

No.: 3007/2026/BCQT-BOT

Hung Yen, July 30, 2026

REPORT
Corporate Governance
(For the first six months of 2026)

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

- Company name: **Thai Ha Bridge BOT Joint Stock Company**
- Head office: Phu Vat Village, Long Hung Commune, Hung Yen Province, Vietnam
- Telephone: 022 7389 1818 Email: botcauthaiha.jsc@gmail.com
- Charter capital: VND 592,468,000,000 (In words: Five hundred ninety-two billion four hundred sixty-eight million Vietnamese dong).
- Stock code: BOT
- Corporate governance structure: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the General Director.
- Internal audit function: Not yet implemented.

I. General Meeting of Shareholders

Information on meetings and Resolutions/Decisions of the General Meeting of Shareholders (including Resolutions of the General Meeting of Shareholders adopted by way of written voting):

No.	Resolution/Decision No.	Date	Content
1	01/2026/NQ-DHĐCĐ-BOT	30/06/2026	Resolution of the 2026 Annual General Meeting of Shareholders approving the following matters: - Approval of the Report of the Board of Management on the 2025 business performance and the 2026 business plan. - Approval of the Report of the Board of Directors on its activities in 2025 and the 2026 operating plan. - Approval of the Report of the Supervisory Board on its activities in 2025 and the 2026 operating plan.



			- Approval of the audited Financial Statements for the fiscal year 2025. - Approval of the Proposal on the appointment of the independent auditor for the fiscal year 2026. - Approval of the Proposal on the remuneration for the Board of Directors and the Supervisory Board for 2025 and the remuneration plan for 2026; the profit distribution plan for 2025 and the proposed profit distribution plan for 2026. - Approval of the Proposal on the policy for entering into contracts and transactions between the Company and its related parties, and approval of material contracts and transactions. - Approval of the Proposal authorizing Tien Dai Phat Company Limited to act on behalf of the Investor Consortium in executing matters relating to the Thai Ha Bridge BOT Project.
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II. Board of Directors (For the first six months of 2026)

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

No.	Member of the Board of Directors	Position (Independent Member of the Board of Directors, Non-executive Member of the Board of Directors)	Date of becoming/ceasing to be a Member of the Board of Directors/Independent Member of the Board of Directors	
			Date of appointment	Date of dismissal
1	Mr. Ngo Tien Cuong	Chairman of the Board of Directors	09/07/2025	-
2	Mr. Nguyen Binh Dien	Independent Member of the Board of Directors	27/04/2023	-
3	Mr. Ta Dai Nghia	Executive Member of the Board of Directors	04/06/2024	-

2. Meetings of the Board of Directors:

No.	Member of the Board of Directors	Number of Board of Directors' meetings attended	Attendance rate	Reason for absence
1	Mr. Ngo Tien Cuong	5/5	100%	-
2	Mr. Ta Dai Nghia	5/5	44,4%	-
3	Mr. Nguyen Binh Dien	5/5	100%	-

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

- **Supervision of business operations:** During the first six months of 2026, the Board of Directors regularly held meetings with the Board of Management to monitor and evaluate the Company's business performance. Through these meetings, the Board of Directors timely identified difficulties and challenges and provided appropriate strategic directions and guidance.
- **Organization of the Annual General Meeting of Shareholders:** On June 30, 2026, the Board of Directors successfully convened the Annual General Meeting of Shareholders, ensuring transparency and democracy while providing the legal basis for the Company's significant decisions during the year.
- **Supervision of the implementation of the Board of Directors' Resolutions:** The Board of Directors closely supervised the implementation by the Board of Management of all matters set out in the approved Resolutions, including:
 - The overall business plan for 2026.
 - The review and improvement of key operational activities to enhance operational efficiency.
 - Strengthening the direction and supervision to ensure the progress and quality of the Company's projects.
- **Coordination with the Supervisory Board:** The Board of Directors, in coordination with the Supervisory Board, conducted periodic inspection and supervision of the Company's business operations to ensure compliance with applicable laws and the Company's internal regulations.
- **Expansion of strategic cooperation and operational restructuring:** The Board of Directors proactively sought opportunities to cooperate with strategic partners while directing the restructuring of inefficient business activities and projects toward new business areas with greater sustainability and profitability.
- **Supervision of human resources management:** The Board of Directors supervised the human resources management activities of the Board of Management, including:
 - Developing recruitment plans aligned with the Company's development needs.

- Supervising the implementation of employee policies to ensure employees' rights and benefits in accordance with applicable laws.
 - **Improvement of operational procedures and information management:** The Board of Directors directed the development and enhancement of operational procedures and information management processes in a systematic manner to strengthen financial management capabilities and improve the overall quality of corporate governance, in line with the Company's operational requirements.
4. Activities of the committees under the Board of Directors (if any): None.
5. Resolutions/Decisions of the Board of Directors (For the first six months of 2026):

No.	Resolution/Decision No.	Date	Content	Approval Rate
1	1803/2026/NQ-HĐQT-BOT	18/03/2026	Resolution of the Board of Directors approving the audited Financial Statements for 2025 with retrospective adjustments.	100%
2	1704/2026/BOT/NQ-HĐQT	17/04/2026	Resolution of the Board of Directors approving the plan for convening the 2026 Annual General Meeting of Shareholders.	100%
3	1305/2026/BOT/NQ-HĐQT	13/05/2026	Resolution of the Board of Directors approving the agenda and meeting materials for the 2026 Annual General Meeting of Shareholders.	100%
4	0606/2026/BOT/NQ-HĐQT	06/06/2026	Resolution of the Board of Directors approving the agenda and meeting materials for the second convening of the 2026 Annual General Meeting of Shareholders.	100%
5	0307/2026/BOT/NQ-HĐQT	03/07/2026	Resolution of the Board of Directors approving the execution of the service contract for the review of the 2026 semi-annual Financial Statements and the audit of the 2026 annual Financial Statements.	100%

III. Supervisory Board (For the first six months of 2024):

1. Information on members of the Supervisory Board (SB):

No.	Member of the Supervisory Board	Position	Date of becoming/ceasing to	Professional qualifications
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			be a Member of the Supervisory Board	
1	Ms. Nguyen Thi Ha	Head of the Supervisory Board	27/04/2023	Accounting
2	Ms. Vu Thi Thao	Member of the Supervisory Board	27/04/2023	Accounting
3	Ms. Vu Thi Thu Huyen	Member of the Supervisory Board	27/04/2023	Accounting

2. Meetings of the Supervisory Board

No.	Members of the Supervisory Board	Number of meetings attended	Attendance rate	Voting rate	Reasons for non-attendance
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 Supervisory Board over the Board of Directors, Executive Management and Shareholders:

- **Organization of supervisory meetings:** During the first six months of 2026, the Supervisory Board held one (01) official meetings. At these meetings, the Supervisory Board supervised and evaluated the Company's operations through the review of the Financial Statements and the examination of certain significant records and documents.
- **Supervision of the Board of Directors:** The Supervisory Board monitored and appraised the operational reports of the Board of Directors, ensuring that governance decisions were implemented in a transparent manner, in compliance with applicable regulations, and aligned with the Company's development strategy.
- **Participation in management meetings:** The Supervisory Board directly attended meetings of the Board of Directors and the Executive Management, and reviewed periodic reports and documentation from functional departments to obtain an accurate understanding of the Company's actual operating conditions.
- **Compliance oversight:** The Supervisory Board monitored compliance with applicable laws and regulations, state policies, as well as internal regulations issued by the Board of Directors and the Executive Management. This oversight was

conducted through the review of Board resolutions and executive decisions related to business and operational activities.

- **Review of financial statements:** The Supervisory Board reviewed and assessed the 2025 annual financial statements and the Q1 2026 financial statements. In addition, it coordinated with International Auditing and Valuation Company Limited to oversee the inventory count, financial closing, and audit/review of the 2025 financial statements, ensuring their accuracy and transparency.
 - **Coordination with the external auditor:** The Supervisory Board worked in coordination with the external auditor to finalize the 2025 financial statements and to prepare the draft Supervisory Board Report for submission to the 2026 Annual General Meeting of Shareholders. In addition, the Supervisory Board supervised and provided recommendations on the procedures and processes for organizing the Annual General Meeting of Shareholders, ensuring full compliance with applicable laws and the Company's Charter.
4. Coordination between the Supervisory Board and the Board of Directors, Executive Management and other management personnel:
- The Supervisory Board received strong cooperation from the Board of Directors, the Executive Management and functional department managers, including the provision of adequate facilities as well as full and timely information and documentation necessary for the Supervisory Board's inspection and oversight activities.
 - The activities of the Supervisory Board were conducted in accordance with the Company's Charter and the resolutions of the General Meeting of Shareholders.
5. Other activities of the Supervisory Board (if any): None

IV. Executive Management

No.	Members of the Executive Management	Date of birth	Professional qualifications	Date of appointment/dismissal of Executive Management members
2	Ta Dai Nghia	06/11/1973	Electronics Engineer	12/06/2024

V. Chief Accountant

No.	Full name	Date of birth	Professional qualifications	Date of appointment/dismissal
1	Do Thi Hoa	27/04/1989	Bachelor of Accounting	27/02/2023

VI. Corporate Governance Training:

Corporate governance training programs attended by members of the Board of Directors, the Supervisory Board, the Director (General Director/Chief Executive Officer), other management personnel, and the Company Secretary in accordance with corporate

governance regulations: The Company participated in corporate governance workshops organized and invited by the State Securities Commission of Vietnam and the Hanoi Stock Exchange.

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

1. List of related persons of the Company: Details are provided in Appendix 1
2. Transactions between the Company and its related persons; or between the Company and major shareholders, insiders, and related persons of insiders: Details are provided in Appendix 2
3. Transactions between insiders of the Company and their related persons with subsidiaries or companies controlled by the Company: None
4. Transactions between the Company and other parties
 - 4.1. Transactions between the Company and entities in which members of the Board of Directors, the Supervisory Board, the Director (General Director), and other managers have served or are serving as founding members, members of the Board of Directors, or executive management within the last three (03) years (as of the reporting date): Details are provided in Appendix 2
 - 4.2. Transactions between the Company and entities in which related persons of members of the Board of Directors, the Supervisory Board, the Director (General Director), and other managers serve as members of the Board of Directors or executive management: None
 - 4.3. Other transactions of the Company (if any) that may provide material or non-material benefits to members of the Board of Directors, the Supervisory Board, the Director (General Director), and other managers: None

VIII. Share transactions of insiders and related persons of insiders (Semi-annual report for 2026).

1. List of insiders and their related persons: Details are provided in Appendix 3
2. Share transactions by insiders and their related persons in the Company's shares: None

IX. Other matters to be noted: None

CHAIRMAN OF THE BOARD OF DIRECTORS

(Signature, full name and company seal)

Recipients:

- As above
- Filed at: Administration Department.



APPENDIX 1: LIST OF RELATED PERSONS OF THE COMPANY

No.	Name of organization /individual	Securities trading account (if any)	Position at the Company (if any)	ID/Passport/Business Registration No. *, date of issue, place of issue	Head office address/Contact address	Date of becoming a related person	Date of ceasing to be a related person	Reason	Nature of relationship with the Company
1	Ngo Tien Cuong	-	Chairman of the Board of Directors			09/07/2025	-	Elected for the term 2023–2028	Chairman of the Board of Directors
2	Nguyen Binh Dien	-	Independent Member of the Board of Directors			27/04/2023	-	Elected for the term 2023–2028	Independent Member of the Board of Directors
4	Ta Dai Nghia	-	Member of the Board of Directors cum Chief Executive Officer			04/06/2024	-	Appointed	Member of the Board of Directors cum Chief Executive Officer

5	Nguyen Thi Ha	-	Head of the Supervisory Board			27/04/2023	-	Elected for the term 2023–2028	Head of the Supervisory Board
6	Vu Thi Thao	-	Member of the Supervisory Board			27/04/2023	-	Elected for the term 2023–2028	Member of the Supervisory Board
7	Vu Thi Thu Huyen	-	Member of the Supervisory Board			27/04/2023	-	Elected for the term 2023–2028	Member of the Supervisory Board
8	Do Thi Hoa	-	Chief Accountant			27/02/2023	-		Chief Accountant

10	Tu Thi Huong	-	Company Secretary cum Corporate Governance Officer			14/05/2024	-	Appointed	Company Secretary cum Corporate Governance Officer
13	Tien Dai Phat Company Limited	004C062325 026C092325 091C586786	Shareholder holding more than 10% of shares			-	-		Chairman of the Members' Council, concurrently Chairman of the Board of Directors of Thai Ha Bridge BOT Joint Stock Company

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

No.	Name of organization/ individual	Nature of relationship with the Company	ID/Passport/Business Registration No.*, date of issue, place of issue	Head office address/ Contact address	Transaction date/period with the Company	Resolution/Decision No. of the GMS/BOD approving the transaction (if any, specify the issuance date)	Description, quantity, and total transaction value	Notes
1	Ngo Tien Cuong	Chairman of the Board of Directors within the last three (03) years			30/06/2025	-	26.000.000.000 VND	Advance for business operations
2								

APPENDIX 3: LIST OF INTERNAL PERSONS AND THEIR RELATED PERSONS

No.	Full Name	Securities Trading Account (if any)	Position at the Company (if any)	ID Card / Passport No., Date of Issue, Place of Issue	Contact Address	Ending Number of Shares Held	Ending Ownership Percentage	Notes
1	Ngo Tien Cuong	017C141137	Chairman of the Board of Directors			630.100	1,06%	
1.1	Ngo Tien Quang Huy	-	-			0	0%	
1.2	Ngo Tien Dai Phu	-	-			0	0%	
1.3	Ngo Tien Phuong	-	--			0	0%	
1.4	Ngo Tien Hung	-	-			0	0%	
1.5	Ngo Tien Long	-	-			0	0%	

1.6	Ngo Tien Cuong	-	-			0	0%	
1.7	Ngo Thi Thanh Ha	-	-			0	0%	
1.8	Tien Dai Phat Company Limited	004C062325 026C092325 091C586786	-			23.825.800	40,21%	
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%	Underage
2.9	Ta Quoc Khuong	-	-			0	0%	Underage
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%	Underage
3.6	Nguyen Kim Tri Tai	-	-			0	0%	Underage
3.7	Nguyen Kim Tri Nghia	-	-			0	0%	Underage

4	Nguyen Thi Ha	-	Head of 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 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 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%	Underage
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%	Underage
8.8	Dang Minh Duc	-	-			0	0%	Underage
9	Tu Thi Huong	-	Company Secretary cum Person in charge of Corporate Governance			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%	Underage
9.5	Dinh Ngoc Han	-	-			0	0%	Underage