

REPORT ON CORPORATE GOVERNANCE

**TNG INVESTMENT AND
TRADING JSC**

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

No: 1969/BCQT-TNG

Thai Nguyen, date 9. month 7. year 2020

**REPORT ON LISTED CORPORATE GOVERNANCE
(6 months / year)**

Dear: - State Securities Committee
- HNX Stock Exchange

- Name of listed company: TNG Investment and Trading Joint Stock Company
- Head office address: 434/1 Bac Kan Street, Thai Nguyen City, Thai Nguyen Province
- Phone: 02083 854462 Fax: 02083852060 Email: ducnguyen@tng.vn
- Chartered capital: VND 652.114.760.000
- Stock code: TNG

I. Activities of the 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 in the form of collecting written opinions):

Order	Number of Resolutions / Decisions	Date	Content																																																
	1461/2020/ NQ- ĐHĐCĐ	17/05/2020	<p>Article 1. Approving the report on business results of 2019, Report to the Board of Directors, Report on the audit and profit distribution board:</p> <p>Unanimously approved the audited Financial Statements of 2019, the Report of the Board of Directors, the report of the internal audit committee and profit distribution 2019 with the following key indicators:</p> <p>In Which: Profit distribution plan for 2019 is as follow:</p> <table border="1"> <thead> <tr> <th>Order</th> <th>Content</th> <th>Amount (VND)</th> <th>Note</th> </tr> </thead> <tbody> <tr> <td></td> <td>Profit after tax 2019</td> <td>230,111,112,269</td> <td></td> </tr> <tr> <td>A</td> <td>Rumuneration for the Board</td> <td>5,565,512,841</td> <td></td> </tr> <tr> <td>B</td> <td>Profit distribution for 2019</td> <td>224,545,599,428</td> <td></td> </tr> <tr> <td>I</td> <td>Appropriate Funds</td> <td>120,207,237,828</td> <td></td> </tr> <tr> <td>1</td> <td>Development fund</td> <td>85,690,570,988</td> <td></td> </tr> <tr> <td>2</td> <td>Supplement working capital (5%)</td> <td>11,505,555,613</td> <td></td> </tr> <tr> <td>3</td> <td>Welfare</td> <td>23,011,111,227</td> <td></td> </tr> <tr> <td>II</td> <td>Dividend 2019 (16%)</td> <td>104,338,361,600</td> <td></td> </tr> <tr> <td></td> <td>- Cash dividends 8%</td> <td>52,169,180,800</td> <td></td> </tr> <tr> <td></td> <td>- Shares dividends 8%</td> <td>52,169,180,800</td> <td></td> </tr> <tr> <td>C</td> <td>The remaining profit has not yet been distributed</td> <td>-</td> <td></td> </tr> </tbody> </table> <p>2. Dividends 2019:</p> <p>- The General Meeting of Shareholders agreed to pay dividends in 2019 for shareholders of 16% of charter capital: 8% in cash, 8% in shares. Specific details authorize the Board of</p>	Order	Content	Amount (VND)	Note		Profit after tax 2019	230,111,112,269		A	Rumuneration for the Board	5,565,512,841		B	Profit distribution for 2019	224,545,599,428		I	Appropriate Funds	120,207,237,828		1	Development fund	85,690,570,988		2	Supplement working capital (5%)	11,505,555,613		3	Welfare	23,011,111,227		II	Dividend 2019 (16%)	104,338,361,600			- Cash dividends 8%	52,169,180,800			- Shares dividends 8%	52,169,180,800		C	The remaining profit has not yet been distributed	-	
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Directors to ensure shareholders' benefits.

3. Remuneration for the Board 2019:

- The General Meeting of Shareholders unanimously agreed that the remuneration paid to the Board of Directors in 2019 is 2.4% of profit after tax in 2019 in cash. Specific details authorized by the BOD for approval.

Article 2. Approve the business plan in 2019 and plan to pay remuneration for the Board of Directors and pay dividends in 2019:

The General Meeting of Shareholders unanimously approved the Revenue - Profit Plan 2020 with the following financial targets:

- Turnover: 4,600 billion dong.
- Profit after tax: VND 230 billion
- Dividends expected to pay at least 16% of the charter capital. Authorizing the Board of Directors to choose the form of payment in cash or in stock to ensure shareholders' benefits.

- Remuneration of the Board: Expected to pay 2.4% of undistributed after-tax profit in 2020 in cash. Authorize the Board of Directors to approve the details.

Article 3. Decide on other issues within the authority of the General Meeting of Shareholders

1. Agreeing to choose DELOITTE VIET NAM Co., Ltd. (DELOITTE) as the auditor of the Company's financial statements 2020.
2. Approving amendments and supplements to the company's charter.
3. Approval of electronic voting for the company.
4. Changing members of the Board of Directors, voting and announcing the results of additional election of Board members:
 - The General Meeting of Shareholders approved the application for dismissal as a member of the Board of Directors of Ms. Dinh Le Hang, Mr. Hwan-Kyoon Kim
 - Electing additional members of the Board of Directors:
Mr. Tran Canh Thong was elected as a member of the Board of Directors for the 2020-2025 term.
Mr. Nguyen Hoang Giang was elected as a member of the BOD for the 2020-2025 term.

Article 4. Approving the plan of issuing shares to increase charter capital

The General Meeting of Shareholders unanimously approved the full plan of issuing shares to increase charter capital as proposed by the Board of Directors.

		<p>1. Plan to issue shares to increase its charter capital:</p> <p>1.1. Plan:</p> <ul style="list-style-type: none"> - Paying dividends in 2019 by shares 08% of charter capital - Issuing shares under the employee selection program (ESOP) 5% of charter capital; - Offering shares to existing shareholders at the rate of 10% of charter capital equal to the face value - Convert convertible bonds into shares at the request of bondholders; - Issuing maximum 300 billion convertible bonds. <p>1.2. Other contain:</p> <ul style="list-style-type: none"> ▪ Amendment of the Company's Charter; Change of business registration; Depository and additional listing: <ul style="list-style-type: none"> - Amend and supplement the Company's Charter and change the business registration related to the change of charter capital after completing the issuance and reporting to the General Meeting of Shareholders at the latest meeting, changes business registration with new charter capital after issuance. - After completing all the issuance works, the company will carry out the procedures to register the depository of all newly issued shares on the Vietnam Securities Depository and list all the numbers. amount of newly issued shares on the Hanoi Stock Exchange <p>Authorization for the Board of Directors:</p> <ul style="list-style-type: none"> - Authorize the Board of Directors to carry out the detailed issuance plan, issuing price and specific time of issue. - Authorizing the Board of Directors to adjust the allocation of proceeds from the issuance for the purposes of capital adopted and / or change the purpose of using the capital raised from the issuance to suit the situation. actual situation and report to the latest General Meeting of Shareholders on the adjustments related to this capital use plan. - Authorizing the Board to supplement, amend, complete or change the issuance plan at the request of the State management agencies so that the Company's capital mobilization is done legally. - Authorize the BOD to make a detailed issuance plan, select the issuer, decide the number of bonds, the number of Bonds of each issue, the value of each issue and the expected time of issuance On each offer, choose the time of offering, security method, collateral for bonds (if any) and specific terms and conditions of bonds (such as bond interest rate, bond maturity. , volume of issuance, method of payment of bond principal and interest ...) on the basis of the
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		<p>issuance plan approved by the General Meeting of Shareholders.</p> <p>- Implement all procedures and processes according to the approved plan, including the addition, modification, or change of this plan at the request of the State management agency so that the issuance The Company's bonds are implemented and completed in a timely manner and according to regulations.</p> <p>Article 5. Responsibility for implementing the Resolution</p> <p>The General Meeting of Shareholders agreed to assign the Board of Directors and the Board of Directors to carry out the tasks stated in this Resolution, ensure the interests of shareholders, businesses and be appropriate. with the rule of law.</p> <p>The Resolution consists of [4] pages, [5] articles. The full text of the Resolution has been approved by the Annual General Meeting of Shareholders in 2020 with the approval rate of 100% of the voting shares representing the shareholders attending and taking effect since sign day.</p>
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II. Board of Directors (6-month report / year):

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

Order	Member of BOD	Positon	Start date / no longer a member of the Board of Directors	Number of Board meetings attended	Attendance rate /	Reason for not attending the meeting
1	Mr. Nguyen Van Thoi	Chairman of the Board (cum General Director)		5	100%	
2	Mr. Nguyen Duc Manh	Member of BOD		5	100%	
3	Mr. Rusdy Pranata	Member of BOD	Dismissed on April 21, 2019	5	100%	
4	Ms. Do Thi Ha	Member of BOD	Appointed on April 24, 2017	5	100%	
5	Mr. Le Quang Vinh	Member of BOD	Appointed on April 24, 2017	5	100%	
6	Mr. Nguyen Van Duc	Member of BOD	Appointed on April 24, 2017	5	100%	
7	Ms. Luong Thi Thuy Ha	Member of BOD	Appointed on April 21, 2019	0	0%	
8	Ms. Dinh Le Hang	Member of BOD	Appointed on April 21, 2019	5	100%	
9	Mr. Nguyen Manh Linh	Member of BOD	Appointed on April 21, 2019	3	60%	
10	Mr. Tran Canh Thong	Thành viên HĐQT	Appointed on May 17, 2020	0	0%	

11	Mr. Nguyen Hoang Giang	Thành viên HDQT	Appointed on May 17, 2020	0	0%	
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1. Supervision activities of the Board of Directors for the Board of Directors /:

Responsibilities of the Board of Directors:

Monitoring and control strategy:

- Decisions on strategies and medium-term development plans, annual business plans.
- Decision on plans and investment projects in their jurisdiction
- Decision on solutions to expand markets, marketing, and technology
- Appointment, dismissal, signing and termination of contracts with the General Director and key managers of the company
- Supervise and direct the General Director and other managers
- Decision on organizational structure of the company
- Establishing committees under the Board of Directors
- Appointing or dismissing the Company Secretary
- Through internal management documents (and corporate governance rules)

Control, publish information and ensure transparency

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

Ensure the interests of shareholders

- Advising the General Meeting of Shareholders on the level of dividend payment, time limit and procedures for payment of dividends
- Solving conflicts in the company
- Organizing the General Meeting of Shareholders
- Organize shareholders' opinions to approve the General Meeting of Shareholders

Ensuring charter capital and assets

- Proposals on types of shares and the total number of shares of each class will be offered
- The decision to issue new shares within the limit of total shares of each class may be offered.
- Decision on raising additional capital in other forms
- Decision on the offering price of shares and bonds of the company

Specifically:

The BOD directs the Board of Directors to implement some main contents as follows:

- Review and re-evaluate IT processes to prevent risks of network security, information leakage through non-copyrighted software to disclose business information and risks in financial transactions
- Issuing business and production processes which have not been documented
- Closely supervise the bidding of input goods and services

- Requesting the Board of Directors to analyze the business results report for the first 6 months of 2020, achievements and points are limited, thereby making recommendations to overcome and make sure to complete the revenue plan. 2020 assigned by the General Meeting of Shareholders.
 - Making, evaluating, analyzing the financial situation, the effectiveness of monthly production and business activities and announcing monthly production and business results according to regulations;
 - Requesting the Board of Management to make and forecast the implementation of the business and production plan in the following month, with the key orientations and tasks to mobilize necessary resources for people and investment capital. , operational mechanism, proactively overcome and supplement the missing resources;
 - Require departments to make investment plans, renovate and repair and approve plans by quarter and year, avoid arising small, inconsistent;
 - Require departments that plan investment, repair and repair to keep abreast of and report on the implementation, progress of projects and work items compared to the set plan and schedule. implement the next plan;
 - Modify the organizational model, reorganize departments and personnel to enhance the management and improve work efficiency, and assess the capacity of employees;
 - Prepare and appraise the Ministry of dictionary to assess human capacity to further improve human resource management and staff training for the company;
 - Focusing on reviewing the operational processes throughout the company, thereby updating, modifying and new business processes to unify and coordinate activities between departments.
 - Issuing policies and regimes for employees, ensuring benefits for employees, and also publicizing regulations and standards of conduct that employees must comply with in order to maintain labor regulations. rules of reward and discipline;
 - Disseminate and propagate the regulations of the company and the law on labor protection to the mass organizations and management officials of the company;
 - Continue the activities of the Company Procurement Council to perform functions and objectives:
 - Selecting goods and services with the best quality, the most competitive price and the supplier's capacity;
 - Handling violations of the Company's management order and requesting the bodily liability (if any) for individuals who do not comply with the Company's regulations on goods and personal purchases, supplier. The minimum level of collection and compensation is equal to 100% of the difference between the market price and the purchase price.
 - Directing the Board of General Directors to evaluate the first 6 months of 2020's operation results, develop the Business Production Plan in 2021, review the implementation of the plan for the period of 2020 - 2025.
2. Activities of sub-committees under the Board of Directors /:

a. Personnel Committee:

Contribute ideas for proposals on the appointment of members of the Board of Directors or members of the Board of Directors

- Set out criteria for the quality and capacity of members of the Board of Directors or members of the Board of Directors
- Prepare or evaluate the content of drafting procedures for appointment of members of the Board of Directors or members of the Board of Directors
- Periodically (at least twice a year) assess the size and composition of the Board of Directors and the Board of Directors, conditions for appointment and make recommendations regarding necessary changes to submit General Meeting of

Shareholders in the next meeting

- Directing the preparation and writing of documents on labor regulations of the company
- Implement other tasks related to personnel policies of the company, entrusted by the Board of Directors.

Component standards: Independent members of the Board of Directors account for the majority in the Personnel Committee. One of them was appointed Chairman of the Committee. Members of the Committee emphasized the understanding of the basic principles of business ethics, management, Enterprise Law, Labor Law and other regulations. apply.

b. Compensation committee:

- Prepare a draft remuneration policy to submit to the Board of Directors or make suggestions for a proposal on remuneration policy given by the Board of Directors.
- Prepare a proposal for remuneration for members of the Board of Directors, the Board of Directors and the Independent Auditor, or comment on the content of the proposal of the Board of Directors. The proposal will propose remuneration and compensation structure.
- Periodically (at least twice a year) to judge the size and remuneration structure of each member of the Board of Directors and the Executive Board, as well as the Independent Auditor and make recommendations related to necessary changes to be submitted to the General Meeting of Shareholders in the next meeting.
- Implement other tasks related to remuneration policies of the company, entrusted by the Board of Directors.

Composition standards: Non-executive independent members of the Board of Management account for a majority in the Compensation Committee. One of them was appointed Committee Chairman. Remuneration committee members need to be honest and understand the basic principles of economics, finance and labor law.

c. Audit Committee

- Proposing or drafting a proposal submitted to the Board of Directors regarding the appointment, re-appointment or dismissal of internal audit members
- Comments on candidates for independent auditing position
- Commenting on the draft contract will be signed with the Independent Auditor
- Monitor the application of accounting standards in the preparation of financial statements
- Evaluate the accuracy and completeness of financial information before publication
- Evaluate the independence of the Independent Auditor
- Monitoring internal audit functions and independent auditing
- Review conditions that could lead to dismissal of the Independent Audit, and propose ideas in such cases
- Implement other tasks related to audit functions in the company entrusted by the Board of Directors

Component standards: Independent members of the Board of Directors do not control the majority of the Audit Committee. One of them was appointed chairman of the committee. At least one member of the Audit Committee is an accountant and financial expert and does not work for the company's accounting / finance department.

d. Development Policy Committee:

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

- Identify operational priorities
- Develop organizational policies
- Evaluate long-term productivity in the company's activities
- Component standards: Experienced in the areas in which the company is operatin.

e. Ethics Committee

- Ensure the company complies with ethical standards and contributes to building a mutual trust atmosphere in the company.
 - Detect and prevent company violations of the laws and ethical standards
- Component standards: Members of the Committee are particularly integrity, trusted by all shareholders, and knowledgeable about the laws and ethical standards.

f. Conflict settlement committee in the company

- Ensure the rights of shareholders are defined specifically and appropriately in the company's Charter, internal regulations, and corporate governance rules at the company level
 - Develop policies and procedures to protect this interest
 - Develop and regularly review policies and procedures for conflict resolution in the company
 - Give recommendations to the Board of Directors on how to effectively resolve conflicts in the company, between the company and shareholders, members of the Board of Directors and management departments, in internal shareholders, members of the Board of Directors and managers.
- Component standards: Members of the Committee are independent members of the Board.

g. Investor Relations Committee:

- Provide information on the operation of the company on the media, in which the main information channel is the official website of TNG: www.tng.vn. This is an online portal that provides the fastest and most complete information about TNG's operations, including some basic contents such as:
 - o Monthly / quarterly / annual financial statements
 - o Develop a revenue plan
 - o Board of Directors and General Shareholders' resolutions
 - o Estimated investment and annual capital needs
 - Receive and respond to questions and requests of information of investors interested in TNG, at the same time connect investors and the Board of Directors, Board of Directors of the company;
 - Advise the organization of the General Meeting of Shareholders in accordance with the law and regulations;
 - Responsible for legal issues related to securities issuance procedures to increase charter capital, pay bonus shares, pay stock dividends; advise the leaders of the Company to select appropriate consulting units;
 - Understanding and grasping the questions of shareholders to advise the Board of Directors of the company to promulgate regulations and policies and to guide shareholders satisfactorily;
- Component standards: Members of the Investor Relations Committee are knowledgeable about Enterprise Law and Securities Law.

h. Sustainable Development Committee:

- Develop long-term development plans of the company in the direction of sustainable development

- Check and supervise all activities of the company on production, business, finance, human resources and environment activities ... in order to ensure the company has sustainable production and business activities, finance, sustainable personnel and improved working environment
 - Monitoring and evaluating activities of making annual Sustainable Enterprise Report according to GRI standards
 - Review and judge the performance of Enterprise assessment according to VCCI's CSI Sustainable Enterprise Index;
- Component standards: A member of the Sustainable Development Committee is someone who is knowledgeable about GRI standards, economic, environmental, social and business standards of the business.

4. Resolutions / Decisions of the Board of Directors (6-month report)

Order	Number of Resolutions / Decisions	Date	Content
1	55/NQ-HĐQT	08/01/2020	<p>Article 1: Approve the first dividend payment of 2019 in the following cash: - Dividend payment rate: 8% / par value (800 VND / share) - Last registration date: February 21, 2020 - Date of paying dividend: March 6, 2020</p> <p>Article 2: Members of the Board of Directors, Audit Committee, Board of Directors of TNG Investment and Trading Joint Stock Company, relevant units and individuals are responsible for implementing this Resolution. This Resolution takes effect from the signing date.</p>
2	782NQ/HĐQT-TNG2020	16/03/2020	<p>Article 1. Approving the extension of time for the Annual General Meeting of Shareholders of TNG Investment and Trading Joint Stock Company; Reason for applying for an extension: in response to the complicated situation of Covid-19 acute respiratory infection in Vietnam as well as the recommendations of the Ministry of Health of Vietnam on limiting crowded events. people. The time for applying for extension: to organize the Annual General Meeting of Shareholders at the latest before June 30, 2020.</p> <p>Article 2 . Assigning the Chairman of the Board of Directors, General Director, relevant departments and individuals to complete the procedures with competent state agencies in accordance with the approved contents.</p>
3	986/NQHĐQT-TNG	06/04/2020	<p>Article 1. Approving the time for organizing and the Annual General Meeting of Shareholders in 2020</p> <ol style="list-style-type: none"> Organizing time: 08 hours 30 minutes on 17/05/2020 Meeting venue: Headquarter of TNG Investment and Trading Joint Stock Company, No. 434/1 Bac Kan Street, Hoang Van Thu Ward, Thai Nguyen City, Thai Nguyen Province Meeting program: <ul style="list-style-type: none"> - Financial statements 2019 (audited), profit distribution and business results in 2020. - Report of the BOD in 2019, Auditing Board 2019. - Approval of the reports for approval of the General Meeting of Shareholders - Change of company charter

			<ul style="list-style-type: none"> - Adding new business lines. - Plan of issuing, paying dividends, remuneration of the Board of Directors in 2019 and expected dividend payment, remuneration of the Board of Directors in 2020 - Supplementing and replacing members of the BOD - Approve the plan to select the auditing company and the contents to be discussed at the Congress. <p>Article 2. Members of the Board of Directors, General Director, Deputy General Director, Chief Accountant are responsible for the implementation of this resolution. The resolution takes effect from the date of signing.</p>
4	1463/NQ-HĐQT	17/05/2020	<p>Article 1. Unanimous election of Mr. Nguyen Duc Manh Vice Chairman cum General Director of the company will be implemented from May 17, 2020.</p> <p>Article 2. Assigning members of the Board of Directors for the 2020-2025 term are as follows:</p> <p>2.1. Mr. Nguyen Van Thoi - Chairman - Legal representative of the company In charge of general affairs of the Board of Directors and company orientation.</p> <p>2.2. Mr. Nguyen Duc Manh - Vice Chairman of the BOD Cum General Director of the company</p> <p>2.3 Mr. Nguyen Van Duc - Vice Chairman of the BOD - In charge of general supervision and inspection according to the functions and duties of the Board of Directors; - Directly in charge of the Investor Relations Department and representatives of information disclosure and spokesman for securities; - Supervise the implementation of documents issued by the Board of Directors, in charge of Internal Control, risk monitoring, and fraud prevention;</p> <p>2.4. Ms. Do Thi Ha - Member of the BOD In charge of inspection and supervision of social security</p> <p>2.5 Mr. Le Quang Vinh - Member of the BOD - Legal responsibility for shareholder information and feedback issues - Advising the BOD on new fields and lines, legal advice for the BOD</p> <p>2.6. Ms. Luong Thi Thuy Ha - Member of the BOD - Head of internal audit committee, control of input costs - Supervise financial statements, control financial losses, combat fraud</p> <p>2.7. Mr. Nguyen Manh Linh - Member of the BOD - In charge of market development, real estate business</p>

			<p>2.8. Mr. Tran Canh Thong - Member of the BOD - In charge of raising capital - Advising the BOD on new business areas</p> <p>2.9. Mr. Nguyen Hoang Giang - Member of the BOD - Consulting on issuance of stocks, bonds, capital mobilization and investment funds; - Advising the BOD on new fields and industries</p> <p>Article 3. Assigning the General Director to implement the 2nd business plan No. 2805 / QD-HĐQT dated December 12, 2019</p> <p>Article 4. Members of the Board of Directors, Deputy General Directors, the Office of the Board of Directors and all employees are responsible for implementing this Resolution.</p>
5	1528/NQHĐQT-TNG	27/05/2020	<p>Article 1. Approving the implementation of the plan to issue shares to pay dividends under the Resolution of the Annual General Meeting of Shareholders No. 1461/2020 / NQ-DHDCD dated May 17, 2020, specifically as follows: after:</p> <ul style="list-style-type: none"> <input type="checkbox"/> Number of shares issued: 5,216,918 shares <input type="checkbox"/> Types of issued shares: Common shares, freely transferable. <input type="checkbox"/> Issue value: VND 10,000 / share <input type="checkbox"/> Issue: Existing shareholders are listed in the final list at the final registration date for issuing shares to pay dividends in 2019. <p>Execution rate: 100: 8 (Owners of 100 shares will receive 08 new shares)</p> <p>- Rounding plan, plan for dealing with odd stocks: The number of shares received by each shareholder will be rounded down to the unit, the number of decimal shares (if any) will be canceled.</p> <p>- For example: At the last registration date to receive 2019 dividends in shares, shareholder A owns 123 shares. The number of dividends in 2019 in shares that shareholder A receives according to the percentage of shares issued to pay dividends is $(123 \times 8) / 100 = 9.84$ shares. After rounding, the number of shareholder A will receive 9 shares, while 0.84 odd shares will be canceled.</p> <ul style="list-style-type: none"> <input type="checkbox"/> Implementation source: Undistributed after-tax profit in 2019 <p>Thực Implementation period: Quarter II - Quarter III, 2020 (after being approved by the State Securities Commission)</p> <p>Article 2. This Resolution takes effect from the date of</p>

			signing. The members of the Board of Directors, the Board of Management and the relevant persons are responsible for the implementation of this Resolution, carry out the procedures to obtain permission from the competent authorities for the issuance of shares to ensure compliance with the provisions of law.
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III. Internal Audit Department (6-month report):

1. Information about members of Internal Audit Board (BTNTB):

Order	Member of the BTNB	Position	Start date / no longer a member of BTNB	Number of BKT meetings attended	Attendance rate	Reason for not attending the meeting
1	Mr. Nguyen Van Duc	Vice CT. Board of Directors		6	100%	
2	Ms. Luong Thi Thuy Ha	Member of the Board of Directors	Appointed April 2, 2019	6	100%	
3	Mr. Dao Duc Thanh	Deputy Head of Internal Audit Department	Appointed April 2, 2019	6	100%	

2. Assurance and consultancy activities of the Internal Audit against the Board of Directors, the Board of Management and shareholders:

Duties and responsibilities of the BKTNB:

1. At least annually, receive and review independent audit reports
 2. Discuss the quarterly financial statements and audited financial statements with the Board of Directors and independent auditors.
 3. Discuss the press release on company profits, as well as financial information and guidance on reading the profit figures for credit rating and analysis agencies
 4. Use legal, accounting or other consulting services outside when necessary
 5. Discuss policies on risk assessment and management
 6. Quarterly, meet separately with the Board of Directors, Internal Auditors and Independent Auditors
 7. Establish clear recruitment policies for employees or employees of independent auditing companies that are currently auditing the company
 8. Report regularly to the Board of Directors
 9. Perform self-assessment of the annual performance of the Audit Committee
3. Sự phối hợp hoạt động giữa Bộ phận KTNB đối với hoạt động của HĐQT, Ban Giám đốc điều hành và các cán bộ quản lý khác:

3.1. The Chief Auditor will report the function to the Board of Directors and administrative reports to the General Director. In order to establish and maintain the internal audit department, it has the right to perform its functions and duties. Audit Committee:

- *Approving the internal audit charter*
- *Approving the risk-oriented audit plan*
- *Approving the personnel plan and internal audit budget plan*
- *Receive the information communicated from the internal audit school about activities related to internal audit*
- *Appointing or exempting the head of internal audit*
- *Approval of salary, bonus of the head of internal audit*
- *Ensure to identify places where there may be limitations on resources and limits on the scope*

of internal auditing

3.2. The Chief Auditor will have unlimited access, direct exchange with the Audit Committee, including a separate meeting with the Audit Committee without the presence of the Executive Board as (Deputy General Director)).

3.3. Audit Committee empowers internal audit activities:

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

- Allocate resources, select content, scope of work, apply techniques to achieve audit objectives, and issue audit reports.

- Obtain support from the company's personnel in case of necessity, as well as support from internal and external services to ensure the completion of the audit plan.

4. Other activities of the Internal Audit Department (if any):

- Evaluating the process of developing the business plan for 2020 of the whole company;
- Evaluate the implementation process of the Council for inventory of capital and assets of the company annually;
- Evaluate the process of receiving and resolving shareholders' questions before the shareholder meeting 2020
- Evaluate the process of planning the AGM 2020, assign and assign tasks to departments to implement;
- Evaluate the process of holding AGM 2020 in accordance with the Company's Charter, Enterprise Law 2014;
- Evaluate the process of announcing shareholder meeting information in accordance with regulations;
- Evaluate the process and information shown in the Sustainable Development Report, the 2019 Annual Report to have an overview of the company's activities in 2019 and the orientation of 2020;
- Evaluate the company's Charter in accordance with the provisions of Decree 71/2017 / ND-CP guiding public company management and Circular 95/2017 / TT-BTC guiding Decree 71/2017 / ND-CP guides some articles on corporate governance for public companies;
- Evaluate the process of making the company 's monthly / quarterly financial statements, assess the performance of the company by bringing the basic financial index of TNG to compare with other units in the same industry for the Home Invest to see the most general views about the Company.

IV. Training on corporate governance:

The training courses on corporate governance that the members of the Board of Directors, the Supervisory Board, the Director (General Director) administer, other managers and the Company Secretary participated in according to regulations on public administration. company:

- *Has attended training courses from previous years*

V. List of related persons of listed companies in accordance with Clause 34 Article 6 of the Law on Securities (6-month report / year) and transactions of related persons of the company with the Company itself

1. List of related people of the company

Ord er.	Name of organization / individual	Securities trading account (if any)	Position at the company (if any)	Paper number NSH *, date of issue and place of grant NSH	Head office address / Contact address	The time to start is the relevant person	The moment is no longer a related person	Reason
1	Nguyen Van Thoi	002C141296	Chairman of the Board cum General Director	090117808 issued on August 11, 2014 in Thai Nguyen Police	Phan Dinh Phung Ward, Thai Nguyen City.			
2	Nguyen Duc Manh	002C163790	Vice Chairman of the Board	090882528 issued on May 20, 2013 in Thai Nguyen Police	Phan Dinh Phung Ward, Thai Nguyen City	Appointed Vice Chairman of the Board of Directors since 03/05/2017		
3	Nguyen Van Duc	002C141291	Vice Chairman of the Board	090709267 issued on November 1, 2009 in Thai Nguyen Police	Quyeth Thang Commune, Thai Nguyen City	Appointed Vice Chairman of the Board of Directors since 03/05/2017		
4	Do Thi Ha	002C163791	Member of the Board	090513872 issued on	Phan Dinh Phung Ward, Thai			

5	Nguyen Manh Linh	002C163793	Member of The Board of Director	March 21, 2007	Nguyen City	Phan Dinh Phung Ward, Thai Nguyen City	Appointed on April 21, 2019										
6	Nguyen Hoang Giang		Member of The Board of Director	030086000194 issued on 03/07/2015 at: Department of Urban Planning and Management residing and National Park on population	P1A1 - 198 Tay Son, Trung Liet Ward, Dong Da District, Hanoi	Appointing members of the BOD on May 17, 2020											
7	Luong Thi Thuy Ha	002C141323	Member of the Board of Directors and Deputy General Director	090555417 issued on May 23, 2001	Phan Dinh Phung Ward, Thai Nguyen City	Appointme nt of Board member on April 21, 2019											
8	Tran Canh Thong		Member of The Board of Director	023324942 issued on 17/03/2009 at CA Thai Nguyen	351/53 Le Van Si, Ward 13, District 13, Ho Chi Minh City	Appointing members of the BOD on May 17, 2020											
9	Nguyen Van Thoi	002C141322		090784558 issued on November 20, 2009 at Thai Nguyen Police	Gia Sang Ward, Thai Nguyen City	Chairman of the Board of Directors											
10	Doan Thi Thu		Deputy Manager	18/07/2012	Group 10 Quang Trung, Trung Vuong ward, Thai Nguyen	Group 10 Quang Trung, Trung Vuong ward, Thai Nguyen											
11	Tran Minh Hieu		Deputy Manager	091 704 585 issued on 08/08/2009 in Thai	Group 18 Phan Đình Phùng Ward, Thái Nguyên City,												

12	Luu Duc Huy		Deputy Manager	General	Nguyen Police 090652816 issued on July 26, 2007 in Thai Nguyen Police	Thái Nguyên Province Electricity 6 - Quang Vinh Ward - Thai Nguyen City - Thai Nguyen Province	Appointme nt of Deputy General Director on 11/01/2019	
13	Tran Thi Thu Ha	002C141227	Chief Accountant		090888105 issued on September 17, 2012 issued by Thai Nguyen police	Hoang Van Thu Ward, Thai Nguyen City	Appointme nt from 08/01/2018	
14	Nguyen Thi Nhuan	058C024550	People related to the Chairman of the Board		091928825 issued on October 20, 2014 issued by Thai Nguyen police	Phu Binh District, Thai Nguyen City		Sister Chairman of BOD
15	Nguyen Thi Mien	002C101506	People related to the Chairman of the Board		150752752 issued on 01/12/2010 at Thai Binh police	Tan Quang Ward, Song Cong City, Thai Nguyen City		Sister Chairman of BOD
16	Nguyen Thi Mien		People related to the Chairman of the Board		090688967 issued on 18/08/2010			Sister Chairman of BOD

*Note / Note: Paper No. NSH *: ID / Passport number (for individuals) or Business Registration Certificate No., Operating license or equivalent legal documents (for organizations)*

2. Giao dịch giữa công ty với người có liên quan của công ty; hoặc giữa công ty với cổ đông lớn, người nội bộ, người có liên quan của người nội bộ/

STT No.	Tên tổ chức/cá nhân	Mối quan hệ liên quan với công ty	Số Giấy NSH*, ngày cấp, nơi cấp	Địa chỉ trụ sở chính/ Địa chỉ liên hệ	Thời điểm giao dịch với công ty	Số Nghị quyết/ Quyết định của ĐHĐCĐ/ HĐQT... thông qua (nếu có, nêu rõ ngày ban hành)	Số lượng, tỷ lệ nắm giữ cổ phiếu sau khi giao dịch	Ghi chú

Ghi chú/Note: Số Giấy NSH: Số CMND/Hộ chiếu (đối với cá nhân) hoặc Số GCN đăng ký doanh nghiệp, Giấy phép hoạt động hoặc giấy tờ pháp lý tương đương (đối với tổ chức)/ NSH*:*

Không có

3. Giao dịch giữa người nội bộ công ty niêm yết, người có liên quan của người nội bộ với công ty con, công ty do công ty niêm yết nắm quyền kiểm soát/

Stt.	Người thực hiện giao dịch	Quan hệ với người nội bộ	Chức vụ tại CTNY	Số CMND/Hộ chiếu, ngày cấp, nơi cấp	Địa chỉ	Tên công ty con, công ty do CTNY nắm quyền kiểm soát	Thời điểm giao dịch	Số lượng, tỷ lệ nắm giữ cổ phiếu sau khi giao dịch/	Ghi chú

Không có

4. Transactions between companies and other objects
4.1. Transactions between the company and the company that members of the Board of Directors, members of the Supervisory Board, and the Director (General Director) are managing and are currently managing members or members of the Board of Directors, General Director (General Director). during the past three (03) years (calculated at the time of making the report)/

None

4.2. Transactions between the company and the company to which the related persons of the members of the Board of Directors, members of the Supervisory Board, and the Director (General Director) are operating are the members of the Board of Directors, the Director (General Director) operating /

None.

4.3. Other transactions of the company (if any) may bring material or non-material benefits to the members of the Board of Directors, members of the Supervisory Board, and the Director (General Director)/

None.

VI. Stock transactions of internal and related persons of internal people (6-month report per year)/

1. List of internal and related persons of internal people /

Order	Name	Securities trading account (if any)	Position at the company (if any)	ID / Passport number, date of issue and place of issue	Address	Number of shares owned at the end of the period	End of stock ownership	Note
1	Nguyen Van Thoi	002C141296	Chairman of the Board cum General Director	090117808 issued on August 11, 2014 in Thai Nguyen Police	Phan Dinh Phung Ward, Thai Nguyen City	12.580.711	19,29%	
2	Nguyen Duc Manh	002C163790	Vice Chairman of the Board	090882528 issued on May 20, 2013 in Thai Nguyen Police	Phan Dinh Phung Ward, Thai Nguyen City	5.002.723	7,67%	Appointed Vice Chairman of the Board of Directors since 03/05/2017
3	Nguyen Van Duc	002C141291	Vice Chairman of the Board	090709267 issued on November 1, 2009 in Thai Nguyen Police	Quyet Thang Commune, Thai Nguyen City	145.989	0,22%	Appointed Vice Chairman of the Board of Directors since 03/05/2017
4	Do Thi Ha	002C163791	Member of the Board of Directors	090513872 issued on March 21, 2007	Phan Dinh Phung Ward, Thai Nguyen City	1.493.578	2,29%	
5	Nguyen Manh Linh	002C163793	Member of the Board of Directors	090972003 issued on April 15, 2002	Phan Dinh Phung Ward, Thai Nguyen City	2.662.968	4,08%	Appointment of Board member from April 21, 2019
6	Nguyen Hoang Giang		Member of the Board of Directors	030086000194 issued on 03/07/2015 at: Department of Urban Planning and Management and National Park on population	PIA1 - 198 Tay Son, Trung Liet Ward, Dong Da District, Hanoi	0	0%	Appointing members of the BOD on May 17, 2020

7	Luong Thi Thuy Ha	002C141323	Member of the Board of Directors and Deputy General Director	090555417 issued on May 23, 2001	Phan Dinh Phung Ward, Thai Nguyen City	477.914	0,73%	Appointment of Board member from April 21, 2019
8	Trang Canh Thong		Member of the Board of Directors	023324942 issued on 17/03/2009 at CA Thai Nguyen	351/53 Le Van Si, Ward 13, District 13, Ho Chi Minh City	5.223.910	8,01%	Appointing members of the BOD on May 17, 2020
9	Nguyen Van Thoi	002C141322		090784558 issued on November 20, 2009 at Thai Nguyen Police	Gia Sang Ward, Thai Nguyen City	566	0,00%	The younger brother of the Chairman of the Board
10	Doanh Thi Thu		Deputy Manager	090632991 issued on July 20, 2016	Group 10 Quang Trung, Trung Vuong ward, Thai Nguyen	169.928	0,26%	
11	Tran Minh Hieu		Group 10 Quang Trung, Trung Vuong ward, Thai Nguyen	091 704 585 issued on 08/08/2009 in CA Thai Nguyen	Group 18 Phan Dinh Phung Ward, Thai Nguyen City, Thai Nguyen Province	59.945	0,09%	
12	Luu Duc Huy		Deputy Manager	090652816 issued on July 26, 2007 in Thai Nguyen Police	Electricity 6 - Quang Vinh Ward - Thai Nguyen City - Thai Nguyen Province	132.120	0,2%	
13	Tran Thi Thu Ha	002C141227	Chief Accountant	090888105 issued on September 17, 2012 issued by Thai Nguyen police	Hoang Van Thu Ward, Thai Nguyen City	69.296	0,11%	
14	Nguyen Thi Nhuan	058C024550	People related to the Chairman of the Board	091928825 issued on October 20, 2014 issued by Thai Nguyen police	Phu Binh District, Thai Nguyen City	217.759	0,33%	The sister of the Chairman of the Board of Directors
15	Nguyen Thi Mien	002C101506	People related to the Chairman of the Board	091902622 issued on 23/05/2016	091902622 issued on 23/05/2016	242.107	0,37%	The sister of the Chairman of the Board of Directors

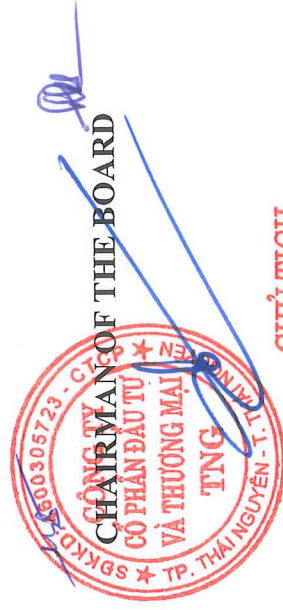
16	Nguyen Thi Mien		People related to the Chairman of the Board	090688967 issued on 18/08/2010	Phan Dinh Phung Ward, Thai Nguyen City	81.076	0,12%	The sister of the Chairman of the Board of Directors
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2. Transactions of internal and related persons for shares of listed companies

No	Transaction Executor	Relationship with internal person	Number of shares owned at the beginning of the period		Number of shares owned at the end of the period		Reasons for increase, decrease (Purchase, sale, switch, reward,...)
			Number of shares	Percentage	Number of shares	Percentage	
1	Nguyen Thi Nhuan	Sister of Chairman BOD	237.739	0,38%	217.739	0,33%	Sell

VII. Other issues to note.

None.



CHỦ TỊCH
NGUYỄN VĂN THỜI

