

No.: 2907/2025/BCQT-BOT

Hung Yen, 29/07/2025

REPORT ON CORPORATE GOVERNANCE
(First Half of 2025)

To: - The State Securities Commission of Vietnam;
- Hanoi Stock Exchange (HNX).

- Name of Company: **THAI HA BRIDGE BOT JOINT STOCK COMPANY**
- Head Office: Phu Vat Village, Long Hung Commune, Hung Yen Province, Vietnam.
- Phone No.: 022 7389 1818 Email: botcauthaiha.jsc@gmail.com
- Charter capital: 592.468.000.000 (In words: Five hundred ninety-two billion four hundred sixty-eight million VND).
- Stock symbol: BOT
- Governance model: General Meeting of Shareholders, Board of Directors, Board of Supervisors and General Director..
- The implementation of internal audit: Not yet implemented.

I. Activities of the General Meeting of Shareholders

Information on meetings, resolutions and decisions of the General Meeting of Shareholders (including the resolutions of the General Meeting of Shareholders approved in the form of written comments):

No.	Resolution/Decision No.	Date	Content
1	01/2025/NQ-ĐHĐCĐ-BOT	08/07/2025	<p>The resolution of the 2025 Annual General Meeting of Shareholders approves the following contents:</p> <ul style="list-style-type: none">- Approval of the Board of General Directors report on the business performance results for 2024 and the business plan for 2025.- Approval of the Board of Directors' report on activities for 2024 and the plan for 2025.- Approval of the Supervisory Board's report on activities for 2024 and the plan for 2025.- Approval of the audited financial statements for 2024.- Approval of the proposal for the selection of the auditing firm for 2025.- Approval of the proposal for the remuneration of the Board of Directors and the Supervisory Board for 2024, as well as the remuneration plan for 2025; and the profit distribution plan for 2024 and the projected plan for 2025.

			<ul style="list-style-type: none"> - Approval of the proposal for borrowing capital to support the Company's business operations. - Approval of the proposal to authorize the execution of contracts and transactions with related parties and the approval of significant contracts and transactions. - Approval of the proposal to authorize Tien Dai Phat Co., Ltd. to represent the investor consortium in signing agreements related to the Thai Ha Bridge BOT Project. - Approval of the proposal for the resignation and replacement of members of the Board of Directors for the 2023–2028 term. - Approval of the proposal to nominate candidates for the election of replacement members of the Board of Directors for the 2023–2028 term. - Approval of the resignation and election of replacement members of the Company's Board of Directors for the 2023–2028 term, as follows: <ul style="list-style-type: none"> ❖ Approval of the resignation of Mr. Ngô Tiến Cường from the position of member of the Board of Directors. ❖ Approval of the election of Mr. Ngô Tiến Cường as a member of the Board of Directors

II. Board of Directors (*First Half of 2025*):

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

No.	Board of Directors' members	Position (<i>Independent members of the Board of Directors, Nonexecutive members of the Board of Directors</i>)	The date becoming/ceasing to be the member of the Board of Directors	
			Date of appointment	Date of dismissal
1	Mr. Ngô Tiến Cường	Chairman of the BOD	27/04/2023	08/07/2025
2	Mr. Nguyễn Bình Diễm	BOD Independent member	27/04/2023	-
3	Mr. Ta Dai Nghia	BOD Operator member	04/06/2024	-

2. Meetings of the Board of Directors:

No.	Board of Directors' members	Number of Board of Directors' meetings attended	Attendance rate	Reasons for absence
1	Mr. Ngô Tiến Cường	03/06	50%	Belonging to a case of force majeure
2	Mr. Ta Dai Nghia	06/06	100%	-
3	Mr. Nguyễn Bình Diễm	06/06	100%	-

3. Supervisory Activities of the Board of Directors (BOD) over the Board of Management (BOM)
 - During the first six months of 2025, the Board of Directors (BOD) conducted oversight of the activities of the Board of Management (BOM) through meetings focused on the BOM's production and business operations.
 - The BOD successfully organized the 2025 Annual General Meeting of Shareholders on July 8, 2025.
 - The BOD supervised the BOM in fully implementing the BOD's resolutions, including executing the overall business and production plan approved at the 2025 Annual General Meeting, while focusing on and strengthening the review, implementation, and completion of the Company's key activities.
 - The BOD coordinated with the Supervisory Board to carry out inspections and oversight of the Company's business and production operations.
 - The BOD actively engaged in efforts to create multiple cooperation opportunities with key partners to expand the market and to transition from unprofitable or unsustainable activities (old businesses or projects) to new, more sustainable and higher-margin areas of operation.
 - The BOD monitored and reviewed the BOM's human resource management; developed recruitment plans aligned with the Company's needs; and supervised the implementation of employee policies to ensure they are fair and compliant with legal regulations.
 - The BOD worked on developing and refining internal processes and scientifically managing communication systems to improve financial management and overall corporate governance quality in accordance with the Company's actual operations.

4. Activities of the Board of Directors' subcommittees (If any): None

5. Resolutions/Decisions of the Board of Directors (*First Half of 2025*):

No.	Resolution/Decision No.	Date	Content	Approval rate
1	1704A/2025/BOT/NQ-HĐQT	17/04/2025	Resolution of the BOD approving the change of the auditing firm for the 2025 financial statements	100%
2	2401.1/2025/BOT/NQ-HĐQT	21/04/2025	Resolution of the BOD approving the convening of the 2025 Annual General Meeting of Shareholders	100%
3	22.05/2025/NQ-HĐQT	22/05/2025	Resolution of the BOD approving the agenda and documents for the 2025 Annual General Meeting of Shareholders	100%
4	0506B/2025/NQ-HĐQT	05/06/2025	Resolution of the BOD approving the addition of agenda items and documents for the 2025 Annual General Meeting of Shareholders	100%
5	0506/2025/BOT/NQ-HĐQT	05/06/2025	Resolution of the BOD approving the dismissal and appointment of the Acting Chairman of the Board of Directors	100%

6	1706/2025/NQ-HĐQT	17/06/2025	Resolution of the BOD approving the agenda and documents for the second session of the 2024 Annual General Meeting of Shareholders	100%
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III. Board of Supervisors (*First Half of 2025*):

1. Information about members of Board of Supervisors (BOS):

No.	Members of Board of Supervisors	Position	The date becoming/ceasing to be the member of the Board of Supervisors	Qualification
1	Ms. Nguyen Thi Ha	Head of BOS	27/04/2023	Accountant
2	Ms. Vu Thi Thao	BOS Member	27/04/2023	Accountant
3	Ms. Vu Thi Thu Huyen	BOS Member	27/04/2023	Accountant

2. Meetings of Board of Supervisors:

No.	Thành viên BKS	Number of meetings attended	Attendance rate	Voting rate	Reasons for absence
1	Ms. Nguyen Thi Ha	1/1	100%	100%	-
2	Ms. Vu Thi Thu Huyen	1/1	100%	100%	-
3	Ms. Vu Thi Thao	1/1	100%	100%	-

3. Supervisory Activities of the Board of Supervisors (BOS) over the Board of Directors (BOD), Board of Management (BOM), and Shareholders:

- The Board of Supervisors (BOS) held one meeting to conduct oversight and evaluation of the Company's operations through the review of financial statements and inspection of certain records and documents. The supervision covered the following areas:
 - + Oversight of the activities of the Board of Directors (BOD) and verification of the BOD's activity report.
 - + The BOS conducted inspections and oversight of the Company's operations by participating in meetings of the BOD and the Board of Management (BOM), as well as reviewing periodic reports and documents from relevant departments.
 - + Inspection and oversight of compliance with legal policies, state regulations, and the directives of the BOD and BOM, through the review and analysis of the BOD's resolutions and the BOM's decisions on production and business operations.
 - + Review and verification of the Company's self-prepared financial statements for the quarters of the first six months of 2025. Collaboration with the auditing organization to oversee inventory checks, finalization, and verification of the Company's financial statements.
 - + Collaboration with the auditing firm to finalize the 2024 financial statements in preparation for the draft BOS report to be submitted to the 2025 Annual General Meeting of Shareholders. Oversight and provision of feedback on the procedures and preparations for organizing the 2025 Annual General Meeting to ensure compliance with legal regulations and the Company's charter.
- #### 4. Coordination between the Board of Supervisors (BOS), the Board of Directors (BOD), the Board of Management (BOM), and Other Management Personnel
- The BOS received strong cooperation from the BOD, the BOM, and the management staff of functional departments, which facilitated the provision of necessary facilities, information, and documents required for the BOS's inspection activities.

- The BOS's activities were conducted in full compliance with the Company's charter and the resolutions of the Annual General Meeting of Shareholders.

5. Other Activities of the BOS (if any): None

IV. Board of Management

No.	Members of Board of Management	Date of birth	Qualification	Date of Appointment/Dismissal of Executive Board Member
1	Mr. Ta Dai Nghia	06/11/1973	Electronic engineer	12/06/2024

V. Chief Accountant

No.	Full name	Date of Birth	Professional Qualification	Date of Appointment/Dismissal
1	Ms. Do Thi Hoa	27/04/1989	Bachelor of Accounting	27/02/2023

VI. Training on Corporate Governance:

Corporate governance training courses attended by members of the Board of Directors, members of the Supervisory Board, the Managing Director (General Director), other managerial personnel, and the Company Secretary in accordance with corporate governance regulations: The Company has participated in corporate governance seminars organized by the State Securities Commission (SSC) and invited by the Hanoi Stock Exchange (HNX).

VII. List of Related Parties of the Public Company and Transactions of the Related Parties

- List of Related Parties of the Company: Detailed in Appendix 1.
- Transactions between the Company and Its Related Parties, or between the Company and Major Shareholders, Insiders, or Related Parties of Insiders: Detailed in Appendix 2.
- Transactions between Insiders of the Company, Related Parties of Insiders, and Subsidiaries or Companies Controlled by the Company: None.
- Transactions between the Company and Other Entities:
 - Transactions between the Company and Entities Where Members of the Board of Directors, Members of the Board of Supervisors, Director (General Director), or Other Managers Are or Were Founding Members, Members of the Board of Directors, or Director (General Director) within the Past Three (3) Years (as of the Reporting Date): None.
 - Transactions between the Company and Entities Where Related Parties of Members of the Board of Directors, Members of the Board of Supervisors, Director (General Director), or Other Managers Are Members of the Board of Directors or Director (General Director): None.
 - Other Transactions of the Company (if any) That May Provide Material or Non-Material Benefits to Members of the Board of Directors, Members of the Board of Supervisors, Director (General Director), or Other Managers: None.

VIII. Share transactions of internal persons and their affiliated persons (First Half of 2025).

1. The list of internal persons and their affiliated persons: Detailed in Appendix 3.
 2. Transactions of internal persons and affiliated persons with shares of the company: None.
- IX. Other significant issues: None**

Recipients:

- As above;
- Archived: Clerical department.

CHAIRMAN OF THE BOARD OF DIRECTORS

(Sign full name and seal)



NGÔ TIÊN CƯỜNG



APPENDIX 1: LIST OF AFFILIATED PERSONS OF THE COMPANY

No.	Name of organization/ individual	Securities trading account (if any)	Position at the Company (if any)	ID 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
1	Ngô Tiến Cường	-	Chairman of the BOD			27/04/2023	08/07/2025	Elected for 2023-2028 term	Chairman of the BOD
2	Nguyễn Bình Dien	-	Independent Member of the BOD			27/04/2023	-	Elected for 2023-2028 term	Independent Member of the BOD
3	Ta Dai Nghia	-	Member of the BOD cum General Director			04/06/2024	-		Member of the BOD cum General Director
4	Nguyễn Thị Hà	-	Head of BOS			27/04/2023	-	Elected for 2023-2028 term	Head of BOS
5	Vu Thị Thao	-	Member of BOS			27/04/2023	-	Elected for	Member of BOS

									2023-2028 term	
6	Vu Thi Thu Huyen	-	Member of BOS				27/04/2023	-	Elected for 2023-2028 term	Member of BOS
7	Do Thi Hoa	-	Chief Accountant				27/02/2023	-		Chief Accountant
8	Tu Thi Huong	-	Company Governance Officer and Company Secretary				14/05/2024	-		Company Governance Officer and Company Secretary
9	Tien Dai Phat Company Limited	-	Shareholders owning more than 10% of shares				-	-		Chairman of the Members' Council and also Chairman of the BOD of Thai Ha Bridge BOT Joint Stock Company
10	Tien Dai Phat Investment	-					-	-		Chairman of the BOD is

[illegible]

APPENDIX 2: TRANSACTIONS BETWEEN THE COMPANY AND ITS RELATED PARTIES; OR BETWEEN THE COMPANY AND MAJOR SHAREHOLDERS, INSIDERS, OR PERSONS RELATED TO INSIDERS

No.	Name of Organization/Individual	Relationship with the Company	Securities Registration Certificate No., Date of Issuance, Issuing Authority	Head Office Address / Contact Address	Transaction Date with the Company	Resolution/Decision Number of the General Meeting of Shareholders/Board of Directors Approving the Transaction (if any, specify the date of issuance)	Description of Transaction, Quantity, and Total Transaction Value	Remarks
1	Ngo Tien Cuong	Chairman of the Board of Directors / Authorized Legal Representative			02/04/2025		Advance Payment Amount: 4.500.000.000 VND	
2	Ngo Tien Cuong	Chairman of the Board of Directors / Authorized Legal Representative			22/04/2025		Advance Payment Amount: 5.000.000.000 VND	

3	Ngo Tien Cuong	Chairman of the Board of Directors / Authorized Legal Representative			29/04/2025		Advance Payment Amount: 5.000.000.000 VND	
4	Ngo Tien Cuong	Chairman of the Board of Directors / Authorized Legal Representative			10/05/2025		Advance Payment Amount: 4.500.000.000 VND	
5	Ngo Tien Cuong	Chairman of the Board of Directors / Authorized Legal Representative			20/05/2025		Advance Payment Amount: 4.000.000.000 VND	
6	Ngo Tien Cuong	Chairman of the Board of Directors / Authorized Legal Representative			31/05/2025		Advance Payment Amount: 3.000.000.000 VND	

APPENDIX 3: LIST OF INSIDERS AND RELATED PERSONS OF INSIDERS

No.	Full Name	Securities Trading Account Number (if applicable)	Position in the Company (if any)	National ID Card or Passport No., Date of Issuance, Issuing Authority	Contact Address	Number of Shares Held at the End of the Period	Percentage of Share Ownership at the End of the Period	Remarks
1	Ngo Tien Cuong	-	Chairman of the Board of Directors			0	0%	
1.1	Nguyen Thi Quyen	-	-			0	0%	
1.2	Ngo Tien Dai Phat	-	-			0	0%	
1.3	Ngo Dai Gia Thien	-	-			0	0%	
1.4	Ngo Tien Phuong	-	--			0	0%	
1.5	Ngo Tien Hung	-	-			0	0%	

1.6	Ngo Tien Long	-	-	-			0	0%	
1.7	Ngo Tien Cuong			-			630.100	1,06%	
1.8	Ngo Thi Thanh Ha	-	-	-			0	0%	
1.9	Tien Dai Phat Company Limited	-	-	-			23.825.800	40,21%	
1.10	Tien Dai Phat Investment Joint Stock Company	-	-	-			0	0%	
2	Ta Dai Nghia	-	-	Member of the Board of Directors cum General Director			0	0%	
2.1	Ta Trung Kien	-	-	-			0	0%	



2.2	Nguyen Thi Chinh	-	-			0	0%	
2.3	Ta Trung Cuong	-	-			0	0%	
2.4	Ta Hai Ha	-	-			0	0%	
2.5	Nguyen Minh Ha	-	-			0	0%	
2.6	Ta Ngoc Khanh	-	-			0	0%	
2.7	Ta Tam Huong	-	-			0	0%	
2.8	Ta Quoc Khanh	-	-	.....		0	0%	A child
2.9	Ta Quoc Khuong	-	-	.....		0	0%	A child
3	Nguyen Binh Dien	-	Member of the Board of Directors			0	0%	
3.1	Dang Thi Thoa	-	-			0	0%	

3.2	Nguyen Cong Phu	-	-			0	0%	
3.3	Phung Thi Ngoc	-	-			0	0%	
3.4	Nguyen Phung Tien Dung	-	-			0	0%	
3.5	Nguyen Kim Tri Duc	-	-	.....		0	0%	A child
3.6	Nguyen Kim Tri Tai	-	-	.....		0	0%	A child
3.7	Nguyen Kim Tri Nghia	-	-	.....		0	0%	A child
4	Nguyen Thi Ha	-	Chief of the Supervisory Board			150	0,0003%	
4.1	Nguyen Van Dan	-	-			0	0%	

4.2	Tran Thi Y	-	--	.....				deceased
4.3	Nguyen Xuan Duan	-	-			150	0,0003%	
6	Vu Thi Thao	-	Member of the Supervisory Board			200	0,0004%	
6.1	Vu Van Vi	-	-			20	0,000%	
6.2	Tran Thi Dung	-	-			30	0,000%	
6.3	Vu Thi Thuy		-			50	0,000%	
7	Vu Thi Thu Huyen	-	Member of the Supervisory Board			0	0%	
7.1	Vu Tuan Anh	-	-			0	0%	
7.2	Mai Thi Thu	-	-			0	0%	
7.3	Vu Thi Hop	-	-			0	0%	
7.4	Vu Thi Hoa	-	-			0	0%	

7.5	Vu Thi Hue	-	-	.....		0	0%	A child
8	Do Thi Hoa	-	Chief Accountant			0	0%	
8.1	Do Van Long	-	-			0	0%	
8.2	Ngo Thi Sinh	-	-			0	0%	
8.3	Do Thi Vinh	-	-			0	0%	
8.4	Do Van Manh	-	-			0	0%	
8.5	Do Thi Uyen	-	-			0	0%	
8.6	Dang Ngoc Thanh	-	-			0	0%	
8.7	Dang Ngoc Tue Linh	-	-	.....		0	0%	A child
8.8	Dang Minh Duc	-	-	.....		0	0%	A child
9	Tu Thi Huong	-	Secretary cum Corporate Governance Officer			50	0,00008%	
9.1	Tu Minh Cuong	-	-			0	0%	

9.2	Hoang Thi Thong	-	-			0	0%	
9.3	Dinh Duc Manh	-	-			0	0%	
9.4	Dinh Kim Anh	-	-	.....		0	0%	A child
9.5	Dinh Ngoc Han	-	-	.....		0	0%	A child