

No.: 1601/2025/BCQT-BOT

Thai Binh, January 16, 2025

REPORT ON CORPORATE GOVERNANCE  
(Year 2024)

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

- Name of company: **THAI HA BRIDGE BOT JOINT STOCK COMPANY**
- Address of headoffice: Phu Vat Village, Tien Duc Commune, Hung Ha District, Thai Binh Province, Vietnam.
- Telephone: 022 7389 1818
- Email: botcauthaiha.jsc@gmail.com
- Charter capital: 592.468.000.000 (*In words: Five hundred ninety-two billion four hundred sixty-eight million VND*).
- Stock symbol: BOT
- Governance model: General Meeting of Shareholders, Board of Directors, Board of Supervisors and General Director.
- The implementation of internal audit: Not yet implemented.

I. Activities of the General Meeting of Shareholders

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

No.	Resolution/Decision No.	Date	Content
1	01/2024/NQ-ĐHĐCĐ-BOT	June 4, 2024	<p>The Resolution of the Annual General Meeting of Shareholders approved the following contents:</p> <ul style="list-style-type: none"><li>- Approval of the Board of Directors' Report on the results of production business performance in 2023 and plan for 2024.</li><li>- Approval of the Board of Directors' activity report for 2023 and plan for 2024.</li><li>- Approval of the Board of Supervisors' activity report for 2023 and plan for 2024</li><li>- Approval of the audited financial statements for</li></ul>

			<p>2023</p> <ul style="list-style-type: none"> <li>- Approval of the proposal to select the auditing firm for 2024</li> <li>- Approval of the proposal to pay remuneration to the Board of Directors and Board of Supervisors for 2023 and the plan for 2024; profit distribution plan for 2023 and projection for 2024</li> <li>- Approval of the proposal for issuing shares under the employee stock option program in the Company.</li> <li>- Approval of the proposal to supplement the company's business lines</li> <li>- Approval of the proposal to borrow funds for the company's business activities</li> <li>- Approval of the proposal to implement contracts and transactions between the company and affiliated parties and approve major contracts and transactions</li> <li>- Approval of the proposal to amend the company's charter</li> <li>- Approval of the proposal to amend the internal governance statutes</li> <li>- Approval of the proposal to amend the Board of Directors's operating statutes</li> <li>- Approval of the proposal to amend the Board of Supervisors's operating statutes</li> <li>- Approval of the authorization proposal for Tien Dai Phat Co., Ltd. to represent the joint venture of the investor to sign the contents of the BOT Thai Ha Bridge project.</li> <li>- Approval of the proposal to dismiss and elect replacement members of the Board of Directors for the 2023 - 2028 term</li> <li>- Approval of the proposal to introduce personnel to elect replacement members of the Board of Directors for the 2023 - 2028 term</li> <li>- Approval of the dismissal and election of replacement members of the Board of Directors and Board of Supervisors for the 2023 – 2028 term, as follows:</li> </ul> <ul style="list-style-type: none"> <li>❖ Approving the dismissal of Board of Directors members: Mr. Nguyen Hong Quan</li> <li>❖ Approval of the elected Board of Directors members: Mr. Ta Dai Nghia</li> </ul>
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## II. Board of Directors (2024 Annual report):

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

No.	Board of Directors' members	Position ( <i>Independent members of the Board of Directors, Non-executive members of the Board of Directors</i> )	The date becoming/ceasing to be the member of the Board of Directors	
			Date of appointment	Date of dismissal
1	Mr. Ngo Tien Cuong	Chairman of the BOD	April 27, 2023	-
2	Mr. Nguyen Hong Quan	BOD Member	April 27, 2023	June 4, 2024
3	Mr. Nguyen Binh Dien	BOD Independent member	April 27, 2023	-
4	Mr. Ta Dai Nghia	BOD Member	June 4, 2024	-

### 2. Meetings of the Board of Directors:

No.	Board of Directors' members	Number of Board of Directors' meetings attended	Attendance rate	Reasons for absence
1	Mr. Ngo Tien Cuong	11/11	100%	-
2	Mr. Nguyen Hong Quan	5/11	45,45%	Dismissed on April 6, 2024
3	Mr. Ta Dai Nghia	6/11	54,54%	Newly appointed on April 6, 2024
4	Mr. Nguyen Binh Dien	11/11	100%	-

### 3. Supervising the Board of Management by the Board of Directors:

- In 2024, the BOD supervised the activities of the Board of General Directors through meetings on the business activities of the Board of General Directors.
- The BOD successfully organized the Annual General Meeting of Shareholders in 2024 on June 4, 2024.
- The BOD supervised the Board of General Directors to fully implement the resolutions of the BOD, including implementing the overall production and business plan approved at the 2024 Annual General Meeting of Shareholders; and focusing on reviewing, implementing, and completing the company's key activities.
- The Board of Directors coordinated with the Board of Supervisors to conduct inspection and supervision activities for the company's production and business activities.
- The Board of Directors actively create opportunities to cooperate with important partners to expand the market, convert unprofitable or unsustainable activities (old businesses and projects) into new sustainable business with higher profit margins.
- The Board of Directors supervised and inspected the human resource management work of the Board of Management; developed a recruitment plan to meet the needs of the Company;



supervised the implementation of policies towards employees to ensure their satisfaction based on legal regulations.

- The BOD built and completed working processes; managed communication information scientifically to enhance financial management and overall governance quality suitable to the company's actual operations.

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

5. Resolutions/Decisions of the Board of Directors (Annual report):

No.	Resolution/Decision No.	Date	Content	Approval rate
1	1101-2024/NQ-HĐQT-BOT	January 11, 2024	BOD Resolution approving the signing of the Sales contract of the Dialyzer assembly line with CHENGDU HEDA AUTOMATION EQUIPMENT CO., LTD.	100%
2	1503.1/2024/BOT/NQ-HĐQT	March 15, 2024	BOD Resolution approving the convening of the 2024 Annual General Meeting of Shareholders	100%
3	1504/2024/BOT/NQ-HĐQT	April 15, 2024	BOD Resolution approving the agenda and documents of the 2024 Annual General Meeting of Shareholders	100%
4	1305A/2024/BOT/NQ-HĐQT	May 13, 2024	BOD Resolution approving the agenda and documents of the 2 <sup>nd</sup> 2024 Annual General Meeting of Shareholders	100%
5	1405A/2024/BOT/NQ-HĐQT	May 14, 2024	BOD Resolution on the dismissal and appointment of the Company Governance Officer cum Company Secretary	100%
6	1206A/2024/BOT/NQ-HĐQT	June 12, 2024	BOD Resolution on the dismissal and appointment of the General Director of the Company	100%
7	1206D/2024/BOT/NQ-HĐQT	June 12, 2024	BOD Resolution approving the selection of an independent auditing unit and signing a contract with an independent auditing unit to review the semi-annual financial statement and audit the 2024 financial statement	100%
8	2506.1/2024/NQ-HĐQT	June 25, 2024	BOD Resolution approving the signing of the Sales contract of the Dialyzer assembly line with CNC Capital Viet Nam Joint Stock Company	100%
9	2506.2/2024/NQ-HĐQT	June 25, 2024	BOD Resolution approving the signing of Sales contracts and transactions of reclaimed sand and construction sand with Viet Cam Construction Materials Investment Joint Stock Company and HighTech Material Investment Joint Stock Company	100%

10	1007.1/2024/NQ-HĐQT	July 10, 2024	BOD Resolution approving the signing of contract of supplying and installing specialized single girder semi gantry crane to serve the production of medical equipment with PIV Joint Stock Company.	100%
11	2811/2024/BB-HĐQT	November 28, 2024	Minutes of BOD summarizing business activities in 2024 and business orientation in the coming period.	100%

### III. Board of Supervisors (2024 Annual report):

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

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

#### 2. Meetings of Board of Supervisors

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

#### 3. Supervising Board of Directors, Board of Management and shareholders by Board of Supervisors:

- The BOS organized 03 meetings, conducted supervision and evaluation of the company's activities through financial reports, and checked some documents. The supervision content included:
  - + Supervising the activities of the BOD and appraising the BOD's activity report.
  - + The BOS checked and supervised the company's activities through attending meetings of the Board of Directors, Board of Management and periodic documents and reports of functional departments.
  - + Checking and supervising the compliance with state policies, regulations of the BOD, and the Board of General Directors through reviewing the BOD's resolutions and the operational decisions of the Board of General Directors
  - + Checking and reviewing the company's half-year financial statements for 2024 and quarterly financial statements in 2024. Coordinate with AFC Vietnam Auditing Company

Limited - Ha Thanh Branch to supervise the implementation of inventory, settlement, and audit of the Company's semi-annual financial statements for 2024.

- + Coordinating with the auditing firm to complete the financial statements for 2023 to prepare the draft report of the BOS to be presented at the Annual General Meeting of Shareholders in 2024; supervising and providing feedback on the preparation procedures for organizing the Annual General Meeting of Shareholders in 2024 to ensure compliance with legal regulations and the company's charter.
- 4. The coordination among the Board of Supervisors, the Board of Directors, Board of Management and other managers:
  - The Board of Supervisors received good cooperation from the BOD, Board of General Directors, and functional department managers, providing facilities and necessary information and documents for the Board of Supervisors's inspection work.
  - The activities of the Board of Supervisors are carried out in accordance with the company's charter, and the Resolution of the General Meeting of Shareholders.
- 5. Other activities of the Board of Supervisors (if any): None

#### **IV. Board of Management**

<b>No.</b>	<b>Members of Board of Management</b>	<b>Date of birth</b>	<b>Qualification</b>	<b>Date of appointment / dismissal of members of the Board of Management</b>
1	Nguyen Hong Quan	April 18, 1985	Engineer	June 5, 2023 – June 12, 2024
2	Ta Dai Nghia	November 6, 1973	Electronic engineer	June 12, 2024

#### **V. Chief Accountant**

<b>No.</b>	<b>Name</b>	<b>Date of birth</b>	<b>Qualification</b>	<b>Date of appointment/ dismissal</b>
1	Do Thi Hoa	April 27, 1989	Bachelor of Accounting	February 27, 2023

#### **VI. Training courses on corporate governance:**

The corporate governance training courses that the Board of Directors (BOD) members, Board of Supervisors (BOS) members, General Director, other management staff and the company secretary participated in according to corporate governance regulations: the company actively participated in corporate governance seminars invited by the State Securities Commission and Hanoi Stock Exchange.

#### **VII. The list of affiliated persons of the public company (Annual report) and transactions of affiliated persons of the Company.**

1. The list of affiliated persons of the Company: Detailed in Appendix 1



2. Transactions between the Company and its affiliated persons or between the Company and its major shareholders, internal persons and affiliated persons: Detailed in Appendix 2: None
3. Transaction between internal persons of the Company, affiliated persons of internal persons and the Company's subsidiaries in which the Company takes controlling power: None
4. Transactions between the Company and other objects:
  - 4.1. Transactions between the Company and the company that its members of Board of Directors, the Board of Supervisors, Director (General Director) have been founding members or members of Board of Directors, or CEOs in three (03) latest years (calculated at the time of reporting): None
  - 4.2. Transactions between the Company and the company that its affiliated persons with members of Board of Directors, Board of Supervisors, Director (General Director) and other managers as a member of Board of Directors, Director (General Director or CEO): None
  - 4.3. Other transactions of the Company (if any) may bring material or non-material benefits for members of Board of Directors, members of the Board of Supervisors, Director (General Director) and other managers: None

**VIII. Share transactions of internal persons and their affiliated persons (Annual report)**

1. The list of internal persons and their affiliated persons: Detailed in Appendix 3
2. Transactions of internal persons and affiliated persons with shares of the company: None

**IX. Other significant issues: None**

**Recipients:**

- As above;
- Archived: Clerical department.

**THAI HA BRIDGE BOT JOINT STOCK  
COMPANY  
CHAIRMAN OF THE BOARD OF DIRECTORS**

(Sign, full name and seal)



**NGO TIEN CUONG**



**APPENDIX 1: LIST OF AFFILIATED PERSONS OF THE COMPANY**

No.	Name of organization/ individual	Securities trading account (if any)	Position at the Company (if any)	ID no., date of issue, place of issue	Address	Time of starting to be affiliated person	Time of ending to be affiliated person	Reasons	Relationship with the Company
1	Ngo Tien Cuong	-	Chairman of the BOD			April 27, 2023	-	Elected for 2023-2028 term	Chairman of the BOD
2	Nguyen Binh Dien	-	BOD independent member			April 27, 2023	-	Elected for 2023-2028 term	BOD independent member
3	Nguyen Hong Quan	-	BOD member and General Director			April 27, 2023	June 4, /2024	Dismissed	BOD member and General Director
4	Ta Dai Nghia	-	BOD member and General Director			June 04, 2024	-	Appointed	BOD member and General Director
5	Nguyen Thi Ha	-	Head of BOS			April 27, 2023	-	Elected for 2023-2028 term	Head of BOS



6	Vu Thi Thao	-	BOS member			April 27, 2023	-	Elected for 2023-2028 term	BOS member
7	Vu Thi Thu Huyen	-	BOS member			April 27, 2023	-	Elected for 2023-2028 term	BOS member
8	Do Thi Hoa	-	Chief Accountant			February 27, 2023	-		Chief Accountant
9	Pham Thi Anh Dao	091C580080	Company Governance Officer and Company Secretary			August 2018	14/05/2024	Dismissed	Company Governance Officer and Company Secretary
10	Tu Thi Huong	-	Company Governance Officer and Company Secretary			May 14, 2024	-	Appointed	Company Governance Officer and Company Secretary
13	Tien Dai Phat Co. Ltd	004C062325 026C092325 091C586786	Shareholder owning more than 10% of shares			-	-		Chairman of the BOD of the company is a BOD Chairman of the BOD of Tien Dai

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**APPENDIX 2: TRANSACTIONS BETWEEN THE COMPANY AND ITS AFFILIATED PERSONS OR BETWEEN THE COMPANY AND ITS MAJOR SHAREHOLDERS, INTERNAL PERSONS AND AFFILIATED PERSONS**

No.	Name of organization/ individual	Relationship with the Company	ID no., date of issue, place of issue	Address	Time of transactions with the Company	Resolution No. or Decision No. approved by General Meeting of Shareholders/ Board of Directors (if any, specifying date of issue)	Content, quantity, total value of transaction	Note
1	.....							
2	.....							



**APPENDIX 3: THE LIST OF INTERNAL PERSONS AND THEIR AFFILIATED PERSONS**

No.	Name	Securities trading account (if any)	Position at the company (if any)	ID no., date of issue, place of issue	Address	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
1	Ngo Tien Cuong	-	Chairman of the BOD			0	0%	
1.1	Nguyen Thi Quyen	-	-			0	0%	
1.2	Ngo Tien Dai Phat	-	-			0	0%	
1.3	Ngo Dai Gia Thien	-	-			0	0%	
1.4	Ngo Tien Phuong	-	--			0	0%	
1.5	Ngo Tien Hung	-	-			0	0%	
1.6	Ngo Tien	-	-			0	0%	

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1.7	Ngo Tien Cuong		-			630.100	1,06%		
1.8	Ngo Thi Thanh Ha	-	-			0	0%		
1.9	Tien Dai Phat Co. Ltd		-			23.825.800	40,21%		
1.10	Tien Dai Phat Investment JSC	-	-			0	0%		
2	Ta Dai Nghia	-	BOD Member and 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%	Minor
2.9	Ta Quoc Khuong	-	-	.....		0	0%	Minor
3	Nguyen Binh Dien	-	BOD member			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 Dung	-	-			0	0%	



3.5	Nguyen Kim Tri Duc	-	-	.....		0	0%	Minor
3.6	Nguyen Kim Tri Tai	-	-	.....		0	0%	Minor
3.7	Nguyen Kim Tri Nghia	-	-	.....		0	0%	Minor
4	Nguyen Thi Ha	-	Head of BOS			150	<b>0,0003%</b>	
4.1	Nguyen Van Dan	-	-			0	0%	
4.2	Tran Thi Y	-	--	.....				Passed away
4.3	Nguyen Xuan Duan	-	-			150	0,0003%	
6	Vu Thi Thao	-	BOS member			200	<b>0,0004%</b>	
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	-	BOS member			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%	Minor
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%	Minor
8.8	Dang Minh Duc	-	-	.....		0	0%	Minor
9	Tu Thi Huong	-	Company Secretary cum Company Governance Officer			50	0,00008%	
9.1	Tu Minh Cuong	-	-			0	0%	
9.2	Hoang Thi Thong	-	-			0	0%	
9.3	Dinh Duc Manh	-	-			0	0%	
9.4	Dinh Kim Anh	-	-	.....		0	0%	Minor
9.5	Dinh Ngoc Han	-	-	.....		0	0%	Minor