

**TNG INVESTMENT AND TRADING
JOINT STOCK COMPANY**

No: 24/BC-TNG

**SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness**

Thai Nguyen, January 25, 2025

**REPORT
ON CORPORATE GOVERNANCE IN 2024
(Summary)**

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

- **Company Name:** TNG Investment and Trading Joint Stock Company

- **Headquarters Address:** No. 434/1 Bac Kan Street - Hoang Van Thu Ward - Thai Nguyen
City - Thai Nguyen Province

- **Phone:** 02083 858 508

Email: info@tng.vn

- **Charter Capital:** VND 1,226,012,060,000

- **Stock Code:** TNG

- **Corporate Governance Model:** Shareholders' General Meeting, Board of Directors, CEO,
and an Audit Committee under the Board of Directors.

- **Internal Audit Function:** Has been implemented.

I. Activities of the Shareholders' General Meeting:

Information about the meetings and Resolutions/Decisions of the Shareholders' General
Meeting (including Resolutions of the Shareholders' General Meeting passed by written consent):

No.	Resolution/Decision No.	Date	Content																																								
1	190/2024/NQ-ĐHĐ CĐ	21/04/2024	<p>Article 1. Approve the following contents:</p> <p>1. Approve the report on the results of business operations in 2023:</p> <p>Revenue for 2023: 7,095 billion VND</p> <p>Profit after tax: 219 billion VND</p> <p>(Detailed content according to the 2023 consolidated financial statements audited by Deloitte Vietnam).</p> <p>2. Approve the report of the Board of Directors, the report of the CEO, the report of the Audit Committee:</p> <p><i>(Detailed content according to the report presented at the General Meeting).</i></p> <p>3. Approve the profit distribution plan for 2023:</p> <p style="text-align: center;">PROFIT DISTRIBUTION PLAN FOR 2023</p> <table border="1"> <thead> <tr> <th>No</th><th>CONTENT</th><th>AMOUNT</th><th>NOTE</th></tr> </thead> <tbody> <tr> <td>A</td><td>Distributable profit of the parent company (According to the audited consolidated financial statements for 2023Đ)</td><td>217.629.053.790</td><td></td></tr> <tr> <td>I</td><td>Dividend payment for 2023 (16% of charter capital)</td><td>181.636.803.200</td><td></td></tr> <tr> <td></td><td>- Cash dividend: 8%</td><td>90.818.401.600</td><td></td></tr> <tr> <td></td><td>- Stock dividend: 8%</td><td>90.818.401.600</td><td></td></tr> <tr> <td>II</td><td>Board of Directors' remuneration for 2023 (2.4%)</td><td>5.223.097.291</td><td></td></tr> <tr> <td>III</td><td>Provision for funds</td><td>30.000.000.000</td><td></td></tr> <tr> <td>1</td><td>Investment development fund</td><td>20.000.000.000</td><td></td></tr> <tr> <td>2</td><td>Working capital fund</td><td>10.000.000.000</td><td></td></tr> <tr> <td>3</td><td>Welfare fund</td><td>0</td><td></td></tr> </tbody> </table>	No	CONTENT	AMOUNT	NOTE	A	Distributable profit of the parent company (According to the audited consolidated financial statements for 2023Đ)	217.629.053.790		I	Dividend payment for 2023 (16% of charter capital)	181.636.803.200			- Cash dividend: 8%	90.818.401.600			- Stock dividend: 8%	90.818.401.600		II	Board of Directors' remuneration for 2023 (2.4%)	5.223.097.291		III	Provision for funds	30.000.000.000		1	Investment development fund	20.000.000.000		2	Working capital fund	10.000.000.000		3	Welfare fund	0	
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		<div> <div>B</div> <div>Unallocated profit</div> <div>769.153.299</div> </div> <p><i>(Detailed content according to Proposal No. 01/TTr-TNG-DHĐCĐ2024 dated 29/03/2024 of the Board of Directors).</i></p> <p>4. Approve the dividend payment for 2023:</p> <p>The dividend payment for 2023 to shareholders will be 16% of charter capital, with 8% paid in cash and 8% in stock. The detailed approval is delegated to the Board of Directors.</p> <p><i>(Detailed content according to Proposal No. 01/TTr-TNG-DHĐCĐ2024 dated 29/03/2024 of the Board of Directors).</i></p> <p>5. Approve the Board of Directors' remuneration payment for 2023:</p> <p>The remuneration for the Board of Directors for 2023 will be 2.4% of the after-tax profit, paid in cash. The detailed approval is delegated to the Board of Directors.</p> <p><i>(Detailed content according to Proposal No. 01/TTr-TNG-DHĐCĐ2024 dated 29/03/2024 of the Board of Directors).</i></p> <p>6. Approve the business plan for 2024:</p> <p>Revenue: 7,900 billion VND</p> <p>Profit after tax: 310 billion VND</p> <p><i>(Detailed content according to Proposal No. 01/TTr-TNG-DHĐCĐ2024 dated 29/03/2024 of the Board of Directors).</i></p> <p>7. Approve the dividend payment plan for 2024:</p> <p>It is expected to pay at least 16% of charter capital. The form of payment, either in cash or in stock, is delegated to the Board of Directors to ensure shareholder interests.</p>
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		<p><i>(Detailed content according to Proposal No. 01/TTr-TNG-DHDCD2024 dated 29/03/2024 of the Board of Directors).</i></p> <p>8. Approve the Board of Directors' remuneration payment for 2024:</p> <p>The remuneration for the Board of Directors for 2024 will be 2.4% of the after-tax profit for 2024, paid in cash. The detailed approval is delegated to the Board of Directors.</p> <p><i>(Detailed content according to Proposal No. 01/TTr-TNG-DHDCD2024 dated 29/03/2024 of the Board of Directors).</i></p> <p>9. Approve the plan for selecting the auditing company for the 2024 financial statements:</p> <p>A list of audit companies is proposed, and the Board of Directors is delegated to choose one company to audit the 2024 financial statements:</p> <p>1.Firm: Deloitte Vietnam</p> <p>Address: 15th floor - Vinaconex - 34 Lang Ha - Dong Da District- Ha Noi.</p> <p>2. Firm: AASC Audit Company</p> <p>Address: 01 Le Phung Hieu - Hoan Kiem District – Ha Noi.</p> <p><i>(Detailed content according to Proposal No. 01/TTr-TNG-DHDCD2024 dated 29/03/2024 of the Board of Directors).</i></p> <p>10. Approve the stock issuance plan for dividend payment in 2023:</p> <p>- Number of shares to be issued: up to 9,081,840 shares</p> <p>- Issue price: 10,000 VND/share</p>
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		<p>- Elect additional members to the BOD to increase the total number of members: 02 members, including:</p> <ul style="list-style-type: none"> + 01 independent BOD member + 01 other BOD member <p>- Term of the newly elected BOD members: 2024-2029 <i>(Details of the election for additional BOD members for the term 2024-2029 are specified in Proposal No. 04/TTr-TNG-DHĐCĐ2024 dated March 29, 2024 from the BOD).</i></p> <p>- List of newly elected BOD members for the term 2024-2029:</p> <ol style="list-style-type: none"> 1. Mr Nguyen Manh Linh 2. Mrs Ha Thi Tuyet 3. Mrs Doan Thi Thu <p>After approving the plan for the number of members and the structure of the BOD and the election of additional members, the BOD will consist of the following members:</p> <ol style="list-style-type: none"> 1. Mr Nguyen Van Thoi – Term 2023-2028. 2. Mr Nguyen Duc Manh – Term 2023-2028 3. Mrs Luong Thi Thuy Ha – Term 2021-2026 4. Mr Nguyen Hoang Giang – Term 2020-2025 5. Mr Nguyen Manh Linh – Term 2024-2029 6. Mrs Ha Thi Tuyet – Term 2024-2029 7. Mrs Doan Thi Thu – Term 2024-2029 <p>14. Approval of changes to the Company's business sectors and amendments to the Company's Charter.</p> <p><i>(Details according to Proposal No. 05/TTr-TNG-DHĐCĐ2024 dated March 29, 2024 from the BOD).</i></p>
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		<p>15. Continuing the public bond issuance plan and approving the listing of publicly issued bonds:</p> <ul style="list-style-type: none"> - Continuing the public bond issuance plan previously approved by the General Meeting of Shareholders in Resolution No. 505/2023/TNG-DHĐCĐ dated April 23, 2023. - Authorizing the BOD to implement and decide on necessary issues to list the issued bonds from the date of the Annual General Meeting in 2024 until the Annual General Meeting in 2025 in accordance with current regulations. <p><i>(Details according to Proposal No. 06/TTr-TNG-DHĐCĐ2024 dated March 29, 2024 from the BOD).</i></p> <p>Article 2. Implementation of the Resolution</p> <p>The General Meeting of Shareholders agrees to assign the BOD and the CEO to be responsible for implementing the tasks outlined in this Resolution, ensuring the benefits of shareholders and the company, and complying with legal regulations.</p> <p>This Resolution consists of 05 (five) pages and 02 (two) articles. It was approved by the Annual General Meeting of Shareholders in 2024 and takes effect from the date of signing.</p>

II. Board of Directors (BOD):

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

No	BOD Member	Position (Independent BOD Member, Non-Executive BOD Member)	Start/End Date as BOD Member/Independent BOD Member	
			Appointment Date	Termination Date
Before the Annual General Meeting of Shareholders (AGM) in 2024 on April 21, 2024				
1	Mr Nguyen Van Thoi	Chairman of the BOD	23/04/2023	
2	Mrs Luong Thi Thuy Ha	Vice Chairwoman of the BOD	01/06/2021	
3	Mr Nguyen Duc Manh	BOD Member	23/04/2023	
4	Mr Nguyen Manh Linh	Non-Executive BOD Member	21/04/2019	
5	Mr Nguyen Hoang Giang	Independent BOD Member	17/05/2020	
Sau Đại hội đồng cổ đông thường niên năm 2024 ngày 21/04/2024				
1	Mr Nguyen Van Thoi	Chairman of the BOD	23/04/2023	
2	Mrs Luong Thi Thuy Ha	Vice Chairwoman of the BOD	01/06/2021	
3	Mr Nguyen Duc Manh	BOD Member	23/04/2023	
4	Mr Nguyen Manh Linh	Non-Executive BOD Member	21/04/2024	
5	Mr Nguyen Hoang Giang	Independent BOD Member	17/05/2020	
6	Mrs Doan Thi Thu	BOD Member	21/04/2024	
7	Mrs Ha Thi Tuyet	Independent BOD Member	21/04/2024	

2. Meeting of Board of Directors:

No	BOD Member	Number of (BOD) meetings attended	Attendance rate at meetings	Reasons for not attending meetings
1	Mr Nguyen Van Thoi	30/30	100%	
2	Mrs Luong Thi Thuy Ha	30/30	100%	
3	Mr Nguyen Duc Manh	30/30	100%	
4	Mr Nguyen Manh Linh	30/30	100%	
5	Mr Nguyen Hoang Giang	30/30	100%	
6	Mrs Doan Thi Thu	22/22	100%	
7	Mrs Ha Thi Tuyet	22/22	100%	

3. Supervisory Activities of the Board of Directors (BOD) towards the General Director:

Responsibilities of the Board of Directors:

Strategy Oversight and Control:

- Decide on the medium-term development strategy, annual business plan, and targets.

- Decide on the investment plan and projects within its authority.
- Decide on market expansion strategies, marketing, and technology solutions.
- Appoint, dismiss, sign, and terminate contracts with the General Director and key management personnel.

- Supervise and direct the General Director and other management members.
- Decide on the company's organizational structure.
- Establish committees under the Board of Directors.
- Appoint or dismiss the Company Secretary.
- Approve internal management documents (and corporate governance rules).

Control, Disclosure, and Ensuring Transparency:

- Submit the annual financial report to the General Meeting of Shareholders.
- Propose approval of financial reports, management reports, audit reports (and corporate governance reports) to the General Meeting of Shareholders.
- Develop internal control and risk management mechanisms.

Ensuring Shareholder Interests:

- Advise the General Meeting of Shareholders on dividend payments, timing, and procedures.
- Resolve internal conflicts within the company.
- Organize the General Meeting of Shareholders.
- Collect shareholder opinions to approve decisions at the General Meeting of Shareholders.

Ensuring Charter Capital and Assets:

- Propose share types and total share quantity to be offered.
- Decide on the issuance of new shares within the allowed limits for each type of share.
- Decide on raising additional capital through other means.
- Decide on the price for issuing shares and bonds.

Specifically:

The Board of Directors directly directs the General Director to implement the following main activities:

- Review and assess IT processes to prevent risks related to cybersecurity, data leaks via unlicensed software, and financial transaction risks.
- Issue procedures for business operations that have not been formalized in writing.
- Closely monitor the procurement process for input goods and services.

- Request the General Director to analyze the financial report for 2024, highlighting achievements and areas for improvement, and propose solutions to ensure the revenue and profit targets for 2025 set by the General Meeting of Shareholders are met.

- Implement monthly financial assessments, business operations efficiency evaluations, and publish the monthly and quarterly business performance reports as required.

- Instruct the General Director to forecast the implementation of the business plan for the next month and outline the key objectives and priorities, ensuring the mobilization of resources (personnel, investment capital, operating mechanisms) to address and supplement any resource gaps.

- Require departments to create and approve investment and repair plans on a quarterly and annual basis, avoiding small-scale or disjointed initiatives.

- Instruct departments to strictly monitor and report on the implementation progress of investment and repair projects against the approved plans and timelines.

- Modify the organizational structure, reorganize departments and staff to improve management efficiency, and evaluate staff performance.

- Develop and validate a competency dictionary for human resources to enhance personnel management and staff training within the company.

- Review all business processes currently in place across the company and update, amend, and create new business procedures to standardize and coordinate activities between departments.

- Issue policies and regulations for employees, ensuring their rights are protected, while maintaining internal work rules, reward systems, and discipline.

- Promote company and legal regulations on labor protection among workers, employee associations, and management.

- Continue the operation of the company's Tender Council to perform its functions and achieve its objectives:

- Select goods and services with the best quality, competitive pricing, and from capable suppliers.

- Address violations of company management regulations and demand material compensation (if any) from individuals or suppliers failing to comply with company policies. The minimum compensation must equal 100% of the price difference between the market price and the purchase price.

- Direct the General Director to assess the performance of 2024 and review the 2025-2030 strategic plan.

4. Activities of Committees under the Board of Directors (if any)

a. Audit Committee:

- Propose or draft a proposal for the Board of Directors regarding the appointment, reappointment, or dismissal of internal audit members.

- Provide feedback on candidates for the position of independent auditor.

- Provide feedback on the draft contract to be signed with the independent auditor.

- Monitor the application of accounting standards in preparing financial reports.

- Đánh giá mức độ chính xác và mức độ hoàn thiện của những thông tin tài chính trước khi công bố

- Propose an independent audit firm and evaluate the independence of the auditor. Supervise both internal and independent audit functions.

- Review conditions that may lead to the dismissal of the independent auditor and propose recommendations in such cases.

- Carry out other audit-related tasks assigned by the Board of Directors.

Member composition criteria: Independent, non-executive members of the Board of Directors must constitute the majority of the Audit Committee. One of them is appointed as the Chairperson. At least one member of the Audit Committee must be an expert in accounting and finance and should not work for the company's accounting/finance department.

b. Human Resources - Remuneration - Salary Committee:

- Provide feedback on proposals for appointing Board members or members of the Board of Management.

- Set criteria for the qualities and capabilities of Board members or Board of Management members.

- Draft or evaluate the content of procedures for appointing Board members or Board of Management members.

- Periodically (at least twice a year) evaluate the size and composition of the Board of Directors and the Board of Management, the conditions for appointments, and make recommendations for necessary changes to be presented at the next General Meeting of Shareholders.

- Direct the preparation and drafting of the company's internal labor regulations.
- Carry out other tasks related to the company's human resources policies as assigned by the Board of Directors.

Member composition criteria: Independent members of the Board of Directors must constitute the majority of the Human Resources Committee. One of them is appointed as the Chairperson. Committee members must be familiar with the basic principles of business ethics, management, business law, labor law, and applicable regulations.

c. Development Policy Committee:

- Identify the company's development strategies, goals, plans, and key performance indicators.
- Identify operational priorities.
- Develop organizational policies.
- Evaluate long-term productivity in the company's activities.

Member composition criteria: Members should have experience in areas relevant to the company's operations.

d. Sustainability Development Committee:

- Develop the company's long-term development plan aligned with sustainable development.
- Monitor and supervise all company activities, including business operations, finances, human resources, and environmental practices, to ensure sustainable business, finance, workforce, and improved working conditions.
- Monitor and evaluate the preparation of the annual Sustainability Report in accordance with GRI standards.
- Supervise and evaluate the company's compliance with the Sustainability Business Index (CSI) by VCCI.

Member composition criteria: Committee members should have knowledge of GRI standards and other relevant economic, environmental, and social standards as well as the company's core business operations.

e. Shareholder Relations Committee:

- Monitor shareholder information and the number of shares held by each shareholder (ordinary shares, preferred shares, names, addresses, citizen identification numbers, etc.) through the list provided by the depository and securities clearing company at each rights settlement period.

- Advise and assist company leadership in organizing events as required by law, such as the Annual General Meeting, Extraordinary General Meetings, and shareholder written resolutions. Report the voting results for each meeting and the list of shareholders attending the meeting or representing other shareholders.

- Monitor and ensure the company's periodic and ad-hoc disclosures in accordance with current legal requirements, report to competent authorities as required, and propose recommendations to the management regarding disclosure practices.

- Organize the reception and responses to shareholder inquiries or requests. Resolve internal disputes between shareholders and the company, the Board of Directors, the Supervisory Board, and the General Director, within the scope of the committee's functions and the company's charter.

- Research and hire legal consultants to resolve any shareholder disputes (if any).

5. Resolutions of Board of Director (Report 2024)

No	No of Resolution/Decision	Date	Content	Approval Ratio
1	11/NQ-HĐQT	08/01/2024	Resolution on dividend payment for the second term of 2023 in cash	5/5
2	14/NQ-HĐQT	08/01/2024	Resolution on dissolution of Yen Binh Golf Company Ltd. TNG	5/5
3	60/NQ-HĐQT	01/02/2024	Resolution on signing contracts and transactions with related parties	5/5
4	68/NQ-HĐQT	20/02/2024	Resolution on organizing the 2024 Annual General Meeting of Shareholders	5/5
5	88/NQ-HĐQT	11/03/2024	Resolution on changing the authorized person for public information disclosure	5/5
6	04.03/NQ-HĐQT	08/04/2024	Resolution on introducing and approving the list of candidates for the Board of Directors (2024-2029 term)	5/5
7	1004.01/NQ-HĐQT	10/04/2024	Resolution on amending and supplementing Resolution No. 2612/NQ-HĐQT dated 26/12/2023	5/5
8	1004.02/NQ-HĐQT	10/04/2024	Resolution on approving the registration file for public bond issuance	5/5
9	195/NQ-HĐQT	23/04/2024	Resolution on establishing committees and sub-committees under the Board of Directors	7/7
10	199/NQ-HĐQT	24/04/2024	Resolution on implementing the plan to issue shares for dividend payment	7/7
11	263/NQ-HĐQT	23/05/2024	Resolution on temporarily suspending the registration file for public bond issuance	7/7
12	1106.01/NQ-HĐQT	11/06/2024	Resolution on approving the full public bond issuance plan công chúng	7/7

No	No of Resolution/Decision	Date	Content	Approval Ratio
13	1106.03/NQ-HĐQT	11/06/2024	Resolution on approving the registration file for public bond issuance	7/7
14	326/NQ-HĐQT	12/06/2024	Resolution on dismissing the Deputy General Director	7/7
15	354/NQ-HĐQT	19/06/2024	Resolution on selling/transferring shares to reduce ownership in Bac Thai Investment and Construction Joint Stock Company	7/7
16	356/NQ-HĐQT	19/06/2024	Resolution on selecting an audit firm to review financial statements for the 6-month period ending June 30, 2024	7/7
17	455/NQ-HĐQT	29/07/2024	Resolution on increasing the charter capital and amending the Company's Charter for the 37th time	7/7
18	458/NQ-HĐQT	30/07/2024	Resolution on approving the credit limit agreement with BIDV Thái Nguyên Branch	7/7
19	459/NQ-HĐQT	30/07/2024	Resolution on approving loan and opening L/C at Vietinbank - Thai Nguyen Branch	7/7
20	470/NQ-HĐQT	31/07/2024	Resolution on signing contracts and transactions with related parties	7/7
21	482/NQ-HĐQT	05/08/2024	Resolution on advance dividend payment for the first term of 2024 in cash	7/7
22	1908.01/NQ-HĐQT	19/08/2024	Resolution on amending and supplementing Resolution No. 1106.01/NQ-HĐQT dated 11/06/2024	7/7
23	1908.02/NQ-HĐQT	19/08/2024	Resolution on approving the registration file for public bond issuance TNGH2428001	7/7
24	546/NQ-HĐQT	26/08/2024	Resolution on establishing the LAB Branch (TNG Testing Center) – TNG Investment and Trading JSC	7/7
25	552/NQ-HĐQT	27/08/2024	Resolution on signing contracts and transactions with related parties	7/7
26	607/NQ-HĐQT	26/09/2024	Resolution on approving credit agreement and mortgage agreements at BIDV Thai Nguyen Branch	7/7
27	632/NQ-HĐQT	30/09/2024	Resolution on terminating the principle agreement for transferring the entire TNG Village commercial housing project	7/7
28	654/NQ-HĐQT	11/10/2024	Resolution on signing the credit limit loan agreement with Vietinbank Thai Nguyen Branch	7/7
29	668/NQ-HĐQT	22/10/2024	Resolution on advance dividend payment for the second term of 2024 in cash	7/7
30	701/NQ-HĐQT	04/11/2024	Resolution on approving loan at Viet - Russian Joint Venture Bank (VRB)	7/7
31	720A/NQ-HĐQT	15/11/2024	Resolution on building the Company's development strategy until 2030	7/7

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No	No of Resolution/Decision	Date	Content	Approval Ratio
32	720B/NQ-HĐQT	15/11/2024	Resolution on approving the loan for project implementation and mortgaging assets at Vietinbank Thai Nguyen Branch	7/7
33	730/NQ-HĐQT	26/11/2024	Resolution on the result of the TNGH2428001 bond public offering	7/7
34	740A/NQ-HĐQT	02/12/2024	Resolution on approving transactions between the Company and related parties	7/7
35	740B/NQ-HĐQT	02/12/2024	Resolution on finalizing the list of Bondholders for securities registration at VSDC and listing at HNX	7/7
36	783/NQ-HĐQT	17/12/2024	Resolution on capital contribution to a joint venture company for the dissolution of Yen Binh Golf Company Ltd.	7/7
37	825A/NQ-HĐQT	30/12/2024	Resolution on advance dividend payment for the third term of 2024 in cash	7/7
38	825B/NQ-HĐQT	30/12/2024	Resolution on changing the address of the Viet Duc Garment Branch	7/7

III. Audit Committee

1. Information about the Audit Committee Members:

No	Audit Committee Member	Position	Start Date/End Date as Committee Member	Professional Qualification
1	Mr Nguyen Hoang Giang	Chairman/Head of the Audit Committee	Appointed on April 23, 2023	Master's Degree
2	Mr Nguyen Manh Linh	Member of the Audit Committee	Appointed on April 23, 2023	Bachelor's Degree
3	Mrs Ha Thi Tuyet	Member of the Audit Committee	Appointed on April 23, 2024	Bachelor's in Law
4	Mr Dao Duc Thanh	Head of the Internal Audit Department	Appointed on June 1, 2021	Bachelor's in Economics

2. Audit Committee Meetings:

No	Audit Committee Member	Number of Meetings Attended	Attendance Rate	Voting Rate	Reason for Absence
1	Mr Nguyen Hoang Giang	4	100%	4/4	
2	Mr Nguyen Manh Linh	4	100%	4/4	
3	Mrs Ha Thi Tuyet	2	50%	2/4	Appointed from 23/04/2024
4	Mr Dao Duc Thanh	4	100%	4/4	

3. Supervision Activities of the Audit Committee over the Board of Directors (BOD), CEO, and Shareholders:

- At least annually, receive and review the independent audit report.
- Discuss quarterly financial reports and the audited annual financial statements with the Board of Directors and the independent auditor.
- Discuss the press release regarding the company's profits, as well as financial information, and guide the interpretation of profit figures for analysts and credit rating agencies.
- Use legal, accounting, or other external consulting services when necessary.
- Discuss policies related to risk assessment and management.
- Hold quarterly private meetings with the Board of Directors, Internal Audit, and Independent Auditor.
- Establish clear recruitment policies for employees or former employees of the independent auditing firm currently auditing the company.
- Regularly report to the Board of Directors.
- Conduct an annual self-assessment of the Audit Committee's performance.

4. SCooperation between the Audit Committee and the activities of the Board of Directors, CEO, and other management personnel:

4.1. The Head of Internal Audit will report functionally to the Board of Directors and administratively to the CEO. To ensure that the internal audit department has sufficient authority to perform its duties, the Audit Committee will:

- Approve the internal audit charter.
- Approve the risk-based audit plan.
- Approve the internal audit personnel plan and budget.
- Receive information communicated from the internal audit department about internal audit-related activities.
- Appoint or dismiss the Head of Internal Audit.
- Approve the salary and bonus of the Head of Internal Audit.
- Ensure that areas of potential limitations regarding resources and the scope of internal audit activities are identified.

4.2. The Head of Internal Audit will have unrestricted access and can communicate directly with the Audit Committee, including private meetings with the Audit Committee without the presence of the Executive Board (Deputy General Director).

4.3. The Audit Committee empowers the internal audit activities:

- Unrestricted access to functions, records, assets, and personnel related to audits, with auditors being responsible for maintaining the confidentiality of this information.
- Allocate resources, select content, determine the scope of work, apply techniques to achieve audit objectives, and issue audit reports.
- Obtain support from company personnel when necessary, as well as support from both internal and external services to ensure the completion of the audit plan.

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

- Evaluate the process of developing the company's business plan for 2024.
 - Evaluate the process of performing the annual and periodic capital and asset inventory review by the Board of Directors.
 - Evaluate the process of receiving and addressing shareholders' questions before the 2024 Annual General Meeting (AGM).
 - Evaluate the planning process for organizing the 2024 AGM, assigning tasks to various departments for execution.
 - Evaluate the process of organizing the 2024 AGM in accordance with the company's Charter and the 2020 Enterprise Law.
 - Evaluate the process of disclosing AGM information in accordance with regulations.
 - Evaluate the process and information presented in the 2023 Sustainable Development Report and Annual Report to provide an overview of the company's operations in 2023 and its direction for 2024.
 - Evaluate the company's Charter to ensure compliance with the provisions outlined in Decree 155/2020/ND-CP, which details some provisions of the Securities Law, and Circular 116/2020/TT-BTC, which provides guidelines on corporate governance applicable to public companies under Decree 155/2020/ND-CP issued on December 31, 2020.
 - Evaluate the process of preparing the company's monthly/quarterly financial statements, assessing the company's performance by comparing TNG's financial ratios with industry peers to provide investors with the most comprehensive overview.
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IV. Executive Board

No	Executive Member	Date of Birth	Professional Qualifications	Appointment/Termination Date
1	Mr Nguyen Duc Manh	1983	MBA - University of Hawaii, USA; Bachelor's in Information Technology; Bachelor's in Foreign Languages	17/05/2020
2	Mrs Doan Thi Thu	1972	Textile Engineer, Master's in Business Administration	04/07/2017
3	Mrs Luong Thi Thuy Ha	1969	Bachelor's in Accounting	08/01/2018
4	Mr Luu Duc Huy	1970	Bachelor's in Business Administration	11/01/2019
5	Mr Tran Minh Hieu	1979	Bachelor's in Economics	16/12/2016
6	Mr Pham Thanh Tuan	1983	Bachelor's in Accounting	Terminated on 12/06/2024
7	Mrs Nguyen Thi Phuong	1973	Associate's Degree in Industrial Sewing	01/06/2021
8	Mr Le Xuan Vi	1981	Bachelor's Degree	20/02/2023

V. Chief Accountant

Name	Date of birth	Professional Qualifications	Appointment/Term ination Date
Mrs Tran Thi Thu Ha	1973	Bachelor's in Accounting	08/01/2018

VI. Corporate Governance Training

Most members of the Board of Directors (BOD), the Executive Board, the Corporate Governance Officer, the Company Secretary, and the authorized persons responsible for public information disclosure have completed corporate governance training courses and will continue to participate in full corporate governance training courses as required by law and the relevant state authorities.

In September 2024, two newly appointed members of the Board of Directors for 2024, Ms. Doan Thi Thu and Ms. Ha Thi Tuyet, along with the corporate governance officer, Mr. Dao Duc Thanh, completed the 28th Board Members Certification Program (DCP28) organized by the Vietnam Institute of Directors (VIOD).

VII. List of Related Persons of the Public Company in 2024 and Transactions with the Company

1. List of Related Persons of the Company:

No	Name of Organization/Individual	Position in the Company (if any)	Start Date as a Related Person	End Date as a Related Person	Reason	Relationship with the Company
1	Nguyen Van Thoi	Chairman of the BOD				Internal person
2	Luong Thi Thuy Ha	Vice Chairperson of the BOD, Deputy CEO	Appointed Vice Chairperson on 23/04/2023			Internal person
3	Nguyen Duc Manh	CEO, Member of the BOD	Appointed CEO on 17/05/2020			Internal person
4	Nguyen Manh Linh	Member of the BOD	Appointed BOD Member on 21/04/2024, Audit Committee Member on 23/04/2024			Internal person
5	Nguyen Hoang Giang	BOD Member, Chairman/ Audit Committee Chairman	Appointed BOD Member on 17/05/2020, Audit Committee Chairman on 23/04/2023			Internal person
6	Ha Thi Tuyet	BOD Member	Appointed BOD Member on 21/04/2024			Internal person
7	Doan Thi Thu	BOD Member, Deputy CEO	Appointed BOD Member on 21/04/2024, Deputy CEO from 04/07/2017			Internal person
8	Tran Minh Hieu	Deputy CEO	Appointed Deputy CEO from 16/12/2016			Internal person
9	Luu Duc Huy	Deputy CEO	Appointed Deputy CEO on 11/01/2019			Internal person

No	Name of Organization/Individual	Position in the Company (if any)	Start Date as a Related Person	End Date as a Related Person	Reason	Relationship with the Company
10	Tran Thi Thu Ha	Chief Accountant	Appointed Chief Accountant on 08/01/2018			Internal person
11	Nguyen Thi Phuong	Deputy CEO	Appointed Deputy CEO on 01/06/2021			Internal person
12	Pham Thanh Tuan	Deputy CEO	Appointed Deputy CEO on 01/06/2021	Resigned on 12/06/2024	Resignation Letter	Internal person
13	Le Xuan Vi	Deputy CEO	Appointed Deputy CEO on 20/02/2023			Internal person
14	Dao Duc Thanh	Head of Internal Audit	Appointed Head of Internal Audit on 01/06/2021			Internal person
15	TNG Land Joint Stock Company		30/06/2022			Affiliated Company
16	Bac Thai Investment and Construction JSC		12/12/2002			Affiliated Company
17	Yen Binh Golf Co., Ltd		20/06/2019			Affiliated Company
18	Nguyen Thi Nhuan Household Business		02/12/2024			Related person of internal person

This table includes details about individuals and entities considered "related persons" of the company for 2024, alongside their associated positions, contact information, and relationships with the company.

2. Transactions Between the Company and Related Persons, or Between the Company and Major Shareholders, Internal Persons, or Related Persons of Internal Persons:

There are no transactions between the company and related persons, or between the company and major shareholders, internal persons, or related persons of internal persons.

3. Transactions Between Internal Persons of the Company, Related Persons of Internal Persons, and Subsidiaries or Companies Controlled by the Company:

No	Person Conducting the Transaction	Relationship with Internal Person	Position at the Listed Company	Subsidiary or Company Controlled by the Listed Company	Date of Transaction	Transaction Details	Notes
1	Nguyen Manh Linh		Board Member	TNG Land Joint Stock Company	26/03/2024	1.000.000.000	2603/HĐV
2	Nguyen Manh Linh		Board Member	TNG Land Joint Stock Company	12/04/2024	15.000.000.000	1204/HĐV
3	Nguyen Manh Linh		Board Member	TNG Land Joint Stock Company	29/05/2024	500.000.000	2905/HĐV

On May 20, 2024, the Company received the Business Registration Certificate No. 4601593760, which was the 6th amendment dated May 16, 2024, issued by the Department of Planning and Investment of Thai Nguyen Province for TNG Land Joint Stock Company regarding an increase in its charter capital. As a result, the Company's ownership percentage in TNG Land Joint Stock Company decreased from 51.70% to 48.81%, and TNG Land Joint Stock Company is no longer a subsidiary of the Company.

4. Transactions between the company and other entities:

4.1. Transactions between the company and companies in which members of the Board of Directors (BOD), members of the Supervisory Board, the General Director (CEO), and other managers have been or are founding members or members of the BOD, General Director (CEO), or executives within the last three (03) years (calculated at the time of the report):

Transactions with Related Parties					2022	2023	2024
Purchase of Services		No of Resolution	Date of Resolution				
TNG Land JSC		1805/NQ-HĐQT	04/07/22				
		1990/NQ-HĐQT	26/07/22		5.771.424.795	13.248.972.123	4.679.163.158
		470/NQ-HĐQT	31/07/24				6.533.011.197
		552/NQ-HĐQT	27/08/24				838.113.091
Nguyen Thi Nhuan Household Business		740A/NQ-HĐQT	02/12/24				1.094.394.000
Sales and Service Provision							
TNG Land JSC		1805/NQ-HĐQT	04/07/22		16.926.630	797.853.332	1.301.183.025
		1990/NQ-HĐQT	26/07/22				
Nguyen Thi Nhuan Household Business		740A/NQ-HĐQT	02/12/24				9.259.260
Equity Investment, Share Purchase							
TNG Land JSC		1724/2022/NQ-HĐQT	23/06/22		140.000.000.000		
Bac Thai Electrical Construction JSC		809/NQ-HĐQT	16/08/23			417.757.827	
Capital Reduction							
Bac Thai Electrical Construction JSC		354/NQ-HĐQT	19/06/24				379.611.040

Outstanding Balances with Related Parties at Year-End

	2022	2023	2024

Account Receivables				
TNG Land JSC		2.760.000	2.138.735.300	
Account Payables				
TNG Land JSC		1.393.157.380	1.902.086.471	9.921.927.500
Nguyen Thi Nhuan Household Business				1.084.394.000
Unearned Revenue				
TNG Land JSC			60.664.025.751	59.368.708.467

4.2. Transactions between the company and companies where related parties of Board members, Supervisory Board members, Directors (General Directors), and other managers are members of the Board of Directors, Directors (General Directors) or executives:

Transactions with Related Parties					2022	2023	2024
Purchase of Services		No of Resolution	Date of Resolution				
TNG Land JSC		1805/NQ-HĐQT	04/07/22				
		1990/NQ-HĐQT	26/07/22		5.771.424.795	13.248.972.123	4.679.163.158
		470/NQ-HĐQT	31/07/24				6.533.011.197
		552/NQ-HĐQT	27/08/24				838.113.091
Nguyen Thi Nhuan Household Business		740A/NQ-HĐQT	02/12/24				1.094.394.000
Sales and Service Provision							
TNG Land JSC		1805/NQ-HĐQT	04/07/22		16.926.630	797.853.332	1.301.183.025
		1990/NQ-HĐQT	26/07/22				
Nguyen Thi Nhuan Household Business		740A/NQ-HĐQT	02/12/24				9.259.260
Equity Investment, Share Purchase							
TNG Land JSC		1724/2022/NQ-HĐQT	23/06/22		140.000.000.000		
Bac Thai Electrical Construction JSC		809/NQ-HĐQT	16/08/23			417.757.827	

Capital Reduction							
Bac Thai Electrical Construction JSC	354/NQ-HĐQT	19/06/24					379.611.040

Outstanding Balances with Related Parties at Year-End							
				<u>2022</u>	<u>2023</u>		<u>2024</u>
Account Receivables							
TNG Land JSC				2.760.000	2.138.735.300		
Account Payables							
TNG Land JSC				1.393.157.380	1.902.086.471		9.921.927.500
Nguyen Thi Nhuan Household Business							1.084.394.000
Unearned Revenue							
TNG Land JSC					60.664.025.751		59.368.708.467

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

VIII. Transactions in shares by internal persons and related persons of insider

1. List of internal people and their related persons

Based on the shareholder list C433/2024-TNG/VSDC-ĐK, as of 13/11/2024, from the Vietnam Securities Depository and Clearing Corporation.

No	Name	Relationship to Insider	Shares Owned at the End of Period	Ownership Percentage at End of Period ^y	Note
I – Related Persons of BOD Members					
1	Nguyen Van Thoi		22.713.922	18,53%	
1.1	Do Thi Ha	Wife	2.194.554	1,79%	
1.2	Nguyen Duc Manh	Son	10.825.261	8,83%	
1.3	Nguyen Manh Linh	Son	719.076	0,59%	
1.4	Nguyen Thi Mien	Sister	83.885	0,07%	
1.5	Nguyen Thi Mien	Sister	0	0,00%	
1.6	Nguyen The Mien	Sister	261.857	0,21%	
1.7	Nguyen The Nhuan	Sister	301.030	0,25%	
1.8	Nguyen Van Thoi	Brother	828	0,0007%	
2	Nguyen Duc Manh		10.825.261	8,83%	
2.1	Nguyen Van Thoi	Father	22.713.922	18,53%	
2.2	Do Thi Ha	Mother	2.194.554	1,79%	
2.3	Nguyen Manh Linh	Brother	719.076	0,59%	
3	Nguyen Manh Linh		719.076	0,59%	
3.1	Nguyen Van Thoi	Father	22.713.922	18,53%	
3.2	Do Thi Ha	Mother	2.194.554	1,79%	
3.3	Nguyen Duc Manh	Brother	10.825.261	8,83%	

No	Name	Relationship to Insider	Shares Owned at the End of Period	Ownership Percentage at End of Period	Note
3.4	Vo Hoang An	Wife			
3.5	Vo Van Bay	Father in law			
3.6	Hoang Tha Kim Tuyen	Mother in law			
4	Luong Thi Thuy Ha		808.791	0,66%	
4.1	Nguyen Huu Giang	Husband			
4.2	Nguyen Ha My	Daughter			
4.3	Nguyen Thao Linh	Daughter			
4.4	Luong Van Soi	Father			
4.5	Luong Tho Doi	Sister			
4.6	Luong Thi Hoa	Sister			
4.7	Luong Thi Dieu	Sister			
4.8	Luong Van Tham	Brother			
4.9	Luong Thi Kim Khanh	Sister			
5	Nguyen Hoang Giang				
6	Doan Thi Thu		321.382	0,26%	
6.1	Nguyen Van Ngo	Husband			

No	Name	Relationship to Insider	Shares Owned at the End of Period	Ownership Percentage at End of Period ^y	Note
6.2	Doan Thi Van	Sister			
6.3	Doan Xuan Thanh	Brother			
7	Ha Thi Tuyet				
7.1	Vu Tien Nguyen	Husband			
7.2	Vu Hai Ngan	Daughter			
7.3	Vu Minh Phuc	Son			
7.4	Ha Anh Chien	Father			
7.5	Pham The Thai	Mother			
7.6	Vu Nham Tan	Father in law			
7.7	Nguyen Thi Ta	Mother in law			
7.8	Ha Phuong Thieu	Brother			
II – Related persons of Executive Directors					
8	Tran Minh Hieu		107.757	0,09%	
9	Luu Duc Huy		86.382	0,07%	
9.1	Luu Vinh Vu	Father			
9.2	Tran Thi Thanh	Mother			
9.3	Nguyen Thi Tuyết	Wife			
9.4	Luu Manh Thang	Son			
9.5	Luu Hoang Minh	Son			

No	Name	Relationship to Insider	Shares Owned at the End of Period	Ownership Percentage at End of Period ^y	Note
10	Nguyen Thi Phuong		151.346	0,1234%	
10.1	Nguyen Thanh Lam	Husband			
10.2	Nguyen Hong Linh	Son			
10.3	Nguyen Thanh Binh	Father			
10.4	Nguyen Hai Duong	Mother			
10.5	Nguyen Thi Ngoc Dung	Mother in law			
10.6	Nguyen Huu Hoan	Father in law			
11	Le Xuan Vi		30.521	0,025%	
11.1	Le Quy Mao	Father			
11.2	Nguyen Thi Quy	Mother			
11.3	Pham Van An	Father in law			
11.4	Nguyen Thi Nguyen	Mother in law			
11.5	Pham Thi Huyen Trang	Wife			
11.6	Le Duong Khanh Hien	Daughter			
11.7	Le Duong Khanh Chi	Daughter			
11.8	Le Duong Khanh Vy	Daughter			
III – Related persons of Chief Accountant					

No	Name	Relationship to Insider	Shares Owned at the End of Period	Ownership Percentage at End of Period	Note
12	Tran Thi Thu Ha		163.695	0,13%	
12.1	Nguyen Duc Trung	Husband			
12.2	Nguyen Tran Trung Duc	Son			
12.3	Tran Thanh Hai	Brother			

IV – Related persons of Head of Auditor

13	Dao Duc Thanh		136.355	0,11%	
13.1	Nguyen Thi Hai	Wife			
13.2	Dao Thanh Phuong	Daughter			
13.3	Dao Bao Quyen	Daughter			
13.4	Nguyen Thi Thao	Mother			
13.5	Dao Duc Thai	Brother			
13.6	Nguyen Xuan Trinh	Father in law			
13.7	Le Thi Dien	Mother in law			

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2. Transactions of insiders and related persons with the company's shares:

TT	Name	Position	Number of shares								Transaction time	
			Before transaction		Registration of transactions		Actual transaction		After transaction		Start date	End date
			Quantity	%	Buy	Sell	Buy	Sell	Quantity	%		
1	Nguyen Manh Linh	Member of BOD	1.967.112	1,73%		1.630.000		449.300	1.517.812	1,34%	30/01/2024	28/02/2024
2	Nguyen The Mien	Related persons of insiders	252.131	0,22%		52.000		39.300	212.831	0,19%	26/02/2024	26/03/2024
3	Nguyen Manh Linh	Member of BOD	1.517.812	1,34%		1.180.000		852.000	665.812	0,59%	12/03/2024	10/04/2024
4	Nguyen Thi Nhuan	Related persons of insiders	236.930	0,19%	60.000		60.000		296.930	0,24%	26/07/2024	25/08/2024
5	Nguyen Thi Mien	Related persons of insiders	229.857	0,19%	40.000		32.000		261.857	0,21%	31/07/2024	31/08/2024
6	Nguyen The Phuong	Deputy General Director	130.346	0,11%	50.000		21.000		151.346	0,12%	07/08/2024	06/09/2024
7	Nguyen Thi Nhuan	Related persons of insiders	296.930	0,24%	20.000		4.100		301.030	0,25%	26/07/2024	25/08/2024
8	Le Xuan Vi	Deputy General Director	19.521	0,02%	50.000		11.000		30.521	0,02%	21/10/2024	19/11/2024
9	Nguyen Duc Manh	Member of BOD	9.825.261	8,01%	1.000.000		1.000.000		10.825.261	8,83%	02/12/2024	27/12/2024
Total					1.220.000	2.862.000	1.128.100	1.340.600				

Note: According to the report on the results of stock/ mutual fund certificate/ secured warrant transactions of insiders and related persons of insiders that TNG has received. All information is posted on the Company's website at: <https://tng.vn/giao-dich-co-phieu?p=196>

IX. Other issues to be noted:

- On June 25, 2024, TNG Investment and Trade Joint Stock Company received Decision No. 250/QĐ-XPHC dated June 20, 2024, from the State Securities Commission regarding the administrative fine for violations, with a total fine of 130,000,000 VND. The company has fully paid the fine in accordance with regulations on June 26, 2024.

- On December 27, 2024, TNG Investment and Trade Joint Stock Company received Decision No. 75/QĐ-XPVPHC from the Department of Planning and Investment of Thai Nguyen Province regarding the administrative fine for violations, as the company had not met the conditions specified in point b, Clause 5, Article 162 of the Enterprise Law.

Receipts:

- As addressed
- Archived

**TNG INVESTMENT AND TRADING
JOINT STOCK COMPANY**
**CHỦ TỊCH
NGUYỄN VĂN THỜI**