**GTS: Annual Corporate Governance Report 2023**

On January 10, 2024, Saigon Traffic Construction Joint Stock Company announced Report No. 01/BC-HDQT-CTGSG on corporate governance in 2023 as follows:

* Name of Company: Saigon Traffic Construction Joint Stock Company
* Head office address: No. 476 Huynh Tan Phat Street, Binh Thuan Ward, District 7, Ho Chi Minh City.
* Tel: (028) 38558649 Fax: (028) 38558649 Email:
* Charter capital: VND 284,997,640,000
* Securities code: GTS
* Corporate governance model:
* The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager.
* Internal audit execution: Unimplemented

1. Activities of the General Meeting of Shareholders:

Information about the meetings and General Mandates/Decisions of the General Meeting of Shareholders (including General Mandates approved by collecting shareholders' opinions via a ballot):

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| --- | --- | --- | --- |
| No. | General Mandate/Decision No. | Date | Content |
| 01 | 01/2023/NQ-DHDCD | April 21, 2023 | Annual General Meeting of Shareholders   * Approve the Report on production and business activities in 2022, the direction and solutions to implement the production and business plan for 2023. * Approve the Report on activities of the Board of Directors in 2022. Annual Corporate Governance Report 2022. * Approve the report on activities of the Supervisory Board in 2022 * Approve the Audited Financial Statements 2022; * Approve the Proposal on profit distribution in 2022 * Approve the Proposal on the profit distribution plan for 2023. * Approve the Proposal on the remuneration regime of members of the Board of Directors and the Supervisory Board. * Approve the Proposal on selecting an audit company for the Financial Statements for the next fiscal year. * Proposal on the dismissal and election of additional members for the Supervisory Board in the term 2021-2026; * Approve the Proposal on amendments and supplements to the Company's Charter. |

1. The Board of Directors (Semi-annual report):
2. Information about members of the Board of Directors:

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| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position (independent member, non-executive member of the Board of Directors) | Date of appointment/dismissal as member/independent member of the Board of Directors | |
| Date of re-appointment | Dismissal date |
| 01 | Mr. Huynh Minh Anh | Chair of the Board of Directors | May 05, 2021 |  |
| 02 | Mr. Hoang Anh Giao | Member of the Board of Directors, General Manager of the Company | May 05, 2021 |  |
| 03 | Mr. Vo Anh Tu | Member of the Board of Directors, Deputy General Manager of the Company | May 05, 2021 |  |
| 04 | Mr. Tran Thanh Hung | Member of the Board of Directors | May 05, 2021 |  |
| 05 | Mr. Nguyen Danh Thu | Member of the Board of Directors | May 05, 2021 |  |

1. Board Resolutions/Board Decisions (Semi-annual report):
   * Board Resolution:

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| --- | --- | --- | --- | --- |
| No. | Content | Code | Promulgation date | Note |
| 1 | Resolution on approving the plan on the sources and prepay bonuses to managers in 2022. | 01/NQ-HDQT-CTGTSG | January 04, 2023 |  |
| 2 | Resolution on approving the bonus for the company's managers in 2022 (special bonus). | 02/NQ-HDQT-CTGTSG | January 05, 2023 |  |
| 3 | Resolution on holding the Annual General Meeting of Shareholders 2023. | 03/NQ-HDQT-CTGTSG | March 02, 2023 |  |
| 4 | Resolution on approving the contents to be submitted to the Annual General Meeting of Shareholders 2023. | 04/NQ-HDQT-CTGTSG | March 27, 2023 |  |
| 5 | Resolution on approving the salary of the General Manager, the Deputy General Manager and the Chief Accountant. | 05/NQ-HDQT-CTGTSG | March 27, 2023 |  |
| 6 | Resolution on approving the policy to sign the contract for consulting services for "Reviewing and completing the job description system”. | 06/NQ-HDQT-CTGTSG | April 11, 2023 |  |
| 7 | Resolution on approving the termination of the business location at No. 476 Huynh Tan Phat, Binh Thuan Ward, District 7. | 07/NQ-HDQT-CTGTSG | May 16, 2023 |  |
| 8 | Resolution on paying the dividend payment in cash 2022 to shareholders. | 08/NQ-HDQT-CTGTSG | May 18, 2023 |  |
| 9 | Resolution on approving the settlement and distribution of bonuses for the Executive, the Supervisory Board, and managers of the Company in 2022. | 09/NQ-HDQT-CTGTSG | May 18, 2023 |  |
| 10 | Resolution on approving the work agenda of the Board of Directors for 2023. | 10/NQ-HDQT-CTGTSG | May 18, 2023 |  |
| 11 | Resolution on authorizing the signing of credit line contracts in 2023 with Joint Stock Commercial Bank for Investment and Development of Vietnam. | 11/NQ-HDQT-CTGTSG | July 07, 2023 |  |
| 12 | Resolution on authorizing the signing of credit line contracts in 2023 with Vietnam Bank for Agriculture and Rural Development- Branch 5. | 12/NQ-HDQT-CTGTSG | July 07, 2023 |  |
| 13 | Resolution on the authorization to sign a credit line contract in 2023 with Military Commercial Joint Stock Bank - North Sai Gon Branch. | 13/NQ-HDQT-CTGTSG | July 07, 2023 |  |
| 14 | Resolution on re-appointing of Deputy General Manager of Saigon Traffic Construction Joint Stock Company (Mr. Nguyen Hoang Thai). | 14/NQ-HDQT-CTGTSG | September 15, 2023 |  |
| 15 | Resolution on approving the Internal Regulations of Saigon Traffic Construction Joint Stock Company. | 15/NQ-HDQT-CTGTSG | September 28, 2023 |  |
| 16 | Resolution on approving the awarding of bonuses (special bonus) for the company's manager in 2023. | 16/NQ-HDQT-CTGTSG | October 03, 2023 |  |
| 17 | Resolution on approving the policy to commend and reward the company's executives in 2023. | 17/NQ-HDQT-CTGTSG | November 23, 2023 |  |

* + Board Decision

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| No. | Content | Code | Promulgation date |
| 1 | Decision on terminating the business location at No. 476 Huynh Tan Phat, District 7, Ho Chi Minh City. | 01/QD- HDQT | May 16, 2023 |
| 2 | Decision on appointing the Deputy General Manager | 02/QD- HDQT | September 15, 2023 |
| 3 | Decision on issuing the Regulations on Recruitment and Labor Contract. | 03/QD- HDQT | September 28, 2023 |
| 4 | Decision on promulgating regulations on training and development | 04/QD- HDQT | September 28, 2023 |

1. Supervisory Board/Audit Committee (Report 6 months/year):
2. Information about the members of the Supervisory Board/Audit Committee

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board/Audit Committee | Position | Date of appointment/dismissal as member of the Supervisory Board/Audit Committee | Qualification |
| 01 | Mr. Nguyen Minh Duc | Chief of the Supervisory Board | May 05, 2021 | Master of Economics |
| 02 | Mr. Bui Thong Nhat | Member of the Supervisory Board | May 05, 2021 | Bachelor of Accounting |
| 03 | Mr. Nguyen Ngoc Duy | Member of the Supervisory Board. | April 21, 2023 | Bachelor of Accounting and Auditing |

1. The Executive Board:

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| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Professional Qualifications | Date of appointment/dismissal as member of the Executive Board |
| 01 | Mr. Hoang Anh Giao - General Manager of the Company | January 28, 1971 | Master's Degree in Economics; Road and Bridge Engineer | September 01, 2021 |
| 02 | Mr. Nguyen Hoang Thai - Deputy General Manager | May 26, 1962 | Road and Bridge Engineer | December 01, 2023 |
| 03 | Mr. Vo Anh Tu - Deputy General Manager | September 23, 1975 | Road and Bridge Engineer | May 05, 2021 |
| 04 | Mr. Vo Van Son - Deputy General Manager | December 12, 1973 | Road and Bridge Engineer | May 05, 2021 |
| 05 | Mr. Phan Minh Hai Lang - Deputy General Manager | October 28, 1974 | Master of Business Administration | October 10, 2021 |

1. Chief Accountant

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| --- | --- | --- | --- |
| Full name | Date of birth | Professional Qualifications | Appointment date/Dismissal date |
| Ms. Phan Thi Tu Trinh | November 07, 1974 | Bachelor of Economics | May 05, 2021 |

1. Training on corporate governance
2. List of affiliated persons in the public company (Semi-annual report) and transactions between affiliated persons of the Company with the Company itself:
3. Transactions between the Company and affiliated persons of the Company; or between the Company and major shareholders, PDMR, affiliated persons of PDMR:

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of individual/ institution | Relationship with the company | NSH No., Date of issue, Place of issue | Head office address/ Contact address | Time of transaction | General Mandate/Decision of the General Meeting of Shareholder No. or Board Resolution/Decision No. (including date of promulgation, if any) | Content, quantity, total value of transaction | Note |
| 1 | Traffic Construction Number 1 Company Limited | Subsidiary | 0310994760 issued by the Department of Planning and Investment of Ho Chi Minh City for the first time on July 18, 2011, updated for the 5th time on December 27, 2019 | No. 476 Huynh Tan Phat, Binh Thuan Ward, District 7 | December 14, 2023 |  | Principle Contract for Renting Machinery and Equipment; Bidding material for bidding package “Repairing culverts at Km77+020 on Route 20, Da Huoai District, Lam Dong Province”. | 1 |
| 2 | Traffic Construction Number 1 Company Limited | Subsidiary | 0310994760 issued by the Department of Planning and Investment of Ho Chi Minh City for the first time on July 18, 2011, updated for the 5th time on December 27, 2019 | No. 476 Huynh Tan Phat, Binh Thuan Ward, District 7 | December 13, 2023 |  | Principle Contract for Renting Construction Equipment; Supply of Construction Materials for the bidding package “Emergency repair of localized damage to the road surface at Km3+100 - Km8+700, Km41+360-Km42+170; localized repair of the road surface painting system for sections from Km0+850 to Km35+900, Km37+600 to Km52+700, Km58+700 to Km69+350, National Highway 51, Dong Nai province, Ba Ria Vung Tau” | 2 |
| 3 | Traffic Construction Number 1 Company Limited | Subsidiary | 0310994760 issued by the Department of Planning and Investment of Ho Chi Minh City for the first time on July 18, 2011, updated for the 5th time on December 27, 2019 | No. 476 Huynh Tan Phat, Binh Thuan Ward, District 7 | October 17, 2023 |  | Principle Contract for the lease of materials; motor vehicles and equipment on October 17, 2023 for bidding for the package “Handling hotspots of traffic accidents at Km4+750, Km8+450(P), National Highway 51, Dong Nai Province” | 3 |
| 4 | Traffic Construction Number 1 Company Limited | Subsidiary | 0310994760 issued by the Department of Planning and Investment of Ho Chi Minh City for the first time on July 18, 2011, updated for the 5th time on December 27, 2019 | No. 476 Huynh Tan Phat, Binh Thuan Ward, District 7 | October 17, 2023 |  | Principle Contract For The Supply Of Construction Equipment For The Bidding Package “Handling Potential Traffic Accident Spots At Km7+900(T), National Highway 51, Dong Nai Province. | 4 |
| 5 | Traffic Construction Number 1 Company Limited | Subsidiary | 0310994760 issued by the Department of Planning and Investment of Ho Chi Minh City for the first time on July 18, 2011, updated for the 5th time on December 27, 2019 | No. 476 Huynh Tan Phat, Binh Thuan Ward, District 7 | October 03, 2023  October 04, 2023 |  | Principle Contract for equipment rental on October 04, 2023; Principle Contract for the supply of materials on October 03, 2023 for the bidding package: Repairing National Highway 1 (from Km 1896+628 to Km 897+398), left side of the route, District 12. | 5 |
| 6 | Traffic Construction Number 1 Company Limited | Subsidiary | 0310994760 issued by the Department of Planning and Investment of Ho Chi Minh City for the first time on July 18, 2011, updated for the 5th time on December 27, 2019 | No. 476 Huynh Tan Phat, Binh Thuan Ward, District 7 | September 25, 2023  September 26, 2023 |  | Principle Contract for equipment on September 25, 2023; Principle Contract for the supply of materials on September 26, 2023; for the construction of the maintenance package for traffic in Wards 2, 3, 8, 9, 10, 15. | 6 |
| 7 | Traffic Construction Number 1 Company Limited | Subsidiary | 0310994760 issued by the Department of Planning and Investment of Ho Chi Minh City for the first time on July 18, 2011, updated for the 5th time on December 27, 2019 | No. 476 Huynh Tan Phat, Binh Thuan Ward, District 7 | September 14, 2023  September 18, 2023 |  | Principle Contract for the supply of materials on September 14, 2023; Principle Contract for the construction equipment on September 18, 2023 for the maintenance package of 7 Tan Road, An Phu Tay Commune. | 7 |
| 8 | Traffic Construction Number 1 Company Limited | Subsidiary | 0310994760 issued by the Department of Planning and Investment of Ho Chi Minh City for the first time on July 18, 2011, updated for the 5th time on December 27, 2019 | No. 476 Huynh Tan Phat, Binh Thuan Ward, District 7 | September 14, 2023  September 15, 2023 |  | Principle Contract for the supply of materials on September 14, 2023; Principle Contract for equipment on September 15, 2023 for the maintenance package of Dinh Van Uoc Road, Hung Long Commune. | 8 |
| 9 | Traffic Construction Number 1 Company Limited | Subsidiary | 0310994760 issued by the Department of Planning and Investment of Ho Chi Minh City for the first time on July 18, 2011, updated for the 5th time on December 27, 2019 | No. 476 Huynh Tan Phat, Binh Thuan Ward, District 7 | September 12, 2023  September 13, 2023 |  | Principle Contract for the supply of materials on September 13, 2023; Principle Contract for construction equipment on September 12, 2023 for the repair of Mai Chi Tho Street (from Km0+900 to  Km3+500 to both directions of traffic flow) | 9 |
| 10 | Traffic Construction Number 1 Company Limited | Subsidiary | 0310994760 issued by the Department of Planning and Investment of Ho Chi Minh City for the first time on July 18, 2011, updated for the 5th time on December 27, 2019 | No. 476 Huynh Tan Phat, Binh Thuan Ward, District 7 | September 13, 2023 |  | Principle Contract for construction equipment for the bidding package: Repairing the drainage system from Km2+550 to Km3+800 (P); Km2.+540 to Km3+640 (T), Dong Tam Route, Ho Chi Minh City - Trung Luong Expressway. | 10 |
| 11 | Traffic Construction Number 1 Company Limited | Subsidiary | 0310994760 issued by the Department of Planning and Investment of Ho Chi Minh City for the first time on July 18, 2011, updated for the 5th time on December 27, 2019 | No. 476 Huynh Tan Phat, Binh Thuan Ward, District 7 | August 30, 2023 |  | Principle Contract for construction equipment for the bidding package: Replacement of the median strip on National Highway 1 (from Km 1893+090 to Km 1900+769), left side of the route. | 11 |
| 12 | Traffic Construction Number 1 Company Limited | Subsidiary | 0310994760 issued by the Department of Planning and Investment of Ho Chi Minh City for the first time on July 18, 2011, updated for the 5th time on December 27, 2019 | No. 476 Huynh Tan Phat, Binh Thuan Ward, District 7 | July 27, 2023  July 31, 2023 |  | Principle Contract for the supply of materials on July 27, 2023; Principle Contract for construction equipment on the bidding package of Repairing National Highway 22 (from Km 21+570 to Km 22+890), left side of the route. | 12 |
| 13 | Traffic Construction Number 1 Company Limited | Subsidiary | 0310994760 issued by the Department of Planning and Investment of Ho Chi Minh City for the first time on July 18, 2011, updated for the 5th time on December 27, 2019 | No. 476 Huynh Tan Phat, Binh Thuan Ward, District 7 | July 03, 2023  December 31, 2023 |  | Supply of hot mix asphalt, and Emulsion Resin for the project of “E1 Road, a section of E8 Road, and E12 Road”. Route: E1; E8 Road (TG-E2A+11->TG-E2A+29), and Road 12 at Vinh Loc Residential Area, Binh Hung Hoa B Ward, Binh Tan District, Ho Chi Minh City. The value is VND 345,433,020. | 13 |

Note: NSH Code\*: ID Card/Passport No. (for individuals) or Business Registration Certificate No., License on Operations No. or equivalent legal documents (for institutions)

1. Transactions between the Company’s PDMR, affiliated persons of PDMR and subsidiaries or companies controlled by the Company
2. Transactions between the Company and other entities:
3. Transactions between the Company and the company in which members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers have been founding members or members of the Board of Directors, the Executive Manager (General Manager) for the past three (03) years (calculated at the time of reporting).
4. Transactions between the Company and companies where the affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers are members of the Board of Directors, the Executive Manager (General Manager).
5. Other transactions of the Company (if any) that can bring about material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, and the Manager (General Manager) and other managers.
6. Share transactions of PDMR and affiliated persons of PDMR (report 6 months/year).
7. Company’s share transaction of PDMR and affiliated persons.
8. Other significant issues: None.