

**TNG INVESTMENT AND TRADING
JOINT STOCK COMPANY**

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

No. 414/BC-TNG

Thai Nguyen, July 30, 2025

**REPORT
CORPORATE GOVERNANCE
FIRST 6 MONTHS OF 2025
(Summarized version)**

**To: the State Securities Commission;
Stock Exchange.**

- **Company name:** TNG Investment and Trading Joint Stock Company
- **Head office address:** No. 434/1 Bac Kan Street - Phan Dinh Phung Ward - Thai Nguyen

Province

- **Telephone:** 02083 858 508

Email: info@tng.vn

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

- **Stock code:** TNG

- **Corporate governance model:** General Meeting of Shareholders, Board of Directors, General Director and the Audit Committee of the Board of Directors.

- **Regarding the implementation of the internal audit function:** Implemented.

I. Activities of the General Meeting of Shareholders:

Information about meetings and Resolutions/Decisions of the General Meeting of Shareholders (including Resolutions of the General Meeting of Shareholders adopted in the form of written consultation:

No	Number of Resolutions/Decisions	Day	Content																		
1	162/2025/NQ-DHDCĐ	20/04/2025	<p>Article 1. To approve the following contents:</p> <p>1. Approving the report on production and business results in 2024</p> <p>Consumption revenue in 2024: 7.655 billion VND</p> <p>Profit after tax: 314 billion</p> <p><i>(Detailed content according to the 2024 Financial Statements has been audited by Deloitte Vietnam Auditing Co., Ltd.).</i></p> <p>2. To approve the report of the Board of Directors, the report of the Board of General Directors, and the report to the Audit Committee</p> <p><i>(Detailed content according to the Report presented at the Congress.)</i></p> <p>3. To approve the profit distribution plan in 2024</p> <p>PROFIT DISTRIBUTION PLAN IN 2024</p> <table><tr><th>No</th><th>CONTENT</th><th>AMOUNT (VND)</th></tr><tr><td>A</td><td>Distributable profit (A=1+2)</td><td>320.404.749.427</td></tr><tr><td>1</td><td>Undistributed profit in 2023</td><td>5.580.541.263</td></tr><tr><td>2</td><td>Profit after tax 2024</td><td>314.824.208.164</td></tr><tr><td>B</td><td>Profit Distribution (B=I+II+III)</td><td>316.839.142.881</td></tr><tr><td>I</td><td>2024 dividend payment in cash <i>(20% of the owner's contributed capital)</i></td><td>245.202.412.000</td></tr></table>	No	CONTENT	AMOUNT (VND)	A	Distributable profit (A=1+2)	320.404.749.427	1	Undistributed profit in 2023	5.580.541.263	2	Profit after tax 2024	314.824.208.164	B	Profit Distribution (B=I+II+III)	316.839.142.881	I	2024 dividend payment in cash <i>(20% of the owner's contributed capital)</i>	245.202.412.000
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No	Number of Resolutions/Decisions	Day	Content	
			II	Remuneration of the Board of Directors in 2024 (II=2.4% x (2)) (2.4% profit after tax in 2024) 7.555.780.996
			III	Deduction for Welfare Reward Fund (III=20%xA) (20% of total distributable profits) 64.080.949.885
			C	Remaining undistributed profit of this year (C=A-B) (Detailed content according to Proposal No. 01/TTr-TNG-DHDCĐ2025 dated 25/03/2025 of the Board of Directors) 3.565.606.546
			4. To approve the dividend payment plan in 2024 The dividend payment in 2024 to shareholders is 20% of the charter capital in cash. Specific details authorize the Board of Directors to approve. (Detailed content according to Proposal No. 01/TTr-TNG-DHDCĐ2025 dated 25/03/2025 of the Board of Directors).	
			5. To approve the payment of remuneration of the Board of Directors in 2024 The remuneration payment to the Board of Directors in 2024 is 2.4% of the Company's profit after tax in 2024, equivalent to VND 7,555,780,996. Specific details authorize the Board of Directors to approve. (Detailed content according to Proposal No. 01/TTr-TNG-DHDCĐ2025 dated 25/03/2025 of the Board of Directors).	

No	Number of Resolutions/Decisions	Day	Content
			<p>6. To approve the production and business plan in 2025</p> <p>Turnover: VND 8,100 billion</p> <p>Profit after tax: VND 340 billion</p> <p><i>(Detailed content according to Proposal No. 01/TTr-TNG-DHDCĐ2025 dated 25/03/2025 of the Board of Directors).</i></p> <p>7. To approve the dividend payment plan in 2025</p> <p>It is expected to pay from 16% to 20% of charter capital in cash or shares. Authorize the Board of Directors to decide on the plan on advance and payment of dividends to ensure the interests of shareholders.</p> <p><i>(Detailed content according to Proposal No. 01/TTr-TNG-DHDCĐ2025 dated 25/03/2025 of the Board of Directors).</i></p> <p>8. To approve the plan to pay remuneration to the Board of Directors in 2025</p> <p>It is expected to pay remuneration to the Board of Directors in 2024 of 2.4% of after-tax profit in 2025 in cash. Specific details authorize the Board of Directors to approve.</p> <p><i>(Detailed content according to Proposal No. 01/TTr-TNG-DHDCĐ2025 dated 25/03/2025 of the Board of Directors).</i></p> <p>9. To approve the plan to issue shares to increase charter capital, list bonds and cancel the plan to issue shares to existing shareholders</p>

No	Number of Resolutions/Decisions	Day	Content
			<p>(1) To approve the cancellation of the plan to issue shares to existing shareholders approved by the 2024 Annual General Meeting of Shareholders.</p> <p>(2) Approve the plan to issue shares under the option program for employees.</p> <p>(3) Approve the registration for listing of bonds issued to the public as prescribed. <i>(Detailed content according to Proposal No. 02/TTr-TNG-DHDCD2025 dated 25/03/2025 of the Board of Directors).</i></p> <p>10. To approve the list of independent auditing firms and authorize the Board of Directors to decide on the independent auditing firm to inspect the Company's operation</p> <p>To approve the list of independent audit firms and authorize the Board of Directors to select the companies on this list to audit the Financial Statements and other Audit Reports in 2025 and by the time of the 2026 Annual General Meeting of Shareholders and inspect the Company's operations as follows:</p> <p>(1) Firm: DELOITTE VIETNAM AUDITING CO., LTD Address: 15th Floor - Vinaconex Building - 34 Lang Ha - Dong Da District - Hanoi.</p> <p>(2) Firm: AASC AUDITING FIRM CO., LTD Address: No. 01 Le Phung Hieu - Hoan Kiem district - Hanoi.</p> <p><i>(Detailed content according to Proposal No. 03/TTr-TNG-DHDCD2025 dated 25/03/2025 of the Board of Directors).</i></p> <p>11. To approve the changes in the Company's business lines</p>

No	Number of Resolutions/Decisions	Day	Content
			<p>The General Meeting of Shareholders approved the amendment and supplementation of the Company's business lines.</p> <p><i>(Detailed content according to Proposal No. 04/TTr-TNG-DHDCD2025 dated 25/03/2025 of the Board of Directors).</i></p> <p>12. To approve the amendment and supplementation of the Company's Charter</p> <p>The General Meeting of Shareholders approved the amendments and supplements to the Company's Charter and approved the amended and supplemented Charter (the amended and supplemented contents have been updated, including changes in the Company's business lines specified in Section 11 above). The amended and supplemented Charter will take effect from April 20, 2025 and replace the Charter issued on July 29, 2024.</p> <p><i>(Detailed content according to Proposal No. 04/TTr-TNG-DHDCD2025 dated 25/03/2025 of the Board of Directors).</i></p> <p>13. To approve the Internal Regulation on Corporate Governance (amended and supplemented in 2025)</p> <p>The General Meeting of Shareholders approved the Internal Regulation on Corporate Governance (amended and supplemented in 2025), replacing the Internal Regulation on Corporate Governance approved by the General Meeting of Shareholders on April 25, 2021. To assign the Managing Board to promulgate this Regulation in accordance with law.</p>

No	Number of Resolutions/Decisions	Day	Content
			<p><i>(Detailed content according to Proposal No. 04/TTr-TNG-DHDCD2025 dated 25/03/2025 of the Board of Directors).</i></p> <p>14. Approve and authorize the Board of Directors to approve contracts, transactions with related parties and credit institutions</p> <p><i>(Detailed content according to Proposal No. 05/TTr-TNG-DHDCD2025 dated 25/03/2025 of the Board of Directors).</i></p> <p>15. To approve the dismissal of members of the Board of Directors with resignations and the plan to elect additional members of the Board of Directors (term 2025-2030)</p> <p>(1) To approve the dismissal of a member of the Board of Directors who has an Application for Resignation:</p> <p>Ms. Luong Thi Thuy Ha - Member of the Board of Directors (term 2021-2026)</p> <p>This dismissal takes effect from the date of approval by the General Meeting of Shareholders.</p> <p>(2) To approve the plan to elect additional members of the Board of Directors (term 2025-2030) as follows:</p> <ul style="list-style-type: none"> - Number of additional elected members of the Board of Directors: 02 members. <p>Including: + 01 independent member of the Board of Directors to replace the member at the end of the term.</p> <ul style="list-style-type: none"> + 01 ordinary member of the Board of Directors to replace the dismissed member. - Term of office of additionally elected members of the Board of Directors: 2025-2030

No	Number of Resolutions/Decisions	Day	Content
			<p><i>(Detailed content according to Proposal No. 06/TTr-TNG-DHDCĐ2025 dated 25/03/2025 of the Board of Directors).</i></p> <p>16. Results of election of additional members of the Board of Directors (term 2025-2030)</p> <p>The list of elected additional members of the Board of Directors for the term 2025-2030 includes:</p> <p style="padding-left: 40px;">(1) Mr. Nguyen Hoang Giang - Independent Member of the Board of Directors</p> <p style="padding-left: 40px;">(2) Mr. Dao Duc Thanh - Regular Member of the Board of Directors</p> <p>After approving the dismissal of members of the Board of Directors and the election of additional members of the Board of Directors, the structure of the Board of Directors consists of the following names:</p> <p style="padding-left: 40px;">(1) Mr. Nguyen Van Thoi - Term 2023-2028.</p> <p style="padding-left: 40px;">(2) Mr. Nguyen Duc Manh - Term 2023-2028.</p> <p style="padding-left: 40px;">(3) Mr. Nguyen Manh Linh - Term 2024-2029</p> <p style="padding-left: 40px;">(4) Ms. Ha Thi Tuyet - Term 2024-2029</p> <p style="padding-left: 40px;">(5) Ms. Doan Thi Thu - Term 2024-2029</p> <p style="padding-left: 40px;">(6) Mr. Nguyen Hoang Giang - Term 2025-2030</p> <p style="padding-left: 40px;">(7) Mr. Dao Duc Thanh - Term 2025-2030</p> <p style="text-align: center;">Article 2. Enforcement Terms</p>

No	Number of Resolutions/Decisions	Day	Content
			<p>The General Meeting of Shareholders unanimously assigns the Board of Directors, the Board of General Directors and the Legal Representative of the Company to be responsible for implementing the tasks stated in this Resolution, ensuring the interests of shareholders and enterprises and in accordance with the provisions of law.</p> <p>The Resolution consists of 05 (five) pages, 02 (two) articles. This Resolution has been approved by the 2025 Annual General Meeting of Shareholders and takes effect from the date of signing.</p>

II. Board of Directors (first 6 months of 2025):

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

No	Member of the Board of Directors	Duty (independent member of the Board of Directors, non-executive member of the Board of Directors)	Start/no longer a member of the Board of Directors/Independent Board of Directors	
			Date of Appointment	Date of dismissal
Before the 2025 Annual General Meeting of Shareholders on 20/04/2025				
1	Mr. Nguyen Van Thoi	Chairman of the Board of Directors	23/04/2023	
2	Ms. Luong Thi Thuy Ha	Vice Chairman of the Board of Directors	01/06/2021	Dismissal from 20/04/2025
3	Mr. Nguyen Duc Manh	Member of the Board of Directors	23/04/2023	
4	Mr. Nguyen Manh Linh	Non-executive members of the Board of Directors	21/04/2024	
5	Mr. Nguyen Hoang Giang	Independent Member Board of Directors	17/05/2020	
6	Ms. Doan Thi Thu	Independent Member	21/04/2024	
7	Ms. Ha Thi Tuyet	Board of Directors	21/04/2024	
After the 2025 Annual General Meeting of Shareholders on 20/04/2025				
1	Mr. Nguyen Van Thoi	Chairman of the Board of Directors	23/04/2023	
2	Mr. Nguyen Duc Manh	Standing Vice Chairman of the Board of Directors	23/04/2023	
3	Mr. Nguyen Manh Linh	Non-executive members of the Board of Directors	21/04/2024	
4	Mr. Nguyen Hoang Giang	Independent Member	20/04/2025	
5	Ms. Doan Thi Thu	Board of Directors	21/04/2024	
6	Ms. Ha Thi Tuyet	Independent Member	21/04/2024	
7	Mr. Dao Duc Thanh	Non-executive members of the Board of Directors	20/04/2025	

2. Board of Directors meetings:

No	Member of the Board of Directors	Number of meetings attended by the Board of Directors	Meeting attendance rate	Reasons for not attending the meeting
1	Mr. Nguyen Van Thoi	13/13	100%	
2	Ms. Luong Thi Thuy Ha	12/13	53.84%	Dismissal from 20/04/2025
3	Mr. Nguyen Duc Manh	13/13	100%	
4	Mr. Nguyen Manh Linh	13/13	100%	
5	Mr. Nguyen Hoang Giang	12/13	92.31%	Personal reasons

6	Ms. Doan Thi Thu	13/13	100%	
7	Ms. Ha Thi Tuyet	13/13	100%	
8	Mr. Dao Duc Thanh	6/6	100%	Appointment from 20/04/2025

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

Responsibilities of the Board of Directors:

Strategic Monitoring and Control:

- Decide on medium-term development strategies and plans, annual business plans.
- To decide on plans and investment projects within their competence.
- Decide on solutions for market expansion, marketing, and technology.
- Appoint, dismiss, dismiss, sign and terminate contracts with the General Director and key managers of the company.

- Supervise and direct the General Director and other managers.

- Decision on the organizational structure of the company.

- Establishment of committees under the Board of Directors.

- Appointment or dismissal of the Company Secretary

- Adoption of internal management documents (and Corporate Governance Rules)

Control, disclosure and transparency

- Submission of annual financial statements to the General Meeting of Shareholders
- Propose to approve financial statements, management reports, audit reports (and corporate governance reports) to the General Meeting of Shareholders.

- Develop internal control and risk management mechanisms

Ensuring the interests of shareholders

- Advising the General Meeting of Shareholders on the dividend payment amount, deadline and dividend payment procedures

- Resolve conflicts within the company

- Organizing the General Meeting of Shareholders

- Organize shareholder consultations for the General Meeting of Shareholders to approve decisions

Securing charter capital and assets

- Proposals on the types of shares and the total number of shares of each type to be offered
- Decision on the issuance of new shares within the limit of the total number of shares of each type that can be offered.

- Decisions on the mobilization of additional capital in other forms

- Decision on the offering price of shares and bonds of the company

Specifically:

The Board of Directors directly directs the Board of Directors to implement some of the following main contents:

- Review and re-evaluate IT processes to ensure the prevention of cyber security risks, information leakage through non-copyrighted software that reveals business information and risks in financial transactions

- Promulgating undocumented production and business processes

- Closely supervise the bidding of input goods and services

- Request the Board of Directors to analyze the 2024 business results report, achievements and limited points, thereby making recommendations to overcome and implement to ensure the completion of the 2025 revenue and profit plan entrusted by the General Meeting of Shareholders.

- Formulate, evaluate and analyze the financial situation and efficiency of production and business activities on a monthly basis and publish monthly and quarterly reports on production and business results as prescribed;

- Request the Board of Directors to formulate and forecast the implementation of the production and business plan in the next month, have orientations and key tasks in order to mobilize necessary resources in terms of human resources, investment capital, operation mechanism, proactively overcome and supplement the missing resources;

- Request departments to make investment plans, renovate and repair and approve plans on a quarterly and annual basis, avoiding small and inconsistent occurrences;

- Request the departments that have made plans for investment, renovation and repair to always follow up and report on the implementation situation, the progress of implementation of projects and work items compared to the established plans and the progress of implementation of subsequent plans;

- Revise the organizational model, rearrange departments and personnel to strengthen management and improve work efficiency, and at the same time assess the capacity of employees;

- Prepare and appraise a dictionary of human resource capacity assessment in order to further improve human resource management and training for the company;

- Focus on reviewing the business processes being implemented throughout the company, thereby updating, modifying and rewriting business processes to unify and coordinate activities between departments.

- Promulgate policies and regimes for employees, ensure the interests of employees, and at the same time publicize regulations and standards of conduct that employees must comply with in order to maintain internal labor regulations, regulations on commendation and discipline;

- Disseminate and propagate the company's regulations and the law on labor protection to mass organizations and the company's managers;

- To continue the operation of the company's Bidding Council in order to perform the following functions and objectives:

- Selection of goods and services with the best quality, the most competitive prices and provided by qualified suppliers;

- Handle violations of the Company's management order and request for material responsibility (if any) for individuals who do not comply with the Company's regulations on purchase and sale of goods, individuals and suppliers. The minimum arrears and compensation level is equal to 100% of the difference between the market price and the purchase and sale price.

- Direct the Board of Directors to evaluate the performance in 2024, review the implementation of the plan for the 2025-2030 period

4. Activities of subcommittees of the Board of Directors (if any)

a. Audit Committee

- Make a proposal or draft a proposal to be submitted to the Board of Directors regarding the appointment, reappointment or dismissal of internal audit members

- Comments on candidates for the position of Independent Auditor

- Comments on the draft contract to be signed with the Independent Audit

- Supervise the application of accounting standards in the preparation of financial statements

- Assess the accuracy and completeness of financial information before disclosure

- Propose the unit to conduct an independent audit. Evaluate the independence of the Independent Audit. Oversee the internal audit and independent audit functions.

- Review the conditions that may lead to the dismissal of the Independent Auditor, and make recommendations in such cases

- Perform other duties related to the audit function in the company entrusted by the Board of Directors

Composition Criteria: Independent non-executive Board members make up the majority of the Audit Committee. One of them was appointed chairman of the committee. Have at least one member of the Audit Committee who is an expert in accounting and finance and does not work for the company's accounting/finance department.

b. Subcommittee on Human Resources - Remuneration - Remuneration

- Comment on proposals on the appointment of members of the Board of Directors or members of the Board of Directors

- Establish criteria for the qualifications and competencies of members of the Board of Directors or members of the Board of Directors

- Drafting or evaluating draft content on the processes for appointing members of the Board of Directors or members of the Board of Directors

- Periodically (at least twice a year) evaluate the size and composition of the Board of Directors and the Board of Directors, the conditions for appointment and make recommendations related to necessary changes to be submitted to the General Meeting of Shareholders at the next general meeting

- Direct the preparation and writing of documents on the company's labor regulations
- Perform other tasks related to the company's personnel policy, entrusted by the Board of Directors.

Composition criteria: Independent Board members make up the majority of the Personnel Committee. One of them was appointed Chairman of the Committee. Members of the Human Resources Committee are familiar with the basic principles of business ethics, management, the Enterprise Law, the Labor Law and other applicable regulations.

c. Subcommittee on Development Policy

- Identify development strategies, goals and plans, as well as the company's basic performance indicators

- Identify operational priorities
- Develop organizational policies
- Evaluate long-term productivity in company operations

Component Standard: Experience in the fields in which the company is operating.

d. Subcommittee on Sustainable Development

- Develop a long-term development plan of the company in the direction of sustainable development

- Inspect and supervise all company activities in terms of production and business activities, finance, human resources, environment, etc. in order to ensure that the company has sustainable production and business activities, finance, sustainable human resources and an improved working environment

- Monitoring and evaluating the preparation of annual Sustainable Business Reports in accordance with GRI standards

- Evaluate and evaluate the implementation of enterprise assessment according to VCCI's CSI Sustainable Business Index;

Component standards: Members of the Sustainability Committee are people who are knowledgeable about GRI standards, standards related to the economy, environment, society, and main business activities of enterprises.

e. Shareholder Relations Subcommittee

- Monitor information of shareholders and the number of shares owned by shareholders (ordinary shares, preferential shares, names, addresses, citizen identification numbers, etc.) through the list provided by the Securities Depository and Clearing Corporation through vestings.

- Advising and supporting the Company's leaders to organize events in accordance with the provisions of the Law such as the Annual General Meeting of Shareholders, the Extraordinary General Meeting of Shareholders, organizing a written collection of shareholders' opinions, etc. Statistical report on the voting rate for each meeting, report on the list of shareholders attending the meeting, shareholders representing other shareholders;

- Monitor and disclose information to the Company periodically and irregularly in accordance with current laws, make reports at the request of compulsory, periodic or irregular authorities of competent agencies, propose and advise the Company's Board of Directors on solutions and proposals related to information disclosure.

- Organize the reception and answer questions or requests of shareholders. Settlement of internal disputes between shareholders and the Company, the Board of Directors, the Supervisory Board, the General Director according to the scope of operation and the Company's charter.

- Learn and hire a lawyer to solve problems and disputes of shareholders (if any).

5. Resolutions/Decisions of the Board of Directors (Report for the first 6 months of 2025)

No	Number of Decision Resolutions	Date	Content	Adoption Rate
1	17/NQ-HDQT	15/01/2025	Approval of loan for project implementation and mortgage of assets at Joint Stock Commercial Bank for Industry and Trade of Vietnam - Thai Nguyen Branch	7/7
2	31/NQ-HDQT	22/01/2025	Approval of the new legal entity to replace the relevant person to perform the contract with the Company	7/7
3	53/NQ-HDQT	17/02/2025	Changes in the plan to use capital obtained from the public offering of bonds	7/7
4	46/NQ-HDQT	17/02/2025	Organizing the Annual General Meeting of Shareholders in 2025	7/7
5	105/NQ-HDQT	18/03/2025	Signing a contract for credit extension/limit loan at Military Commercial Joint Stock Bank	7/7
6	111/NQ-HDQT	19/03/2025	Use of deposit interest earned from the issuance of bonds TNG124027 the public	7/7
7	125A/NQ-HDQT	25/03/2025	Approval of the meeting agenda and approval of the contents of documents for the 2025 Annual General Meeting of Shareholders of TNG	7/7
8	146/NQ-HDQT	08/04/2025	Introducing candidates and approving the List of candidates for election of additional members of the Board of	6/6

No	Number of Decision Resolutions	Date	Content	Adoption Rate
			Directors (term 2025-2030)	
9	166/NQ-HDQT	21/04/2025	Dismissal of the General Director of the Company and appointment of the Standing Vice Chairman of the Board of Directors	7/7
10	167/NQ-HDQT	21/04/2025	Dismissal of the Secretary of the Board of Directors, Secretary of the Company and appointment of the Secretary of the Company and Secretary of the Board of Directors	7/7
11	168/NQ-HDQT	21/04/2025	Dismissal of Deputy General Director of Business and Appointment of General Director of the Company	7/7
12	169/NQ-HDQT	21/04/2025	Dismissal and appointment of members of the Audit Committee and other subcommittees under the Board of Directors of the Company	7/7
13	171/NQ-HDQT	21/04/2025	Approve the payment of dividends in 2024 in cash	7/7
14	249/NQ-HDQT	29/05/2025	Selection of auditing unit to review financial statements for the 6-month operating period ending 30.06.2025 and financial statements for the year ended 31.12.2025	7/7
15	276/NQ-HDQT	09/06/2025	Approval of the transaction between the Company and related persons, TNG Land Joint Stock Company	7/7
16	264/NQ-HDQT	09/06/2025	Short-term loan at Joint Stock Commercial Bank for Investment and Development of Vietnam – Thai Nguyen Branch	7/7
17	323A/NQ-HDQT	27/06/2025	Termination of operation of Phu Binh 4 Garment Branch	7/7
18	323B/NQ-HDQT	27/06/2025	Dismissal of the title of Deputy General Director	7/7

III. Audit Committee (first 6 months of 2025):

1. Information about members of the Audit Committee:

No	Member of the Audit Committee/Audit Committee	Duty	Start/no longer a member of the Supervisory Board/Committee	Qualifications
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			Audit	
Before the 2025 Annual General Meeting of Shareholders on 20/04/2025				
1	Mr. Nguyen Hoang Giang	Chairman/ Head Audit Committee	Appointed on 23/04/2024	Master
2	Mr. Nguyen Manh Linh	Member Audit Committee	Appointed on 23/04/2024	Bachelor
3	Ms. Ha Thi Tuyet	Member Audit Committee	Appointed on 23/04/2024	Bachelor of Laws
After the 2025 Annual General Meeting of Shareholders on 20/04/2025				
1	Mr. Nguyen Hoang Giang	Chairman/ Head Audit Committee	Appointed on 21/04/2025	Master
3	Ms. Ha Thi Tuyet	Member Audit Committee	Appointed on 21/04/2025	Bachelor of Laws
4	Mr. Dao Duc Thanh	Head of Department Internal Audit	Appointed on 21/04/2025	Bachelor of Economics

2. Meeting of the Audit Committee:

No	Committee Members Audit	Number of Meetings Attended	Meeting attendance rate	Voting Rate	Reason not attending the meeting
1	Mr. Nguyen Hoang Giang	2/2	100%	2/2	
2	Mr. Nguyen Manh Linh	1/2	50%	1/2	Dismissal from office from 21/04/2025
3	Ms. Ha Thi Tuyet	2/2	100%	2/2	
4	Mr. Dao Duc Thanh	1/2	50%	1/2	Appointment from 21/04/2025

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

- At least annually, receive and review an independent audit report
- Discuss quarterly financial statements and audited annual financial statements with the Board of Directors and independent auditors
- Discuss press releases on corporate profits, as well as financial information and guide the reading of profit figures for credit rating and analysis agencies
- Use legal consultancy services, accountants or other external consultants when necessary
- Discuss policies on risk assessment and management
- Quarterly, private meetings with the Board of Directors, Internal Audit and Independent Audit
- Establish clear hiring policies for employees or employees of an independent auditing firm currently auditing for the company

- Report regularly to the Board of Directors
- Conduct annual self-assessment of the audit committee's performance

4. Coordination between the Audit Committee on the activities of the Board of Directors, the Board of Directors and other managers:

4.1. The Chief Auditor shall report on the functions to the Board of Directors and administrative reports to the General Director. In order to establish and maintain that the internal audit department has sufficient authority to perform its functions and tasks, the Audit Committee:

- Approval of internal audit charter
- Approval of risk-oriented audit plans
- Approve personnel plans and internal audit budget plans
- Receive information relayed from the School of Internal Audit about activities related to internal audit

- Appointment or dismissal of the chief internal auditor
- Approval of salaries and bonuses of the chief internal auditor
- Make sure to identify potential resource limitations and scope limits for internal audits

4.2. The Chief Internal Audit Officer will have unlimited access and direct communication 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 internal audit activities:

- Having unrestricted access to functions, records, assets, and personnel related to audits, auditors are responsible for keeping this information confidential.

- Allocating resources, selecting content and scope of work, applying techniques to achieve audit objectives, and issuing audit reports.

- Obtain support from the company's personnel in case of need, as well as support from 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 a company-wide production and business plan in 2025;
- Evaluate the implementation process of the Company's Capital and Asset Inventory Council annually and periodically;

- Evaluate the process of receiving and resolving questions of shareholders before the 2025 General Meeting of Shareholders;

- Evaluate the process of planning the organization of the 2025 General Meeting of Shareholders, assign and assign tasks to departments to implement together;

- Evaluate the process of organizing the 2025 General Meeting of Shareholders in accordance with the company's Charter and the Law on Enterprises 2020;

- Evaluate the process of disclosure of information at the General Meeting of Shareholders in accordance with regulations;

- Evaluate the process and information presented in the Sustainability Report, Annual Report 2024 to have an overview of the company's activities in 2024 and orientation to 2025;

- Evaluate the company's charter in accordance with the contents specified in Decree No. 155/2020/ND-CP detailing a number of articles of the Securities Law and Circular No. 116/2020/TT-BTC guiding a number of articles on corporate governance applicable to public companies in the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a articles of the Law on Securities.

- Evaluate the process of preparing the company's monthly/quarterly financial statements, evaluate the company's performance by comparing TNG's basic financial indicators with other units in the same industry so that investors can see the most general view.

IV. Executive Board

No	Executive Board Members	Date of birth	Qualifications	Date of appointment/dismissal of members of the Executive Board/
1	Mr. Nguyen Duc Manh	1983	Master of MBA - University of Hawaii - USA; Bachelor of Information Technology; Bachelor of Foreign Languages	Dismissal of General Director from 21/04/2025
2	Ms. Doan Thi Thu	1972	Garment Engineer, Master of Business Administration	04/07/2017
3	Ms. Luong Thi Thuy Ha	1969	Bachelor of Accounting	Dismissal from 01/07/2025
4	Mr. Luu Duc Huy	1970	Bachelor of Business Administration	11/01/2019
5	Mr. Tran Minh Hieu	1979	Bachelor of Economics	Appointment of Deputy General Director on 16/12/2016, Appointment of General Director on 21/04/2025
7	Ms. Nguyen Thi Phuong	1973	Bachelor of Industrial Tailoring College	01/06/2021
8	Mr. Le Xuan Vi	1981	Bachelor	20/02/2023

V. Chief Accountant

Full name	Date Year of birth	Professional qualifications	Date of Appointment/ Dismissal
Tran Thi Thu Ha	1973	Bachelor of Accounting	08/01/2018

VI. Training on corporate governance:

The majority of members of the Board of Directors, the Board of Directors of the company, the person in charge of corporate governance, the company secretary and the person authorized to disclose information have completed the training courses on corporate governance and will continue to participate in all training courses on corporate governance in accordance with the provisions of law and state agencies with competence.

VII. List of related persons of the public company in 2025 and transactions of related persons of the company with the company itself

1. List of related persons of the company:

No	Name of organization/individual	Position at the company (if any)	The start time is the person involved	The time is no longer a relevant person	Reason	Related relationship with the company
1	Nguyen Van Thoi	Chairman of the Board of Directors				Internal person
2	Luong Thi Thuy Ha	Vice Chairman of the Board of Directors, Deputy General Director	Appointment of Vice Chairman of the Board of Directors on 23/04/2023	Dismissal from 20/04/2025		Internal person
3	Nguyen Duc Manh	Standing Vice Chairman of the Board of Directors	Appointment of Vice Chairman of the Board of Directors on 21/04/2025			Internal person
4	Nguyen Manh Linh	Member of the Board of Directors	Appointment of Member the Board of Directors on 21/04/2024			Internal person
5	Nguyen Hoang Giang	Member of the Board of Directors, Chairman/ Head of the Audit Committee	Appointment of members of the Board of Directors on 20/04/2025			Internal person
6	Ha Thi Tuyet	Member of the Board of Directors	Appointment of members of the Board of Directors on 21/04/2024			Internal person
7	Dao Duc Thanh	Member of the Board of Directors	Appointment of Members of the Board of Directors from 20/04/2025			Internal person
8	Doan Thi Thu	Member of the Board of Directors, Deputy General Director	Appointment of Deputy Director from 04/07/2017, Appointment of members of the Board of Directors on 21/04/2024			Internal person
9	Tran Minh Hieu	General Director	Appointment of the General Director from 21/04/2025			Internal person

No	Name of organization/individual	Position at the company (if any)	The start time is the person involved	The time is no longer a relevant person	Reason	Related relationship with the company
10	Luu Duc Huy	Deputy General Director	Appointed Deputy Director on 11/01/2019			Internal person
11	Tran Thi Thu Ha	Chief Accountant	Appointment of Chief Accountant on 08/01/2018			Internal person
12	Nguyen Thi Phuong	Deputy General Director	Appointment Deputy Director on 01/06/2021			Internal person
13	Le Xuan Vi	Deputy General Director	Appointment of Deputy Director on 20/02/2023			Internal person
14	Nguyen Thuy Ngan	Company Secretary	Appointment of Company Secretary from 21/04/2025			Internal person
15	TNG Land Joint Stock Company		30/06/2022			Affiliated
16	Bac Thai Investment and Construction Joint Stock Company		12/12/2002			Affiliated
17	Yen Binh Golf Co., Ltd.		20/06/2019			Affiliated
18	Thuan Thanh Trading and Service Co., Ltd.		20/01/2025			Relevant person of the Internal person

2. Transactions between the company and its related persons; or between the company and major shareholders, insiders, and related persons of insiders:

Transaction with related parties			
	Year 2023	Year 2024	6M 2025
Buying			
TNG Land Joint Stock Company	13.248.972.123	12.050.287.446	6.387.946.062
Ms. Nguyen Thi Nhuan		14.904.088.682	
Thuan Thanh Trading and Service Co., Ltd.			7.900.599.000
Sales and service provision			
TNG Land Joint Stock Company	797.853.332	1.301.183.025	650.445.679
Ms. Nguyen Thi Nhuan		111.111.120	
Thuan Thanh Trading and Service Co., Ltd.			45.959.596
Cash dividends			
Mr. Nguyen Van Thoi	16.201.975.200	26.583.701.600	27.256.706.400
Investing in affiliates			
Yen Binh Golf Co., Ltd.			29.400.000

3. Transactions between internal persons of the company, related persons of internal persons and subsidiaries and companies controlled by the company: None

4. Transactions between the company and other entities

4.1. Transactions between the company and the company that members of the Board of Directors, members of the Supervisory Board, Directors (General Directors) and other managers have been and are founding members or members of the Board of Directors, Directors (General Directors) in the past three (03) years (calculated at the time of making reports):

Transaction with related parties			
	Year 2023	Year 2024	6M 2025
Buying			
TNG Land Joint Stock Company	13.248.972.123	12.050.287.446	6.387.946.062
Ms. Nguyen Thi Nhuan		14.904.088.682	
Thuan Thanh Trading and Service Co., Ltd.			7.900.599.000
Sales and service provision			
TNG Land Joint Stock Company	797.853.332	1.301.183.025	650.445.679
Ms. Nguyen Thi Nhuan		111.111.120	
Thuan Thanh Trading and Service Co., Ltd.			45.959.596

Transaction with related parties			
Cash dividends			
Mr. Nguyen Van Thoi	16.201.975.200	26.583.701.600	27.256.706.400
Investing in affiliates			
Yen Binh Golf Co., Ltd.			29.400.000

4.2. Transactions between companies that are operated by related persons of members of the Board of Directors, members of the Supervisory Board, Directors (General Directors) and other managers who are members of the Board of Directors, Directors (General Directors):

Transaction with related parties			
	Year 2023	Year 2024	6M 2025
Buying			
TNG Land Joint Stock Company	13.248.972.123	12.050.287.446	6.387.946.062
Ms. Nguyen Thi Nhuan		14.904.088.682	
Thuan Thanh Trading and Service Co., Ltd.			7.900.599.000
Sales and service provision			
TNG Land Joint Stock Company	797.853.332	1.301.183.025	650.445.679
Ms. Nguyen Thi Nhuan		111.111.120	
Thuan Thanh Trading and Service Co., Ltd.			45.959.596
Cash dividends			
Mr. Nguyen Van Thoi	16.201.975.200	26.583.701.600	27.256.706.400
Investing in affiliates			
Yen Binh Golf Co., Ltd.			29.400.000

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 Supervisory Board, Directors (General Directors) and other managers: None

VIII. Stock trading of insiders and related persons of insiders (first 6 months of 2025)

1. List of insiders and related persons of insiders

No	Full name	Position at the company	Relationship with Internal person	Number of shares owned at the end of the period	Stock ownership ratio at the end of the period	Notes
1	Nguyen Van Thoi	Chairman of the Board of Directors		22.713.922	18,53%	
1.1	Do Thi Ha	Related Persons of the Board of Directors	Wife	2.194.554	1,79%	
1.2	Nguyen Duc Manh	Vice Chairman of the Board of Directors	Son	10.825.261	8,83%	
1.3	Nguyen Manh Linh	Member of the Board of Directors	Son	719.076	0,59%	
1.4	Nguyen Thi Mien	Related Persons of the Board of Directors	Younger Sister	83.885	0,07%	
1.5	Nguyen Thi Mien	Related Persons of the Board of Directors	Younger Sister	0	0,00%	
1.6	Nguyen Thi Mien	Related Persons of the Board of Directors	Younger Sister	304.857	0,25%	
1.7	Nguyen Thi Nhuan	Related Persons of the Board of Directors	Younger Sister	301.030	0,25%	
1.8	Nguyen Van Thoi	Related Persons of the Board of Directors	Younger Sister	828	0,0007%	
2	Nguyen Duc Manh	Vice Chairman of the Board of Directors		10.825.261	8,83%	
2.1	Nguyen Van Thoi	Chairman of the Board of Directors	Father	22.713.922	18,53%	
2.2	Do Thi Ha	Related people of the Board of Directors	Mother	2.194.554	1,79%	

No	Full name	Position at the company	Relationship with Internal person	Number of shares owned at the end of the period	Stock ownership ratio at the end of the period	Notes
2.3	Nguyen Manh Linh	Member of the Board of Directors	Younger Sister	719.076	0,59%	
3	Nguyen Manh Linh	Member of the Board of Directors		719.076	0,59%	
3.1	Nguyen Van Thoi	Chairman of the Board of Directors	Father	22.713.922	18,53%	
3.2	Do Thi Ha	Related people of the Board of Directors	Mother	2.194.554	1,79%	
3.3	Nguyen Duc Manh	Vice Chairman of the Board of Directors	Brother	10.825.261	8,83%	
3.4	Vo Hoang An	Related people of the Board of Directors	Wife			
3.5	Vo Van Bay	Related people of the Board of Directors	Father-in-law			
3.6	Hoang Thi Kim Tuyen	Related people of the Board of Directors	Mother-in-law			
4	Nguyen Hoang Giang	Member of the Board of Directors				
5	Doan Thi Thu	Member of the Board of Directors		355.232	0,29%	

No	Full name	Position at the company	Relationship with Internal person	Number of shares owned at the end of the period	Stock ownership ratio at the end of the period	Notes
5.1	Nguyen Van Ngo	Related persons members of the Board of Directors	Husband			
5.2	Doan Thi Van	Related persons members of the Board of Directors	Sister			
5.3	Doan Xuan Thanh	Related persons members of the Board of Directors	Brother			
6	Ha Thi Tuyet	Member of the Board of Directors				
6.1	Vu Tien Nguyen	Related persons members of the Board of Directors	Husband			
6.2	Vu Hai Ngan	Related persons members of the Board of Directors	Daughter			Child
6.3	Vu Minh Phuc	Related persons members of the Board of Directors	Daughter			Child
6.4	Ha Anh Chien	Related persons members of the Board of Directors	Father			
6.5	Pham Thi Thai	Related persons members of the Board of Directors	Mother			

No	Full name	Position at the company	Relationship with Internal person	Number of shares owned at the end of the period	Stock ownership ratio at the end of the period	Notes
6.6	Vu Nham Tan	Related persons members of the Board of Directors	Father-in-law			
6.7	Nguyen Thi Ta	Related persons members of the Board of Directors	Mother-in-law			
6.8	Ha Phuong Thieu	Related persons members of the Board of Directors	Brother			
7	Dao Duc Thanh	Member of the Board of Directors		136.355	0,11%	
7.1	Nguyen Thi Hai	Related persons members of the Board of Directors	Wife			
7.2	Dao Thanh Phuong	Related persons members of the Board of Directors	Daughter			Child
7.3	Dao Bao Quyen	Related persons members of the Board of Directors	Daughter			Child
7.4	Nguyen Thi Thao	Related persons members of the Board of Directors	Mother			
7.5	Dao Duc Thai	Related persons members of the Board of Directors	Younger Sister			
7.6	Nguyen Xuan Trinh	Related persons members of the Board of Directors	Father-in-law			
7.7	Le Thi Dien	Related persons members of the Board of Directors	Mother-in-law			

No	Full name	Position at the company	Relationship with Internal person	Number of shares owned at the end of the period	Stock ownership ratio at the end of the period	Notes
8	Tran Minh Hieu	General Director		107.637	0,09%	
8.1	Nguyen Thi Hong Hanh		Wife			
8.2	Tran Bao Ngoc		Daughter			Child
8.3	Tran Bao Tram		Daughter			Child
8.4	Tran Gia Huy		Daughter			Child
8.5	Ta Thi Thu		Mother			
9	Luu Duc Huy	Deputy General Director		86.382	0,07%	
9.1	Luu Vinh Vu	Persons related to the Deputy Director	Father			
9.2	Tran Thi Thanh	Persons related to the Deputy Director	Mother			
9.3	Nguyen Thi Tuyet	Persons related to the Deputy Director	Wife			
9.4	Luu Manh Thang	Persons related to the Deputy Director	Son			
9.5	Luu Minh Hoang	Persons related to the Deputy Director	Son			
10	Nguyen Thi Phuong	Deputy General Director		151.346	0,123%	

No	Full name	Position at the company	Relationship with Internal person	Number of shares owned at the end of the period	Stock ownership ratio at the end of the period	Notes
10.1	Nguyen Thanh Lam	Persons related to the Deputy Director	Husband			
10.2	Nguyen Hong Linh	Persons related to the Deputy Director	Daughter			Child
10.3	Nguyen Thanh Binh	Persons related to the Deputy Director	Father			
10.4	Nguyen Hai Duong	Persons related to the Deputy Director	Mother			
10.5	Nguyen Thi Ngoc Dung	Persons related to the Deputy Director	Mother-in-law			
11	Le Xuan Vi	Deputy General Director		70.521	0,06%	
11.1	Le Quy Mao	Persons related to the Deputy Director	Father			
11.2	Nguyen Thi Quy	Persons related to the Deputy Director	Mother			
11.3	Pham Van An	Persons related to the Deputy Director	Father-in-law			
11.4	Nguyen Thi Nguyen	Persons related to the Deputy Director	Mother-in-law			



No	Full name	Position at the company	Relationship with Internal person	Number of shares owned at the end of the period	Stock ownership ratio at the end of the period	Notes
11.5	Pham Thi Huyen Trang	Persons related to the Deputy Director	Wife			
11.6	Le Duong Khanh Hien	Persons related to the Deputy Director	Daughter			Child
11.7	Le Duong Khanh Chi	Persons related to the Deputy Director	Daughter			Child
11.8	Le Duong Khanh Vy	Persons related to the Deputy Director	Daughter			Child
12	Tran Thi Thu Ha	Chief Accountant		151.513	0,12%	
12.1	Nguyen Duc Trung	Related Person to the Chief Accountant	Husband			
12.2	Nguyen Tran Trung Duc	Related Person to the Chief Accountant	Son			
12.3	Nguyen Tran Duc Bao	Related Person to the Chief Accountant	Son			
12.4	Tran Thanh Hai	Related Person to the Chief Accountant	Brother			
13	Nguyen Thuy Ngan	Company Secretary		3.762	0,003%	
13.1	Nhu Thanh Tung	Related persons to the Secretary	Husband			
13.2	Nhu Thanh Duy	Related persons to the Secretary	Son			Child
13.3	Chu Do Khoi Nguyen	Related persons to the Secretary	Son			Child

IX. Other issues to note: None

Recipient:

- As To
- Save office

TNG INVESTMENT AND TRADING
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