construction Joint Stock Company No. 9 - VC9 respectfully submits to the esteemed shareholders the report of the Board of Directors ("BOD") and the Executive Board on the business performance in 2024 and the plans for 2025 as follows:

**I. REPORT ON THE ACTIVITIES OF THE BOARD OF DIRECTORS**

**1. General Assessment of the Board of Directors' Activities**

In 2024, the BOD consisted of four members, including one independent member. These members were elected by the General Meeting of Shareholders ("GMS") and operated under the 2020-2025 term. The Chairman of the BOD was elected by the BOD. The BOD has consistently ensured compliance with the required number, standards, and conditions for BOD members as stipulated in the Company's Charter. No subcommittees have been established. The BOD's operations have been conducted in accordance with the Charter and Internal Governance Regulations, with responsibilities assigned to members for reviewing matters within the BOD's jurisdiction and making decisions, while also supervising and directing the Executive Board in implementing BOD resolutions and decisions.

All BOD meetings were convened and conducted in accordance with regulations, ensuring the required number of participants and compliance with procedural rules. Resolutions and voting items received high consensus.

In 2024, the BOD closely monitored the Company's business operations, providing flexible guidance to the Executive Board to help the Company overcome difficulties.

**1.1 Corporate Governance and Management**

The BOD operated based on principles of collectivity, democracy, objectivity, and the intellectual contributions of its members. Major and important issues were thoroughly discussed and deliberated. The Chairman and BOD members frequently communicated company policies, closely supervised, and provided timely direction to resolve operational challenges.

To enhance corporate governance quality, the BOD has improved both governance structure and effectiveness, specifically:

- Regular participation in weekly and monthly Executive Board meetings, thematic discussions, and review of business operations through reports and on-site inspections. Supporting the



Executive Board in market development, engaging with partners, and setting strategic directions.

- Conducting nine formal BOD meetings with 100% attendance, ensuring legal and effective decision-making.
- Strengthening oversight functions to protect minority shareholders' rights and ensuring compliance with BOD resolutions and GMS decisions.

### ***1.2 Strategic Planning and Investment Activities***

With the objective of stabilizing production, optimizing resources, and maintaining transparent corporate governance, the BOD coordinated with the Executive Board to align business strategies with resolutions passed at the 2024 GMS. The BOD set key business targets for 2025 as guidelines for the Executive Board.

## **2. Summary of BOD Meetings and Decisions**

In 2024, the BOD held nine meetings and issued 12 resolutions, primarily focusing on:

- Corporate governance: Timely submission of the 2024 Governance Report, selection of auditors, and compliance monitoring.
- Shareholder relations: Organizing the 2024 AGM and seeking shareholder opinions in compliance with legal regulations.
- Appointments and dismissals: Appointing and dismissing Vice General Directors.
- Other activities within the BOD's authority.

Beyond scheduled and extraordinary meetings, the BOD also held frequent weekly and monthly review meetings to assess governance and monitor the Executive Board's performance.

All BOD resolutions were made with high consensus. Each BOD member actively contributed to corporate governance in line with the company's strategic direction, ensuring shareholder benefits and corporate growth.

## **3. Report on Related Party Transactions**

Details of related party transactions are disclosed in the audited 2024 financial statements.

## **4. Remuneration, Operating Expenses, and Other Benefits of the BOD Members**

To prioritize resources for corporate development, especially amid economic challenges, the BOD and Supervisory Board members unanimously agreed to forgo remuneration in 2024 to allocate more resources for company investment and growth.

## **5. Activities of Independent BOD Members**

### ***5.1 Report on Independent BOD Members' Activities***

In 2024, the BOD of VC9 had four members, including one independent member. Alongside other members, the independent BOD member actively participated in strategic planning, compliance monitoring, and policy development to ensure overall corporate interests and adherence to the Company's Charter and governance standards.

### ***5.2 Independent BOD Members' Assessment***

The independent BOD member provides the following evaluation of the BOD's performance in 2024:

i. *Structure and BOD Meetings*

- BOD meetings were convened and conducted according to proper procedures, with well-prepared agendas and materials.
- Strategic business, financial, and corporate governance issues were thoroughly discussed between the BOD and the Executive Board.
- Resolutions were based on independent analysis and scientific justification, with constructive deliberations between the BOD and the Executive Board.

ii. *Supervision of the CEO and Executive Board*

- The BOD effectively supervised the Executive Board, ensuring strict corporate oversight and timely adjustments to decisions as needed.
- The BOD continuously monitored Executive Board activities, offering analytical and advisory support to optimize corporate decisions.
- The BOD emphasized risk management to help the Executive Board anticipate challenges, ensuring stable and sustainable operations while safeguarding shareholder interests.

5.3 Overall Evaluation of the BOD's Performance

- The BOD's activities in 2024 aligned with GMS resolutions, the Company Charter, corporate governance regulations, and management best practices.
- BOD members demonstrated high responsibility and professionalism in fulfilling their roles.
- BOD resolutions and strategies were effective and timely, supporting efficient executive management.
- The BOD's governance contributed to achieving corporate growth, ensuring profitability, and protecting shareholder and employee interests.

## **II. BOARD OF DIRECTORS' SUPERVISION OF THE EXECUTIVE BOARD**

### **1. Supervision of the Executive Board's Activities**

The Board of Directors (BOD) set out the key tasks for the company in 2024 and directed the implementation of various solutions to achieve the business plan targets for the year. It consistently provided support, oversight, and leadership supervision over the Executive Board, specifically:

- Fulfilled its functions and duties as stipulated in the Company's Charter and operating regulations. Objectively analyzed business issues and promptly provided strategic guidance and solutions to enhance corporate governance capacity, ensuring the company's stable development and shareholder interests.
- Business plan targets were formulated in line with actual conditions. Multiple solutions were implemented simultaneously to achieve 2024 business goals, ensuring the company's sustainable growth and stable income for employees.
- Regularly monitored the Executive Board's activities, strengthening financial management by controlling bank debt levels to reduce financial costs.
- Focused on debt collection efforts and restructuring the company's existing assets, while planning and utilizing capital efficiently.
- Directed and required the Executive Board to minimize company expenses, ensuring the preparation and adherence to budget forecasts for administrative and financial costs.
- Conducted comprehensive supervision over all aspects of the company's business activities. The BoD supported the Executive Board in project execution, including: Ninh Thuy Cement Distribution Station - Nghi Son - Khanh Hoa; Hoa Phat Dung Quat 2 Integrated Steel Production Complex - Quang Ngai; Son Thanh Water Plant Project; Bac Giang Water Plant

Capacity Expansion - Phase 2; Tan Dinh - Bac Giang Pipeline Project; Chi Thanh - Van Phong Expressway Project; Geely Auto Showroom - Long Bien; Finalizing settlement for Bim Group Ha Long projects.

- Provided strategic direction and closely supervised market expansion efforts to secure projects for 2024 and beyond.
- Managed human resources in accordance with established functions, duties, and procedures.
- Maximized the utilization of the company's machinery and equipment to reduce costs and generate depreciation revenue.
- Required strict compliance with disclosure regulations applicable to listed companies on the Hanoi Stock Exchange.

## 2. 2024 Performance Results

### Comparison of 2024 results with 2023:

| No. | Target            | 2023    | 2024    | % Change |
|-----|-------------------|---------|---------|----------|
| 1   | Total assets      | 996,283 | 834,126 | -16,28%  |
| 2   | Owner's equity    | 62,640  | 63,430  | 1,26%    |
| 3   | Net revenue       | 268,465 | 233,707 | -12,95%  |
| 4   | Profit before tax | 1,396   | 0,789   | -43,48%  |
| 5   | Profit after tax  | 1,396   | 0,789   | -43,48%  |

### Revenue Situation by Business Segment in 2024:

#### 2.1 Construction Sector:

- The key production and revenue indicators for 2024 are as follows:
  - o **Revenue value:** VND 174.61 billion (41% of the plan)
  - o **New construction contracts signed in 2024:** VND 227.631 billion
- The construction projects have largely met their schedule. Quality inspection and supervision were prioritized, ensuring technical and aesthetic standards. Workplace safety was well maintained, with no severe labor accidents recorded throughout the year. However, although technical solutions and directions were established from the outset, the quality of finishing work remained suboptimal due to insufficient inspection during execution.
- In 2024, the company actively participated in bidding for projects. However, due to the government's tightened credit policies, real estate developers faced financial difficulties. To ensure stability, the company focused on selecting projects and investors with secure cash flow. As a result, the total value of new contracts signed was not high, and most of the work involved continuing previously signed contracts from the previous year.

#### 2.2 Investment Sector:

- Investment value realized: VND 11.36 billion (32% of the plan)

The investment business sector underperformed due to several reasons:

- Chi Đông Urban Area Project: Phase II could not be implemented due to ongoing adjustments to the 1/500-scale detailed zoning plan. Delays occurred because, after the merger of Mê Linh District (formerly in Vĩnh Phúc Province) into Hanoi City, the project required a comprehensive review. It had to align its technical infrastructure with

neighboring projects and meet social infrastructure standards as per current design standards and construction regulations.

- **Nghi Phú Project – Vinh City, Nghệ An Province:** The construction of the remaining rough-built houses fell behind schedule. This was due to two adjacent roads that had yet to be completed by Nghệ An Province, leaving some units without road access. Additionally, many customers requested adjustments in design, plot mergers, and other modifications, causing delays in on-site construction progress.

### 2.3 *Tasco Building Management and Services:*

- Revenue value : VND 42.7 billion (101% of the plan)
- The company effectively managed and provided high-quality services for Tasco buildings, ensuring tenant satisfaction. The occupancy rate reached 100% of the available leasing space.

### 2.4 *Other Business Areas:*

- Revenue : VND 5.03 billion

## III. **BOARD OF DIRECTORS' ORIENTATION FOR 2025**

### 1. **Strategic Orientation for 2025**

Based on an analysis of market challenges, opportunities, and the company's competitive advantages, the Board of Directors (BOD) has set the following strategic direction and operational guidelines for 2025:

### 2. **Business Plan for 2025**

With a clear vision and strategic direction, alongside the company's existing strengths, the BoD presents the following business plan for shareholder approval in the upcoming year:

| No. | Indicator            | 2025 (Billion VND) |
|-----|----------------------|--------------------|
| 1   | Total Revenue        | 373.526            |
| 2   | Net Profit After Tax | 4.925              |

The above is the full report from the Board of Directors (BOD) and the Executive Board, respectfully submitted to the General Meeting of Shareholders for review and approval.

We sincerely hope that our esteemed shareholders will continue to place their trust in and support the company in the coming period.

On behalf of the Board of Directors, I wish the meeting great success and wish all shareholders good health, happiness, and prosperity.

**ON BEHALF OF THE EXECUTIVE BOARD  
GENERAL DIRECTOR**



**NGUYEN VAN OANH**

**ON BEHALF OF THE BOD  
CHAIRMAN**



**VU DUC CUONG**