

Thai Binh, July 08th, 2025

REGULATIONS
FOR ORGANIZATION OF THE 2025 ANNUAL GENERAL MEETING OF
SHAREHOLDERS OF THAI HA BRIDGE BOT JOINT STOCK COMPANY
(BOT)

CHAPTER I
GENERAL PROVISIONS

Article 1. Scope of application

The Regulations on the organization of the General Meeting of Shareholders are used for the organization of the 2025 Annual General Meeting of Shareholders of Thai Ha Bridge BOT Joint Stock Company (“**BOT**”).

Article 2. These Regulations specifically stipulate the rights and obligations of the parties participating in the General Meeting of Shareholders (“**GMS**”), the conditions and procedures for conducting the General Meeting.

Article 3. The shareholders and participants are responsible for implementing the provisions of these Regulations.

CHAPTER II
RIGHTS AND OBLIGATIONS OF PARTIES PARTICIPATING IN THE GENERAL
MEETING

Article 4. Rights and obligations of shareholders attending the General Meeting of Shareholders

4.1. Conditions for attending the General Meeting:

All shareholders owning the Company’s shares according to the list of shareholders finalized by Thai Ha Bridge BOT Joint Stock Company on May 12, 2025 ("Record Date") or those authorized to attend the meeting.

4.2. Rights and obligations of eligible shareholders when attending the meeting:

a. Shareholders or authorized persons attending the General Meeting must bring the following documents:

- Announcement etc. Invitation to attend the 2025 General Meeting of Shareholders.

- Citizen identity card/ID card/Passport/other legal personal identification documents, copy of Business Registration Certificate (for organizations).
- Original Power of Attorney (in case of being authorized to attend the General Meeting).

(In case the shareholder is an individual, the power of attorney must be signed by that shareholder. In case the shareholder is a legal entity/organization, it must be stamped and signed by the legal representative of that legal entity/organization).

After presenting the above documents to the Shareholders' Qualification Examination Committee, The Shareholder's Eligibility Verification Committee is responsible for comparing and determining whether a shareholder is eligible to attend the General Meeting (in case a shareholder does not bring the Notice, etc. Invitation to attend the 2025 Annual General Meeting of Shareholders, but other documents proving eligibility will still be determined). The shareholder or authorized person attending the General Meeting of Shareholders will receive a Voting Card and Ballot,. The value of the Voting Card/Ballot, Vote that the shareholder or authorized person attends the General Meeting of Shareholders with corresponds to the ratio of the number of shares with voting rights that the shareholder owns or represents according to the registration to attend the General Meeting of Shareholders to the total number of shares with voting rights of the shareholders attending the General Meeting of Shareholders.

- b. Authorize in writing a person to attend and vote on his/her behalf at the General Meeting of Shareholders. The authorized person may not re-authorize another person to attend the General Meeting of Shareholders.
- c. The shareholders attending the General Meeting of Shareholders who wish to express their opinions must have the consent of the Chairman, speak briefly and focus on the key contents that need to be discussed, in accordance with the approved agenda of the General Meeting. Issues that have been raised by previous participants shall not be raised again to avoid duplication. The shareholders attending the General Meeting may also write down the contents on the Questionnaire and submit it to the Secretariat.
- d. Vote on all matters within the authority of the General Meeting of Shareholders as prescribed in the Charter of the Company.
- e. Shareholders and authorized representatives, after listening to the report on the contents to be approved, will discuss and approve by voting.
- f. During the General Meeting, the shareholders must comply with the instructions of the Presidium, behave in a civilized and polite manner, and not cause disorder.
- g. Shareholders or authorized representative who arrive after the time the General Meeting has started, after completing the registration procedures, shall be allowed to attend and vote on the remaining contents to be voted on according to the approved General Meeting agenda. In this case, the validity of the votes already taken shall not be affected.

h. Shareholders must keep the documents confidential, comply with the regulations on the use and preservation of documents, not copy or record them to people outside the General Meeting without the written permission of the Chairman; not film, take photos or record them without the consent of the Presidium during the General Meeting; not transmit information in any form until the conclusion of the meeting without the consent of the Presidium and comply with other regulations as notified by the Presidium/Organizing Committee during the General Meeting.

i. Shareholders accept that all communications sent to or from the email address, telephone, fax or other online means that the Shareholder has registered, provided to the Company or on the list of shareholders are from the Shareholder himself/herself, and are automatically understood to have been sent to or from the Shareholder.

Article 5. Rights and obligations of the Presidium, the Chairman

5.1. The Presidium includes: The Chairman and other members of the Presidium.

5.2. Obligations of the Presidium:

a. Conduct the activities of the General Meeting according to the agenda approved by the General Meeting. Carry out necessary tasks so that the General Meeting of Shareholders takes place in an orderly manner; reflecting the wishes of the majority of shareholders and representatives of shareholders attending.

b. Guide the discussion among delegates and the General Meeting.

c. Submit the draft and necessary contents for the voting of General Meeting.

d. Respond to the issues requested by the General Meeting.

5.3. The Chairman of the Board of Directors presides or authorizes another member of the Board of Directors to preside over the General Meeting of Shareholders.

5.4. Rights and tasks of the General Meeting Chairman:

a. Direct the General Meeting to implement the agenda in a valid and orderly manner;

b. Preside over and resolve issues arising during the General Meeting of Shareholders;

c. Have the right to take necessary measures to control the meeting in a reasonable, orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of the meeting attendees;

d. Have the right to postpone the General Meeting with the necessary number of delegates (no more than three working days from the date of the scheduled opening of the meeting) to another time and at a location decided by the Chairman without consulting with the General Meeting, if it is found that:

- The meeting location does not have enough convenient seats for all attendees;

- The attendees engage in obstructive or disruptive behavior, which poses a risk of preventing the meeting from proceeding fairly and legally;

- The communication facilities at the meeting location does not ensure that shareholders attending the meeting can participate in discussions and voting;
- The postponement is necessary for the job of the General Meeting to be conducted properly. The Chairman of the General Meeting may postpone the General Meeting when there is consensus or request from the General Meeting of Shareholders with the necessary number of delegates attending the meeting;
- e. Other rights and tasks as prescribed in the Company's Charter and the provisions of law.

Article 6. Rights and obligations of the Shareholders' Eligibility Verification Committee

Shareholders' Eligibility Verification Committee is appointed by the Organizing Committee of the General Meeting. Shareholders' Eligibility Verification Committee receives documents from shareholders or authorized persons attending the meeting to check their validity and compare them with the list of shareholders entitled to attend the meeting finalized on the Record Date; Distributes documents, Voting Cards/Ballots; Reports to the General Meeting on the results of the shareholders' qualification checks for attending the General Meeting before the General Meeting is officially held.

Article 7. Rights and obligations of the General Meeting Secretary

- 7.1. The Chairman appoints the Secretary at the General Meeting.
- 7.2. The Secretary shall perform the following tasks as assigned by the Chairman:
 - a. Record the contents of the General Meeting fully and truthfully, prepare and sign the Minutes of the Congress.
 - b. Assist the Presidium in announcing the draft of the Meeting Minutes and Resolutions of the General Meeting and the notice of the Presidium to shareholders upon request.
 - c. Receive shareholders' questionnaires.

Article 8. Rights and obligations of the Ballot Counting Committee

- 8.1. The Chairman shall introduce the Ballot Counting Committee and organize the collection of opinions for approval at the General Meeting.
- 8.2. The Ballot Counting Committee shall have the following tasks:
 - a. Monitor the voting of shareholders or representatives attending the General Meeting.
 - b. Summarize the number of voting shares for each content and notify the Chairman and the General Meeting Secretariat of the results.
 - c. Receive shareholders' questionnaires.
 - d. Summarize the number of votes for each content, prepare a record of vote counting and announce the results to the General Meeting of Shareholders and the Presidium.

CHAPTER III

CONDUCT OF THE GENERAL MEETING

Article 9. Conditions for holding the General Meeting

The General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents more than 50% of the total number of shares with voting rights according to the shareholder list of Thai Ha Bridge BOT Joint Stock Company as at the Record Date.

In case the first General Meeting does not have enough quorum, the Company shall organize the second and third General Meetings in accordance with the provisions of the Law on Enterprises and Company Charter.

Article 10. Order of the General Meeting

10.1. All shareholders attending the General Meeting shall dress formally and politely.

10.2. The shareholders entering the General Meeting room must sit in the correct position or area as prescribed by the General Meeting Organizing Committee. Strictly comply with the arrangement of positions by the Organizing Committee.

10.3. No smoking in the General Meeting room.

10.4. Do not talk privately or use mobile phones during the General Meeting. Mobile phones must be turned off or not ring.

Article 11. Method of voting to approve issues at the General Meeting

All contents in the General Meeting's agenda must be approved by obtaining public votes from all shareholders attending the General Meeting through VOTING CARDS/BALLOTS according to the number of votes corresponding to the number of shares owned/represented and authorized. Each shareholder is given 01 VOTING CARD, 01 VOTING BALLOT and 01 ELECTION BALLOT, which shall include the following information: Name of Shareholder; Number of shares entitled to vote (owned/represented and/or authorized); Number of votes/Ballots of the shareholder and stamped with the Company's seal.

11.1. VOTING CARDS: printed on **white paper**, used to vote on the following contents:

- a. Approval of the composition of the Presidium of the General Meeting;
- b. Approval of the composition of the Vote Counting Committee;
- c. Approval of the Regulations on the organization of the 2025 Annual General Meeting of Shareholders;
- d. Approval of the Agenda;
- e. Approval of the Regulations on the Election of a replacement member of the board of directors for the 2023–2028 term;
- f. Approval of the Minutes and Resolutions of the General Meeting of Shareholders.

g. Other matters as directed by the Chairperson of the General Meeting of Shareholders.

11.2. VOTING BALLOTS: printed on **blue paper**, used to vote on the contents according to the reports and proposals.

a. Valid voting ballots:

- Are the voting ballots issued by the General Meeting Organizing Committee, with the Company's seal;
- Are not torn, erased, or edited;
- Have the confirmation signature of the shareholder/authorized representative of the shareholder participating in the vote
- Include only one mark (X/✓) once for each voting content

b. Invalid voting ballots:

- are not issued by the Organizing Committee of the General Meeting.
- Are erased or edited content.
- Do not have the confirmation signature of the shareholder/authorized representative of the shareholder attending.
- Do not include mark or include more than one mark (X/✓) for each voting content.

c. Invalid voting ballots will not be count during the vote tallying process.

d. Voting ballots issued to shareholders upon shareholders eligibility registration are considered issued voting ballots. In case a shareholder leaves the meeting early and cannot stay until the end of the program, that shareholder must return the Voting ballots to the Meeting Organizing Committee. If the shareholders do not submit the Voting ballots when the Vote Counting Committee conducts the vote tallying, that Voting ballots will be considered as Not collected.

e. An invalid voting content does not affect the validity of other validly voted content.

11.3. BALLOT FOR ELECTION OF BOARD OF DIRECTORS MEMBERS: Printed on **yellow paper**, used for electing member of the board of directors for the 2023–2028 term.

11.4 VOTING METHOD:

a. Voting shall be conduct publicly and directly on each issue by shareholders raising their Voting Cards at the General Meeting. Contents subject to voting by raising Voting Cards are specified in Clause 11.1 of this Article. Voting results will be announced immediately after voting on each content.

Shareholders vote by raising their Voting Cards under the direction of the Chairperson to express their opinions: Approve or Disapprove or Abstain.

During the voting process at the General Meeting, shareholders who vote Approve raise their Voting Cards high. Members of the Vote Counting Committee will mark the shareholder code and corresponding number of votes of each approving shareholder.

Similarly, shareholders voting Disapprove or Abstain will take turns raising their Voting Cards.

b. Voting on other matters shall be conducted publicly by casting Voting Ballots. The results of the vote countingwereshall be announced immediately before the adjournment of the Congress.

- When voting, shareholders mark (X) or (✓) in 1 of the 3 voting options including "Approve" voting boxes; "Disapprove" and "No opinion".
- In case the shareholder makes an incorrect mark, he must cross out the incorrect mark, sign next to the cross mark (do not erase or correct the incorrect mark) and mark again.
- Voting content without a mark (X) or (✓) in any voting box is considered Abstain.

Article 12. Approval of Resolutions of the General Meeting of Shareholders

The Resolutions of the General Meeting of Shareholders on issues in the agenda of the General Meeting shall be specifically approved as follows:

12.1. Unless specified in Clause 12.2 hereof, the Resolutions of the General Meeting of Shareholders shall be approved when approved by the number of shareholders owning more than 50% of the total number of votes of all shareholders attending and voting at the meeting.

12.2. The Resolutions on the following contents shall be approved if approved by the number of shareholders representing 65% or more of the total number of votes of all shareholders attending and voting at the meeting:

- Classes of shares and total number of shares of each class;
- Changes in business lines, occupations and fields;
- Changes in the company's organizational and management structure;
- Investment projects or sale of assets with a value of 35% or more of the total asset value recorded in the company's most recent financial statements, unless the company's charter stipulates a different ratio or value;
- Reorganization or dissolution of the company;
- Other matters as stipulated in the company's charter.

12.3. Resolutions on contents that adversely change the rights and obligations of shareholders owning preferred shares shall only be passed if approved by the number of preferred shareholders of the same class attending the meeting owning 75% or more of the total number of preferred shares of that class or approved by the number of preferred shareholders of the same class owning 75% or more of the total number of preferred shares of that class in the case of passing the resolution in the form of obtaining written opinions.

CHAPTER IV

CLOSING OF THE GENERAL MEETING

Article 13. Minutes and Resolutions of the General Meeting of Shareholders

- 13.1. The minutes and resolutions of the General Meeting of Shareholders must be completed and approved before the closing of the General Meeting.
- 13.2. The minutes and resolutions of the General Meeting of Shareholders must be kept at Thai Ha Bridge BOT Joint Stock Company.

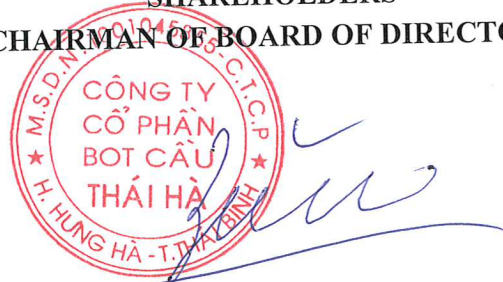
Article 14. Effect

These Regulations consist of 14 (fourteen) Articles, are read publicly before the General Meeting of Shareholders and take effect immediately after being voted and approved by the 2025 Annual General Meeting of Shareholders.

Recipients:

- Shareholders;
- Members of Board of Directors,
- Audit Committee
- Archive: AD.

**ON BEHALF OF GENERAL MEETING OF
SHAREHOLDERS
CHAIRMAN OF BOARD OF DIRECTORS**



NGUYEN BINH DIEN



**REPORT OF THE BOARD OF GENERAL DIRECTORS
ON BUSINESS PERFORMANCE RESULTS FOR 2024 AND
BUSINESS PLAN FOR 2025**

**PART I
RESULTS OF BUSINESS OPERATIONS IN 2024**

**I. REPORT OF THE BOARD OF GENERAL DIRECTORS ON BUSINESS
PERFORMANCE IN 2024**

In 2024, the Board of General Directors of the Company made great efforts to implement and carry out business operations, closely adhering to the Company's established policies under the strict direction of the Board of Directors, in line with the orientation set forth in the Resolution of the 2024 Annual General Meeting of Shareholders.

1. Members, Remuneration, and Operating Expenses of the Board of General Directors

In 2024, the composition of the Board of General Directors and changes in its membership were as follows:

No.	Full Name	Position	Appointment/resignation date
1	Ta Dai Nghia	General Director	Appointed on 12 June 2024
2	Nguyễn Hồng Quân	General Director	Resigned on 12 June 2024

All operating expenses, transaction costs, travel allowances, etc., of the Members of the Board of General Directors were carried out in accordance with the Company's regulations and policies.

2. Business Performance Results in 2024

In implementing the Company's 2024 business operations plan, the Board of General Directors reports to shareholders on the Company's business performance as follows:

Unit: VND

No.	Indicator	Plan Amount	Actual Amount
1	Total Revenue	300,000,000,000	413,925,301,481
2	Charter Capital	621,468,000,000	592,468,000,000
4	Profit After Tax	(40,000,000,000)	248,053,610,547
5	Dividend	0%	0%

II. EVALUATION OF OPERATIONAL AREAS

1. Business Operations

In 2024, core business of the Company remained the operation of toll collection services at the Thai Ha Bridge BOT project, alongside conducting regular inspections and collaborating with local authorities to ensure public order and traffic safety. However, the toll collection activities faced numerous challenges. As a result, the Company's management decided to diversify its operations by expanding into the trading of machinery, equipment, and technology for the production of medical supplies and materials.

In 2024, the Company recorded a revenue of VND 414 billion, with an after-tax profit of VND 248 billion. This impressive performance was driven by the successful expansion into the aforementioned commercial trading activities. Additionally, the Company provided technology services, as well as maintenance and after-sales support, which further enhanced its value proposition and customer trust. These business results have alleviated a portion of the financial burden faced in previous challenging years. The Company's management is confident that the business will swiftly achieve stability and continue to pursue sustainable growth in the future.

2. Financial and Accounting Affairs

- Strictly comply with the preparation of financial statements in accordance with accounting standards and ensure timely and accurate disclosure of information, following disclosure regulations to maintain transparency for shareholders.
- Develop effective management measures and optimize the use of capital in business operations.
- Restructure personnel to proactively handle financial and accounting affairs, as well as capital management.

3. Information Disclosure and Stock Market-Related Activities

- Conduct periodic and ad hoc information disclosures to ensure timely and transparent communication with shareholders, in accordance with current legal regulations.
- Strictly comply with regulations applicable to listed companies in the stock market.

PART II

BUSINESS PLAN FOR 2025

Based on the actual business operations situation, ongoing projects, and anticipated contract agreements in 2025, the Company has developed the 2025 business plan to present to the General Meeting of Shareholders, as follows:

I. KEY TASKS FOR 2025

1. Key financial Indicators

Unit: VND

No.	Indicator	Actual 2024	Plan 2025
1	Total Revenue	413,925,301,481	70,840,000,000
2	Charter Capital	592,468,000,000	621,468,000,000
4	Profit After Tax	248,053,610,547	1,600,000,000

No.	Indicator	Actual 2024	Plan 2025
5	Dividend	0%	0%

2. Key Tasks

2.1. Business Operations

- Management and Operation of Thai Ha Bridge BOT Station: In 2025, the Company will maintain its core business operations through vehicle toll collection at the Thai Ha Bridge BOT station, managing the route, and ensuring smooth traffic flow to prevent congestion during peak hours. Additionally, the Company will continuously improve and apply modern technology to observation and ticketing equipment at the BOT station. Furthermore, the Company will prioritize regular maintenance and repair work on the route in accordance with regulations.
- Expand and develop commercial trading activities for traditional core products as well as new, high-potential sectors. Actively seek reputable suppliers offering high-quality products at competitive prices.
- Broaden commercial trading operations to include equipment, machinery, production lines for processing, mechanics, plastic products, medical supplies, medical instruments, processed food items, and other food-related products.

2.2. Human Resource Development

- Human resources have been a key factor in the Company's success over the years. To sustain and enhance this valuable asset, the Company will continue to strengthen its organizational structure and adjust its workforce to align with both immediate and long-term operational goals.

2.3. Strengthening Shareholder Relations

- The Company will continue to comply with public disclosure regulations to ensure timely and transparent communication with its esteemed shareholders.

II. SOLUTIONS FOR IMPLEMENTING THE 2025 BUSINESS PLAN

- Continue closely monitoring the progress of documentation handling and addressing difficulties related to the Thai Ha Bridge BOT project from relevant ministries and agencies, thereby developing specific response plans suitable to actual conditions.
- Streamline the company's organizational and management structure towards a leaner and more efficient model, enhancing competitiveness and reducing operating costs.
- Strengthen training for senior and mid-level management by sponsoring participation in leadership and management programs. Recruit high-quality personnel, particularly at the managerial level, to support business operations.
- Intensify the search for potential customers and new investment opportunities.
- Promote closer coordination between the Board of Directors, the Supervisory Board, and the Executive Board to ensure that resolutions and strategic directives from the Board of Directors are implemented promptly and effectively.
- Ensure transparency in corporate governance and operations.
- Develop appropriate mechanisms and benefit policies tailored to each department to maximize employee performance and effectiveness.

This report summarizes the business operations results for 2024 and outlines the business plan and objectives for 2025.

Respectfully submitted to the General Meeting of Shareholders for approval./.

Recipients:

- As stated above;
- Board of Directors;
- Executive Board;
- Archived.

GENERAL DIRECTOR



TA ĐAI NGHIA

C.T.C.P. HUNG

REPORT ON THE ACTIVITIES OF THE BOARD OF DIRECTORS IN 2024 AND PLANS FOR 2025

On behalf of the Board of Directors of Thai Ha Bridge BOT Joint Stock Company, I present to the Annual General Meeting of Shareholders in 2025 a report on the Board's performance in 2024.

I. RESULTS OF TASK IMPLEMENTATION IN VARIOUS WORK AREAS

1. Evaluation of Business Performance in 2024

Based on the 2024 business plan approved by the Annual General Meeting of Shareholders in 2024, the Board of Directors has assigned the plan to the Executive Board and specialized departments. It has also provided direction for implementation, with the following results:

Unit: VND

No.	Indicator	Plan Amount	Actual Amount
1	Total Revenue	300,000,000,000	413,925,301,481
2	Charter Capital	621,468,000,000	592,468,000,000
4	Profit After Tax	(40,000,000,000)	248,053,610,547
5	Dividend	0%	0%

2. Plan to Increase Charter Capital in 2024

At the 2024 Annual General Meeting of Shareholders, the Board of Directors presented and obtained approval from the General Meeting for Stock Issuance under the Employee Stock Ownership Plan. However, during the implementation process, the Management recognized the need to prioritize several critical business activities, which involve a significant workload. Additionally, the current capital resources remain sufficient to sustain operations, rendering the share issuance unnecessary in 2024. Consequently, the Board of Directors proposes to the General Meeting of Shareholders to cancel the Stock Issuance under the Employee Stock Ownership Plan previously approved at the 2024 Annual General Meeting of Shareholders.

II. ACTIVITIES OF THE BOARD OF DIRECTORS IN 2024

The Board of Directors operates in accordance with the Company's Charter, the Enterprise Law, the Securities Law, and other relevant legal regulations. Board meetings are held regularly and in compliance with the Charter. The Board has closely followed the direction set by the General Meeting of Shareholders' resolution and the actual situation of the Company, ensuring leadership, management, and supervision of corporate activities in line with the agreed-upon resolutions.

1. Members

Board of Directors consists of three members. In 2024, the composition of the Board of Directors and changes in its membership were as follows:

No.	Full name	Position	Appointment/resignation date
1	Ngo Tien Cuong	Chairman of the Board of Directors	
2	Nguyen Binh Dien	Independent Member	
3	Ta Dai Nghia	Member	Appointed on 04 June 2024
	Nguyen Hong Quan	Member	Resigned on 04 June 2024

2. Management and Supervision Work of the Board of Directors in 2024

In 2024, the Board of Directors held eight meetings, issuing Minutes and Resolutions as a foundation for the Executive Board to implement business operations. The details are as follows:

- BOD Resolution approving the signing of the Sales contract of the Dialyzer assembly line with CHENGDU HEDA AUTOMATION EQUIPMENT CO., LTD.
- BOD Resolution approving the convening of the 2024 Annual General Meeting of Shareholders
- BOD Resolution approving the agenda and documents of the 2024 Annual General Meeting of Shareholders
- BOD Resolution approving the agenda and documents of the 2nd 2024 Annual General Meeting of Shareholders
- BOD Resolution on the dismissal and appointment of the Company Governance Officer cum Company Secretary
- BOD Resolution on the dismissal and appointment of the General Director of the Company
- 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
- BOD Resolution approving the signing of the Sales contract of the Dialyzer assembly line with CNC Capital Viet Nam Joint Stock 100% Company
- 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
- 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.
- Minutes of BOD summarizing business activities in 2024 and business orientation in the coming period.

3. Supervision of the Activities of the Executive Board and Management Personnel

With its roles, responsibilities, and authority, the Board of Directors has carried out supervision, direction, and management of the Company in compliance with legal regulations, the Company's Charter, and resolutions of the General Meeting of Shareholders, as follows:

- The Board of Directors closely monitors the activities of the Executive Board and management personnel, promptly resolving any arising issues within its authority. It facilitates smooth leadership and management operations within the Company.
- The Board requires the General Director and management personnel to strengthen leadership efforts and consistently submit monthly and quarterly business performance reports to enhance operational efficiency.

- Supervision of business operations is conducted in alignment with resolutions from the General Meeting of Shareholders.
- All business activities are thoroughly reviewed and monitored by the Company's Supervisory Board and specialized departments to minimize risks effectively.
- Ensure strict implementation of reporting procedures and information disclosure regulations.

4. Overall Assessment of the Activities of the Board of Directors

- The Board of Directors has directed the revision and supplementation of management regulations to align with legal provisions and the actual situation of the Company.
- The Board has closely, promptly, and regularly coordinated with the Executive Board and the Supervisory Board in directing the implementation of resolutions from the General Meeting of Shareholders and the Board of Directors.
- All decisions made by the Board are thoroughly discussed, adequately communicated, and properly documented with the Supervisory Board and the Executive Board.
- Proposals from the Executive Board to the Board of Directors are carefully reviewed, discussed, and provided with timely guidance.
- The Company has fully and promptly complied with resolutions from the General Meeting of Shareholders, the Board of Directors, and government regulations.

5. Report on the Remuneration and Income of the Board of Directors

- The Board of Directors received remuneration/allowances in 2024 in accordance with the Company's regulations.
- Operational costs, transaction expenses, travel allowances, and other expenditures of the Board in 2024 were executed in compliance with the Company's policies and regulations.

6. Report on the Evaluation of Transactions Between the Company, Its Subsidiaries, and Companies Where KSQ Holds More Than 50% of Charter Capital with Board Members, the General Director, Other Executives, and Related Persons; Transactions Between the Company and Companies in Which Board Members, the General Director, or Other Executives Were Founders or Managers Within the Last Three Years Before the Transaction Date

STT	Related parties	Transactions	Value (VND)
1	Tien Dai Phat Co., Ltd	Purchase of merchandise, materials	33,496,000
2	Viet Phat Construction Investment Co., Ltd.	Capital contributed under business cooperation arrangement	325,445,000,000
		Profit from business cooperation arrangement	21,082,660

7. Activities of Independent Board Members and Evaluation Results of Independent Members on the Board's Performance

- Activities of the Independent Board Member: The Company has one independent Board Member, Mr. Nguyen Binh Dien. In 2024, the activities of the independent Board Member were carried out in compliance with the Company's Charter and relevant legal regulations.
- Evaluation of the Board's Performance by the Independent Board Member: In 2024, the Company's Board of Directors held all required meetings in accordance with applicable laws and issued Minutes and Resolutions as a foundation for the Executive Board to implement business operations.

III. OBJECTIVES AND TASKS FOR 2025

- In 2025, the Board of Directors of the Company is firmly committed to striving for stable and sustainable development, overcoming the general challenges of the economy and addressing the Company's internal difficulties through the following key measures:
- Closely monitor and promptly track the progress of resolving issues and obstacles related to the Thai Ha Bridge BOT project, thereby developing specific plans and scenarios to respond effectively, ensuring alignment with the Company's actual circumstances.
- Monitor and stay informed about the business operations to make timely, unified, and appropriate decisions and directives in line with the actual business performance.
- Continue to vigorously and comprehensively reform the management and organizational mechanisms, particularly by establishing suitable management frameworks, investment approaches, and financial mechanisms.
- Actively seek partners for business collaboration.
- Maintain regular quarterly Board of Directors meetings to formulate timely and flexible policies and strategies, addressing issues arising during the course of business operations.
- The Board of Directors will continue directing and supervising the Executive Board to achieve and exceed the targets set for 2025 as follows:

No.	Indicator	Actual Performance	Plan 2025
1	Total Revenue	413,925,301,481	70,840,000,000
2	Charter Capital	592,468,000,000	621,468,000,000
4	Profit After Tax	248,053,610,547	1,600,000,000
5	Dividend	0%	0%

The above report summarizes the activities of the Board of Directors of Thai Ha Bridge BOT Joint Stock Company in 2024 and outlines the operational directions for 2025.

Respectfully submitted to the General Meeting of Shareholders!

Recipients:

- As mentioned above;
- Board of Directors;
- Executive Board;
- Archive: Administration Office, Supervisory Board.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN**



NGUYEN BINH DIEN



REPORT ON THE ACTIVITIES OF THE BOARD OF SUPERVISORS FOR YEAR 2024 AND PLAN FOR 2025

The Board of Supervisors of Thai Ha Bridge BOT Joint Stock Company hereby reports to the 2025 Annual General Meeting of Shareholders on the implementation of inspection and supervision activities in 2024, as well as the Board's operational plan for 2025, as follows:

SECTION A: RESULTS OF INSPECTION AND SUPERVISION IN 2024

I. Activities of the Board of Supervisors in 2024

1. Organizational Work

In 2024, the composition of the Board of Supervisors remained unchanged. The current structure of the Company's Board of Supervisors is as follows:

No.	Full Name	Position
1	Nguyen Thi Ha	Head of the Board of Supervisors
2	Vu Thi Thao	Member of the Board of Supervisors
3	Vu Thi Thu Huyen	Member of the Board of Supervisors

2. Operational Status of the Board of Supervisors in 2024

In 2024, the Board of Supervisors conducted three meetings to implement supervision activities and assess the Company's operations through financial reports and the review of certain documents. The areas of supervision included:

- Supervising the activities of the Board of Directors and reviewing the Board's performance report.
- The Board of Supervisors monitored various aspects of the Company's operations by participating in meetings with the Board of Directors and Executive Board, as well as reviewing periodic reports from specialized departments.
- Inspecting and supervising compliance with legal policies, government regulations, and Company policies issued by the Board of Directors and the Executive Board through the review of Board resolutions and executive decisions related to business operations.
- Reviewing and auditing the Company's semi-annual financial statements and quarterly financial reports for 2024. Collaborating with the audit organization to oversee inventory, settlements, and the verification of the semi-annual financial statements for 2024.
- Coordinating with the audit firm to finalize the 2024 financial statements in preparation for the draft report by the Board of Supervisors to be presented at the 2024 Annual General

Meeting of Shareholders. Supervising and advising on the procedures for organizing the 2024 Annual General Meeting of Shareholders to ensure compliance with legal regulations and the Company's Charter.

3. Results of Supervisory Control Over the Company's Management and Operations

- The management of business operations by the Board of Directors and the Executive Board in 2024 complied with the Enterprise Law, the Company's Charter, resolutions of the General Meeting of Shareholders and the Board of Directors, as well as relevant legal regulations.
- In 2024, the Board of Directors held eleven meetings to oversee the Company's operations, continuously monitoring the implementation of issued decisions and supervising the Company's activities through periodic reports from the Executive Board. The Board provided direction, support, and favorable conditions for the Executive Board and the Board of Supervisors to perform their functions and responsibilities in accordance with regulations.
- The Executive Board demonstrated diligence and a high sense of responsibility in their work. They conducted thorough assessments of opportunities and challenges, consistently engaged in risk management to mitigate potential losses and anticipate future opportunities. Additionally, they maintained a firm, flexible, and proactive approach in managing the Company's operations. They promptly executed strategic solutions to overcome difficulties and actively expanded market reach. Effective measures were implemented in human resource management, salaries, bonuses, and corporate governance models to enhance autonomy and flexibility across departments. The Executive Board also optimized resource utilization—including capital, assets, and workforce—while improving management efficiency to reduce costs.

4. Report on the Evaluation of Transactions Between the Company, Its Subsidiaries, and Companies Where KSQ Holds More Than 50% of Charter Capital with Board Members, the General Director, Other Executives, and Related Persons; Transactions Between the Company and Companies in Which Board Members, the General Director, or Other Executives Were Founders or Managers Within the Last Three Years Before the Transaction Date

STT	Related parties	Transactions	Value (VND)
1	Tien Dai Phat Co., Ltd	Purchase of merchandise, materials	33,496,000
2	Viet Phat Construction Investment Co., Ltd.	Capital contributed under business cooperation arrangement	325,445,000,000
		Profit from business cooperation arrangement	21,082,660

5. Coordination Between the Board of Supervisors, the Board of Directors, and the Executive Board

- In 2024, the Board of Supervisors closely coordinated with the Board of Directors and the Executive Board in carrying out assigned functions and responsibilities. The Board of Directors and the Executive Board facilitated the Board of Supervisors in performing its duties by providing relevant information and documentation regarding the Company's

activities. The Board of Supervisors was invited to participate in all Board of Directors meetings and Company briefing sessions.

- The Board of Supervisors closely collaborated with the Board of Directors and the Executive Board in inspection and supervision activities at member units as well as within the Company's management structure. This allowed for timely solutions to existing issues, enhancing management effectiveness and ensuring full compliance with prevailing government regulations.

6. Report on the Income of the Board of Supervisors in 2024

The Board of Supervisors did not receive remuneration in 2024.

II. RESULTS OF SUPERVISION OVER THE IMPLEMENTATION OF THE 2024 BUSINESS PRODUCTION PLAN

1. Key Performance Indicators for the Implementation of the Business Production Plan

Unit: VND

No.	Indicaotr	Plan	Actual Performance
1	Total Revenue	300,000,000,000	413,925,301,481
2	Charter Capital	621,468,000,000	592,468,000,000
4	Profit After Tax	(40,000,000,000)	248,053,610,547
5	Dividend	0%	0%

(Source: Audited Financial Report 2024)

2. Financial and Accounting Work

- Fully complied with state regulations and policies in financial accounting. Completed financial reports and adhered to disclosure requirements within the prescribed time frame.
- Provisions were allocated in accordance with financial and accounting regulations and were audited by an independent auditing firm.
- The Board of Supervisors conducted an appraisal of financial reports before and after the audit process.
- Verified supporting evidence for information presented in the financial statements; assessed compliance with prevailing accounting standards and policies, reviewed applied accounting principles and methods, as well as the overall presentation of financial statements.
- Examined each financial statement indicator; inspected records, accounting documents, and inventory reports related to materials, assets, and capital as of December 31, 2024, along with debt records and other relevant financial documentation.
- Reviewed the audit report and management letter issued by the independent auditing firm.

After appraisal, the Board of Supervisors has the following observations: In 2024, the Company complied with the regulations of the Accounting Law, Accounting Regime, and Vietnamese Accounting Standards. Additionally, its financial practices aligned with the Company's operational characteristics and management requirements. The preparation, circulation, use, and preservation of accounting documents were generally ensured to be lawful, reasonable, and valid. The preparation, recording, use, and preservation of accounting books were conducted fully and timely, in accordance with the current accounting regime. Financial reports were prepared in strict compliance with prevailing accounting standards and regulations.

3. Labor and Salary Management

- The average income per employee is 6,000,000 VND per person per month.
- The Company complies with current regulations in paying health insurance and social insurance.

III. RESULTS OF FINANCIAL STATEMENT APPRAISAL FOR 2024

- The financial statements fully reflect the Company's business operations and financial situation, presented according to prescribed reporting formats.
- Accounting records, bookkeeping, and classification of economic content were conducted in compliance with accounting standards issued by the Ministry of Finance.
- The Company has fulfilled its reporting and periodic information disclosure obligations as required for traded entities on the Hanoi Stock Exchange, adhering to regulations on securities market disclosures.
- The Company's 2024 financial statements were audited in accordance with the Company's Charter and the resolutions of the Annual General Meeting of Shareholders, as conducted by A&C Auditing and Consulting Company Limited. Auditor provided Disclaimer of opinion because they have not been able to obtain sufficient appropriate audit evidence.

IV. CONCLUSION AND RECOMMENDATIONS

The Board of Supervisors agrees with the Board of Directors' Activity Report, the Business Operation Results Report, the audited 2024 Financial Statements, and the 2024 Profit Distribution Plan presented at the General Meeting.

To successfully fulfill the 2025 plan objectives, the Board of Supervisors respectfully recommends that the Company's leadership:

- Continue strengthening restructuring efforts towards efficiency, aligning with real-world conditions while closely adhering to the Company's development strategy.
- Enhance inspection and supervision activities to improve accountability within departments and divisions of the Company.

SECTION B: OPERATIONAL PLAN OF THE BOARD OF SUPERVISORS FOR 2025

- Review the structure, functions, and responsibilities of the supervisory and internal audit departments to refine and optimize the organizational framework in alignment with Company operations.
- Examine compliance with governmental policies, laws, regulations, and official guidelines.
- Monitor and supervise the implementation of internal regulations, policies, and management procedures within the Company.
- Inspect the organizational structure and workforce of the unit, including personnel appointments, recruitment, salary payments, and income distribution.
- Oversee the execution of the 2025 business plan approved by the General Meeting of Shareholders, ensuring the accuracy and timeliness of statistical reports from various departments and units.
- Supervise the implementation of the capital balancing plan and cash flow strategies that support business operations in 2025.
- Conduct an appraisal of quarterly, semi-annual, and annual financial statements for 2025.

The above is a summary report on the activities of the Board of Supervisors in 2024 and the operational direction for 2025.

Respectfully submitted to the General Meeting of Shareholders!

Recipients:

- As mentioned above;
- Board of Directors;
- Executive Board;
- Archived: Administration
Office, Board of Supervisors.

**ON BEHALF OF THE BOARD OF SUPERVISORS
HEAD OF THE BOARD**



NGUYEN THI HA



No.: 01/2025/TTr-HĐQT-BOT

Thai Binh, July 08th, 2025

PROPOSAL

(Re: Approval of the Audited Financial Statements for the year of 2024)

**To: The 2025 Annual General Meeting of Shareholders
of Thai Ha Bridge BOT Joint Stock Company**

- Pursuant to the Law on Enterprise No. 59/2020/QH14 dated June 17, 2020, and its amendments, supplements, and guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its amendments, supplements, and guiding documents;
- Pursuant to the Charter of Thai Ha Bridge BOT Joint Stock Company,

In accordance with the resolution of the 2024 Annual General Meeting of Shareholders, the Board of Directors selected A&C Auditing and Consulting Company Limited to conduct the audit of the 2024 Financial Statements. The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the audited 2024 Financial Statements. The Company has disclosed the information in accordance with regulations and has published the full version of the audited financial statements for 2024 on the Company's website, including:

- Balance Sheet;
- Income Statement;
- Cash Flows Statement;
- Notes to the Financial Statements.

In this context, the Auditor provided Disclaimer of opinion with the following content:

- Basis for Qualified Audit Opinion

As disclosed in Note V.7 of the Notes to the Financial Statements, the historical cost of the fixed asset being BOT Thai Ha Bridge was recognized based on the Auditor's report on Final Accounts No. 90/2020/RSMHN-BCKTXD dated 31 March 2020, issued by RSM Vietnam Auditing & Consulting Co., Ltd. - Hanoi Branch, amounting to VND 1,375,425,634,893. This amount includes loan interest expenses totaling VND 178,892,919,950, incurred outside the project implementation period (from 1 May 2017 to 31 December 2018), which were not accepted for settlement agreement by the Ministry of Transport. According to Official Letter No. 12217/BGTVT-TC dated 18 November 2021, regarding the agreed settlement value of investment costs for Thai Ha Bridge construction project over the Red River, which connects Thai Binh and Ha Nam provinces to Cau Gie - Ninh Binh Expressway (Phase I) under a BOT contract, the Ministry of Transport notified the agreed settlement value of the project as VND 1,272,878,942,550 (including VAT). We were unable to obtain sufficient documentation to determine the VAT-exclusive value of the project asset and, accordingly, could not determine the



precise adjustments, if any, required to the relevant Financial Statement line items. As disclosed in Notes VI.1 and VI.2 of the Notes to the Financial Statements, the Company has recognized revenue from sales of merchandise (including machinery and equipment for the assembly line of dialysis filters and JSW plastic injection molding machines) to CNC Capital Vietnam Joint Stock Company and PIV Joint Stock Company, totaling VND 357,737,722,161, with a gross profit margin of 89.72%. According to the contracts, the selling price included transportation, installation, user training, technology transfer, travel and accommodation expenses for experts, as well as maintenance, warranty, servicing, and technology upgrade fees over a 10-year period. However, we were not provided with a detailed breakdown of the value of each component included in the selling price. Accordingly, we were unable to determine the value of merchandise that had been transferred and met the criteria for revenue recognition during the year, nor could we determine the amounts that should have been recorded under "Advances from Customers" or "Unearned Revenue." As a result, we were unable to express an opinion on the revenue from these sales transactions. As disclosed in Note V.5b of the Notes to the Financial Statements, as at 31 December 2024, the Company recorded a long-term other receivable of VND 325,445,000,000 relating to a Business Cooperation Contract with Viet Phat Construction Investment Company Limited (a related party/party responsible for capital management) for the distribution of medical dialysis filter products. We were not provided with evidence on the capital needs, planned or actual capital utilization schedules, reports on the effectiveness of capital use by the party responsible for capital management, or the Company's monitoring mechanisms (if applicable). Accordingly, we were unable to assess the recoverability of this business cooperation receivable.

As disclosed in Note V.4 of the Notes to the Financial Statements, as at 31 December 2024, the Company recorded "Prepayments to Suppliers" to High Tech Material Investment Joint Stock Company and Viet Cam Construction Materials Investment Joint Stock Company, totaling VND 49,229,000,000 and VND 39,385,000,000, respectively, for the purchase of construction sand under signed Contracts. However, since the advance payments were made, no purchase transactions have been executed. We were not provided with evidence on the suppliers' ability to fulfill the Contracts, nor were we provided with the Contracts the Company had signed with the customers or any planned usage schedules (if applicable). Accordingly, we were unable to express an opinion on the stated advances to suppliers, nor could we assess the recoverability of these advances. We were appointed as auditors after 17 April 2025, and as a result, we were unable to observe the cash count at the beginning and end of the year. Using alternative audit procedures, we were also unable to express an opinion on the cash balances as at 31 December 2024, and 31 December 2023, which were recorded on the Balance Sheet at VND 374,575,833 and VND 583,876,950, respectively. Therefore, we were unable to determine the necessary adjustments to the cash balances, or to the related elements of the Balance Sheet, the Income Statement, and the Cash Flow Statement (if applicable). The Company has not fully performed the reconciliation of accounts payable to suppliers as at 31 December 2024, and 31 December 2023, amounting to VND 10,732,354,685 and VND 10,430,033,507, respectively (Note V.8). Using alternative audit procedures, we were unable to obtain sufficient appropriate audit evidence regarding these payables as at 31 December 2024, and 31 December 2023, nor could we assess the impact on the Financial Statements for the fiscal year ended 31 December 2024 (if applicable).

- Disclaimer of Opinion

Because of the significance of the matters described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a

basis for an audit opinion. Accordingly, we do not express an opinion on the Financial Statements.

- ***Emphasis of Matter***

We draw attention to Note VII.3 of the Notes to the Financial Statements. As at 31 December 2024, the Company's current liabilities exceeded its current assets by VND 725,274,204,091. This condition, along with other matters as set forth in the aforementioned note, indicates the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern.

Our disclaimer of opinion is not related to this matter.

- ***Other Matters***

The Company's Financial Statements for the fiscal year ended 31 December 2023 were audited by another auditor who expressed an unqualified opinion on those Financial Statements on 20 March 2024. The Auditor's Report on the Company's Financial Statements for the fiscal year ended 31 December 2024 has been prepared in both Vietnamese and English. In the event of any discrepancy between the two versions, the Vietnamese version shall prevail.

Respectfully submitted to the General Meeting of Shareholders for review and approval./.

Recipients:

- *As above;*
- *Board of Directors;*
- *Board of Supervisors;*
- *Archived.*

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN



NGUYEN BINH DIEN



**THAI HA BRIDGE BOT
JOINT STOCK COMPANY**

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness



No: 02/2025/TTr-BKS-BOT

Thai Binh, July 08th, 2025

PROPOSAL

(Re: The Selection of Auditors for the 2025 Financial Statements)

**To: The 2025 Annual General Meeting of Shareholders
of Thai Ha Bridge BOT Joint Stock Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and its amendments, supplements, and guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its amendments, supplements, and guiding documents;
- Pursuant to the Charter of Thai Ha Bridge BOT Joint Stock Company.

The Board of Supervisors (BOS) of Thai Ha Bridge BOT Joint Stock Company respectfully submits to the General Meeting of Shareholders (GMS) for approval the plan to select an independent auditing firm to audit, review the Semi-Annual Financial Statements for 2025, as well as the Annual Financial Statements for 2025 of Thai Ha Bridge BOT Joint Stock Company, as follows:

- UHY Auditing and Consulting Company Limited;
- AFC Vietnam Auditing Company Limited;
- CPA Vietnam Auditing Company Limited;
- A&C Auditing and Consulting Company Limited.

The GMS is kindly requested to approve the authorization for the BOD to select a specific auditing firm from the above list.

In the event that negotiations with the listed auditing firms are unsuccessful, the GMS authorizes the BOD to select another reputable auditing firm that meets audit quality standards, offers a reasonable audit fee, and is eligible to provide audit services as approved by the State Securities Commission for entities with public interest in 2025.

We respectfully submit this to the General Meeting of Shareholders for consideration and approval./.

Recipients:

- As above;
- Board of Directors;
- Board of Supervisors;
- Archived.

**ON BEHALF OF THE BOARD OF SUPERVISORS
HEAD OF BOARD**

NGUYEN THI HA

PROPOSAL

(Re: The Remuneration of the Board of Directors and the Board of Supervisors Board for 2024 and the Remuneration Plan for 2025; Distribution of net profit of the year 2024 and plan for 2025)

**To: The 2025 Annual General Meeting of Shareholders
of Thai Ha Bridge BOT Joint Stock Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and its amendments, supplements, and guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its amendments, supplements, and guiding documents;
- Pursuant to the Charter of Thai Ha Bridge BOT Joint Stock Company.

The Board of Directors (BOD) of Thai Ha Bridge BOT Joint Stock Company respectfully submits to the General Meeting of Shareholders (GMS) for approval the plan for remuneration of the Board of Directors and the Supervisory Board for 2024, as well as the payment plan for 2025; the profit distribution plan for 2024, and the projected profit distribution for 2025 of the Company, as follows

1. Remuneration of the Board of Directors, the Board of Supervisors for 2024:

In 2024, the Board of Directors and the Board of Supervisors did not receive remuneration/allowances.

2. Remuneration Plan for the Board of Directors and Board of Supervisors for 2025:

The Board of Directors respectfully submits to the General Meeting of Shareholders the proposal for remuneration payments to the Board of Directors and the Board of Supervisors for 2025, based on the Company's business performance results in 2025.

3. Profit Distribution Plan for 2024:

In 2024, the Company will not distribute dividends or allocate to funds.

4. Profit Distribution Plan for 2025:

Plan for dividend payment and fund allocation for 2025: Authorize the Board of Directors to implement it based on the 2025 business results.

Respectfully submitted to the General Meeting of Shareholders for review and approval.

Sincerely./.

Recipients:

- As above;
- Board of Directors;
- Board of Supervisors;
- Archived.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN



NGUYEN BINH DIEN

No.: 04/2025/TTr-HĐQT-BOT

Thai Binh, July 08th, 2025

PROPOSAL

(Re: Loan to Support Business Operations)

**To: The 2025 Annual General Meeting of Shareholders
of Thai Ha Bridge BOT Joint Stock Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and its amendments, supplements, and guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its amendments, supplements, and guiding documents;
- Pursuant to the Charter of Thai Ha Bridge BOT Joint Stock Company.

Since 2024, the Company's management aims to expand its business operations into the commercial trading of products, machinery, and equipment for manufacturing medical supplies, consumable medical materials, medical plastic products, processed food items, and other food-related products, which are expected to generate significant revenue and profit for the Company. To prepare the necessary resources to support the expansion of the Company's production and business activities, the Board of Directors of Thai Ha Bridge BOT Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval the policy on loan to serve the Company's business activities, as follows:

- Loan parties: Potential and reputable individuals and organizations, including but not limited to insiders of the Company and their related parties, as stipulated by law;
- Purpose of loan: To expand production and business activities, and to invest in the commercial trading of equipment, machinery, production lines, processing equipment, mechanical products, plastic products, as well as the trading of auxiliary products, equipment, medical supplies, medical instruments, processed food products, and other food-related products in the healthcare industry;
- Loan limit: Up to 300,000,000,000 VND (In words: Three hundred billion VND);
- Loan interest rate: As agreed upon at the time of loan;



- Collateral: Assets owned by Thai Ha Bridge BOT Joint Stock Company or a third party, in accordance with legal regulations;
- Projected source of debt repayment: From the Company's business activities;
- Authorization for the Chairman of the Company's Board of Directors:
 - + Decide on the timing and parties for borrowing capital, specific terms and conditions, interest rates, and collateral for loans, ensuring compliance with legal regulations and benefiting the Company;
 - + Negotiate and sign documents, contracts, and agreements related to the Company's borrowing activities, including amendments, supplements, termination, or replacement of loan contracts in accordance with the Company's actual circumstances.

Respectfully submitted to the General Meeting of Shareholders for review and approval./.

Recipients:

- As stated above;
- Board of Directors;
- Board of Supervisors;
- Archived.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN



NGUYEN BINH DIEN



No.: 05/2025/TTr-HĐQT-BOT

Thai Binh, July 08th, 2025

PROPOSAL

*(Re: Policy on executing contracts and transactions between the Company and Related Parties
and approving major contracts and transactions)*

**To: The 2025 Annual General Meeting of Shareholders
of Thai Ha Bridge BOT Joint Stock Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and its amendments, supplements, and guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its amendments, supplements, and guiding documents;
- Pursuant to the Charter of Thai Ha Bridge BOT Joint Stock Company.

To proactively manage business operations and ensure the achievement of the proposed plan, the Board of Directors (BoD) of Thai Ha Bridge BOT Joint Stock Company respectfully submits to the General Meeting of Shareholders (GMS) for approval the policy on entering into and executing contracts and transactions between the Company and related parties with a value of 10% or more, or transactions leading to a total transaction value arising within 12 months (from the date of the first transaction) amounting to 35% or more of the total assets recorded in the Company's most recent financial statements during the 2025–2026 period, as follows:

1. Transaction content includes but is not limited to

- Transactions involving the purchase and sale of goods, provision of services;
- Transactions related to borrowing, lending, guarantees, pledging, and mortgaging assets, based on optimizing cash flow and the financial activities of the parties;

2. Parties involved in the transactions

- Individuals, organizations, or investors with extensive experience, reputation, and potential to bring benefits to the Company;
- Shareholders, authorized representatives of institutional shareholders owning over 10% of the total common shares of the Company, and their related parties;
- Insiders of the Company and their related parties;
- Enterprises that the insiders of the Company are required to declare in accordance with Clause 2, Article 164 of the 2020 Enterprise Law.

(List of prospective transaction partners as outlined in the attached appendix)

3. Implementation Timeline

From the effective date of the Resolution of the Annual General Meeting of Shareholders in 2025 until the issuance of the Resolution of the Annual General Meeting of Shareholders in 2026.

4. Authorization for the Chairman of the Company's Board of Directors



- Decide on the selection of suitable partners, determine the specific terms and conditions of the aforementioned contracts and transactions, and decide on agreements and documents related to these contracts and transactions, including amendments, supplements, termination, or replacement of these contracts and transactions.
- Sign and execute contracts, transactions, and related documents, including agreements for amendments, supplements, termination, or replacement of these contracts and transactions (if any).

Respectfully submitted to the General Meeting of Shareholders for review and approval./.

Recipients:

- As stated above;
- Board of Directors;
- Board of Supervisors;
- Archived.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN



NGUYEN BINH DIEN



No.: 06/2025/TTr-HĐQT-BOT

Thai Binh, July 08th, 2025

PROPOSAL

(Re: Authorization for Tien Dai Phat Company Limited to represent the Investor Consortium in signing agreements related to the Thai Ha Bridge BOT project)

**To: The 2025 Annual General Meeting of Shareholders
of Thai Ha Bridge BOT Joint Stock Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and its amendments, supplements, and guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its amendments, supplements, and guiding documents;
- Pursuant to the BOT Contract signed with the Ministry of Transport;
- Pursuant to the Charter of Thai Ha Bridge BOT Joint Stock Company.

Thai Ha Bridge BOT Joint Stock Company is a project company established to implement the Investment Project for the Construction of Thai Ha Bridge spanning the Red River, connecting Thai Binh and Ha Nam provinces with the Cau Gie - Ninh Binh Expressway, Phase I, under a Build-Operate-Transfer (BOT) contract. Currently, the Thai Ha Bridge BOT Project has commenced operations and official toll collection, while the project settlement process with the Ministry of Transport continues to be carried out in accordance with State regulations. During the project implementation to date, additional issues related to the Project have arisen. Consequently, it is necessary to amend the terms of the BOT Contract signed with the Ministry of Transport to align with the actual circumstances.

To facilitate negotiations with the Ministry of Transport and relevant competent State authorities, the Board of Directors of Thai Ha Bridge BOT Joint Stock Company respectfully requests the General Meeting of Shareholders, concurrently acting as the Consortium of Investors, to approve the authorization of Tien Dai Phat Co., Ltd. (is major shareholder) to represent the Consortium of Investors of the Thai Ha Bridge BOT Project in negotiating and signing the annex to the BOT Contract, as well as addressing other matters related to the Thai Ha Bridge BOT Project

Authorization Period: From the effective date of the Resolution of the 2025 Annual General Meeting of Shareholders until the issuance of the Resolution of the 2026 Annual General Meeting of Shareholders

Respectfully submitted to the General Meeting of Shareholders for review and approval./.

Recipients:

- As stated above;
- Board of Directors;
- Board of Supervisors;
- Archived.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN



NGUYEN BINH DIEN

No.: 07/2025/TTr-HĐQT-BOT

Thai Binh, July 08th, 2025

PROPOSAL

(Re: Amend the Company's business scope to include additional activities)

**To: The 2025 Annual General Meeting of Shareholders
of Thai Ha Bridge BOT Joint Stock Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and its amendments, supplements, and guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its amendments, supplements, and guiding documents;
- Pursuant to the Charter of Thai Ha Bridge BOT Joint Stock Company.

With the goal of diversifying business sectors, seeking development opportunities, and ensuring effective business operations that meet shareholder and investor expectations, Thai Ha Bridge BOT Joint Stock Company plans to add several business activities in the commercial trade sector for the field of business in processed food trade and other food products

Based on current legal regulations and the operational needs of the Company in the upcoming period, the Board of Directors respectfully submits to the General Meeting of Shareholders for approval the addition of business sectors as follows:

- Additional business activities:

Business code	Name of the registered business
1010	Processing and preserving meat and meat products
1075	Manufacture of prepared meals and dishes
1079	Manufacture of other food products n.e.c
4631	Wholesale of rice, wheat, other cereals and wheat flour
4632	Wholesale of food
4711	Retail sale in non-specialized stores with food, beverages, tobacco or aztec tobacco predominating
4722	Retail sale of food products in specialized stores

- Authorize the Chairman of the Company's Board of Directors to explore and supplement business activities in alignment with the Company's production and business plans. The Chairman of the Company's Board of Directors is responsible for carrying out procedures related to registering adjustments and additions to business activities at the Competent State Authority, in accordance with current legal regulations.



Respectfully submitted to the General Meeting of Shareholders for review and approval./.

Recipients:

- *As stated above;*
- *Board of Directors;*
- *Board of Supervisors;*
- *Archived.*

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN**



NGUYEN BINH DIEN



No.: 08/2025/TTr-HDQT-BOT

Thai Binh, July 08th, 2025

PROPOSAL

(Re: Dismissal and Replacement Election of Member of the Board of Directors for the 2023–2028 Term)

**To: The 2025 Annual General Meeting of Shareholders
of Thai Ha Bridge BOT Joint Stock Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and its amendments, supplements, and guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its amendments, supplements, and guiding documents;
- Pursuant to the Charter of Thai Ha Bridge BOT Joint Stock Company.

The Board of Directors of the Company has received a force majeure notice from Mr. Ngô Tiến Cường, a member of the Board of Directors, stating his inability to continue serving as a member of the Board of Directors of the Company. Pursuant to the provisions of the Law on Enterprises and the Company's Charter on Organization and Operation, the Board of Directors of Thai Ha Bridge BOT Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval the following matters regarding the dismissal and election of a replacement member of the Board of Directors for the 2023–2028 term, specifically as follows:

1. Approval of the dismissal of Mr. Ngô Tiến Cường from the position of Member of the Board of Directors for the 2023–2028 term;
2. Approval of the election of one replacement member of the Board of Directors for the 2023–2028 term at the 2024 Annual General Meeting of Shareholders.

Respectfully submitted to the General Meeting of Shareholders for review and approval./.

Recipients:

- As stated above;
- Board of Directors;
- Board of Supervisors;
- Archived.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN



NGUYEN BINH DIEN

Thai Binh, July 08th, 2025

REGULATIONS

ELECTION OF A REPLACEMENT MEMBER OF THE BOARD OF DIRECTORS FOR THE 2023–2028 TERM THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF THAI HA BRIDGE BOT JOINT STOCK COMPANY (BOT)

The 2025 Annual General Meeting of Shareholders of THAI HA BRIDGE BOT Joint Stock Company shall conduct the election of a replacement member of the Board of Directors with the following details:

Article 1. Eligible Voters

Shareholders holding voting shares and authorized representatives of shareholders holding voting shares, as recorded in the finalized shareholder list of THAI HA BRIDGE BOT Joint Stock Company as of May 12, 2025.

Article 2. Qualifications and Eligibility Requirements for Members of the Board of Directors

Pursuant to Article 155 of the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, Article 275 of Decree No. 155/2020/ND-CP dated December 31, 2020, and related guiding documents, members of the Board of Directors must meet the following qualifications and conditions:

- Not belonging to the group of individuals prohibited from establishing and managing enterprises in Vietnam as per the provisions of the Enterprise Law;
- Has professional qualifications and experience of business administration in the company's business lines; a member is not necessarily a shareholder of the company, unless otherwise prescribed by the company's charter;
- May concurrently hold the position of member of Board of Directors of up to 05 other companies.

Article 3. Nomination and Candidacy for the Board of Directors

a. The number of replacement members to be elected to the Board of Directors of THAI HA BRIDGE BOT Joint Stock Company is 01 member.

b. Nomination and Candidacy for the Board of Directors

- Shareholders holding ordinary shares for a continuous period of at least six (06) months have the right to combine their voting rights to nominate candidates for the Board of Directors.



Shareholders or groups of shareholders holding from 5% to less than 10% of the total voting shares may nominate one (01) candidate; from 10% to less than 30% may nominate up to two (02) candidates; from 30% to less than 40% may nominate up to three (03) candidates; from 40% to less than 50% may nominate up to four (04) candidates; and from 50% to less than 60% may nominate up to five (05) candidates, and from 60% to less than 70% may nominate up to five (06) candidates, and from 70% to less than 80% may nominate up to five (07) candidates, and from 80% to less than 90% may nominate up to five (08) candidates.

- In the event that the number of candidates for the Board of Directors through nominations and self-nominations is insufficient, the incumbent Board of Directors may nominate additional candidates or organize nominations according to the mechanisms outlined in the Company's Charter and the internal regulations on corporate governance. The mechanism for the incumbent Board of Directors to nominate candidates must be clearly disclosed and approved by the General Shareholders' Meeting before the nomination process takes place.

Article 4. Ballot and Voting Instructions

4.1. List of Board of Directors Candidates

- The list of candidates shall be arranged in alphabetical order (A-B-C) by first name, with full names printed on the ballot.

4.2. Ballot and Voting Instructions

- Ballots shall be uniformly printed and indicate the total number of votes corresponding to each shareholder code;
- Shareholders or authorized representatives shall receive ballots for electing Board of Directors members based on their shareholder codes (for owned and/or authorized shares);
- In case of an incorrect entry, shareholders must request the Vote Counting Committee to issue a new ballot;
- Shareholders or their authorized representatives must personally enter the number of votes assigned to each candidate in the corresponding blank box on the ballot.

4.3. Invalid Ballots

- Ballots not in the format prescribed by the Company or not bearing the Company's official seal;
- Ballots that are erased, altered, or include names not on the list of candidates approved by the General Meeting of Shareholders prior to the election;
- Ballots in which the total number of votes allocated to candidates exceeds the number of votes the shareholder is entitled to cast.

Article 5. Voting Method and Principles of Cumulative Voting

- The election of members to the Board of Directors shall be conducted by secret ballot using the

cumulative voting method.

- Each shareholder shall have a total number of votes equal to the number of voting shares they own and/or are authorized to represent, multiplied by one (01) (the number of Board of Directors members to be elected for the 2023–2028 term).

- Shareholders may allocate all of their votes to a single candidate, distribute their votes equally among all candidates, allocate part or all of their votes to some candidates, or abstain (submit a blank ballot), provided that the total number of votes allocated does not exceed the maximum number of votes they are entitled to cast.

Example: Shareholder Nguyen Van A holds (including owned and authorized shares) 1,000 shares. The number of Board of Directors members to be elected is 01. On Nguyen Van A's Board of Directors election ballot:

- Total number of voting shares: 1,000 shares
- Total number of votes: $1,000 \times 1 = 1,000$ votes
- Shareholder Nguyen Van A may allocate all 1,000 votes to one candidate, not vote at all, or divide the votes among different candidates, as long as the total number of votes does not exceed 1,000.

Article 6. Vote Counting Committee, Voting and Vote Counting Principles

6.1. Vote Counting Committee

- The Vote Counting Committee shall be nominated by the Chairperson and approved by the General Meeting of Shareholders;
- The Vote Counting Committee shall be responsible for:
 - o Presenting the voting content and instructions for completing the ballots, and distributing the ballots;
 - o Conducting the vote counting process;
 - o Announcing the election results before the General Meeting.
- Members of the Vote Counting Committee must not be listed among the nominees or candidates for the Board of Directors;

6.2. Voting and Vote Counting Principles

- The Vote Counting Committee shall inspect the ballot box in the presence of the shareholders;
- Voting shall begin once the distribution of ballots has been completed and shall end when the last shareholder has cast their vote into the ballot box;
- Vote counting must be conducted immediately after the voting process concludes;
- The vote counting results shall be documented in writing and publicly announced to the General Meeting by the Head of the Vote Counting Committee.

Article 7. Principles for Electing Members of the Board of Directors

The successful candidates for the Board of Directors shall be determined based on the percentage of votes received out of the total number of voting shares (including shares owned and/or authorized), ranked in descending order from the highest number of votes until the required number of members specified in these Regulations is fulfilled. In the event that two or more candidates receive the same number of votes for the final position on the Board of Directors, a re-election shall be conducted among the candidates with equal votes.

Article 8. Preparation and Announcement of the Vote Counting Minutes

- Upon completion of the vote counting, the Vote Counting Committee must prepare the Vote Counting Minutes. The Minutes shall include the following key information: members of the Vote Counting Committee; total number of ballots issued, total number of ballots collected, total number of valid ballots, total number of invalid ballots, corresponding to the number of voting shares (including owned and/or authorized shares); and the vote counting results.
- The Vote Counting Minutes must be announced before the General Meeting.

Article 9. Other Provisions

Any complaints regarding the election or vote counting process shall be resolved by the Chairperson of the General Meeting and recorded in the Minutes of the General Meeting of Shareholders.

Article 10. Effect

These Regulations consist of 10 (ten) Articles, are read publicly before the General Meeting of Shareholders and take effect immediately after being voted and approved by the 2025 Annual General Meeting of Shareholders.

Recipients:

- Shareholders;
- Members of Board of Directors,
- Audit Committee
- Archive: AD.

**ON BEHALF OF GENERAL
MEETING OF SHAREHOLDERS**

CHAIRMAN



NGUYEN BINH DIEN



PROPOSAL

(Re: Nomination of personnel to replace Member of the BOD for the 2023–2028 Term)

**To: The 2025 Annual General Meeting of Shareholders
of Thai Ha Bridge BOT Joint Stock Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and its amendments, supplements, and guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its amendments, supplements, and guiding documents;
- Pursuant to the Charter of Thai Ha Bridge BOT Joint Stock Company.

Pursuant to the provisions of the law and the Company's Charter, the Board of Directors has notified the shareholders of the criteria, conditions, procedures, and timeline for nominating or applying as candidates for the election to replace a member of the Board of Directors for the 2023–2028 term at the 2025 Annual General Meeting of Shareholders of Thai Ha Bridge BOT Joint Stock Company.

As of the deadline stipulated, the Organizing Committee of the General Meeting of Shareholders has received applications and nominations for candidates to replace a member of the Board of Directors for the 2023–2028 term from individual shareholders and groups of shareholders. The Organizing Committee has reviewed the list of candidates in accordance with the criteria and conditions for nomination and application as stipulated in the Company's election regulations. Based on this, the Board of Directors respectfully submits to the General Meeting of Shareholders for approval the list of candidates for the election to replace a member of the Board of Directors for the 2023–2028 term of Thai Ha Bridge BOT Joint Stock Company as follows:

No.	Full name	ID	Proposed Position
01	Ngo Tien Cuong	001069032156	Board of Directors member

The candidate's curriculum vitae is attached herewith.

Respectfully submitted to the General Meeting of Shareholders for review and approval./.

Recipients:

- As stated above;
- Board of Directors;
- Board of Supervisors;
- Archived.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN**


NGUYEN BINH DIEN