**TSG: Annual Corporate Governance Report 2023**

On January 24, 2024, Sai Gon Railway of Telecommunication- Signalization Joint Stock Company announced Report No. 02/BC-TTSG on the Corporate Governance in 2023 as follows:

* Name of company: Sai Gon Railway of Telecommunication- Signalization Joint Stock Company
* Head office address: Nguyen Thong Street, Ward 9, District 3, Ho Chi Minh City
* Tel. (028) 38466485 Fax: (028) 38466484 Email: [ttthdssg@gmail.com](mailto:ttthdssg@gmail.com)
* Charter capital: VND 30,741,000,000
* Securities code: TSG
* Corporate governance model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the Manager
* Internal audit execution: Not executed.

1. Activities of the General Meeting of Shareholders:

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

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate No. | Date | Contents |
| 1 | General Mandate No. 280/NQ-DHDCD | April 19, 2023 | Annual General Mandate 2023 |

1. The Board of Directors:
2. Information about members of the Board of Directors

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position (independent members of the Board of Directors, non-executive Chair of the Board of Directors) | Date of appointment/dismissal as members/independent members of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Uong Nhat Phuong | The Chair of the Board of Directors (Non-executive) | (April 23, 2021) term of 2021 - 2026 |  |
| 2 | Pham Van Dung | Executive member of the Board of Directors | (April 23, 2021) term of 2021 - 2026 |  |
| 3 | Le Duc Dung | Non-executive member of the Board of Directors | (April 23, 2021) term of 2021 - 2026 | April 19, 2023 |
| 4 | Dau Truong Thanh | Non-executive member of the Board of Directors | (April 19, 2023) term of 2021 - 2026 |  |

1. Board Resolutions/Board Decisions

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution No. | Date | Contents |
| 1 | 19/NQ-HDQT TTSG | January 12, 2023 | On the main targets, tasks, and key measures for the work in 2023 |
| 2 | 73/NQ-HDQT TTSG | February 13, 2023 | On personnel work |
| 3 | 148/NQ-HDQT TTSG | March 10, 2023 | On personnel work |
| 4 | 230/NQ-HDQT TTSG | April 04, 2023 | On borrowing from the Vietnam Joint Stock Commercial Bank for Investment and Development (BIDV) |
| 5 | 246/NQ-HDQT TTSG | April 11, 2023 | On the main tasks for the work in Q2/2023 |
| 6 | 400/NQ-HDQT TTSG | June 02, 2023 | On personnel work |
| 7 | 468/NQ-HDQT TTSG | June 20, 2023 | On personnel work |
| 8 | 655/NQ-HDQT TTSG | July 03, 2023 | On the main tasks for the work in Q3/2023 |
| 9 | 737/NQ-HDQT TTSG | July 31, 2023 | On personnel work |
| 10 | 835/NQ-HDQT TTSG | August 25, 2023 | On personnel work |
| 11 | 887/NQ-HDQT TTSG | September 07, 2023 | On borrowing from the Vietnam Joint Stock Commercial Bank for Investment and Development (BIDV) - Ba Chieu Branch |
| 12 | 1076/NQ-HDQT TTSG | October 06, 2023 | On the main tasks for the work in Q4/2023 |
| 13 | 1147/NQ-HDQT TTSG | October 30, 2023 | On personnel work |
| 14 | 1175/NQ-HDQT TTSG | November 03, 2023 | On borrowing from the Vietnam Joint Stock Commercial Bank for Investment and Development (BIDV) - Ba Chieu Branch |
| 15 | 1177/NQ-HDQT TTSG | November 03, 2023 | On borrowing from the Vietnam Joint Stock Commercial Bank for Investment and Development (BIDV) - Ba Chieu Branch |
| 16 | 1271/NQ-HDQTTTSG | December 06, 2023 | On personnel work |
| 17 | 1445/NQ-HDQTTTSG | December 29, 2023 | On the main targets, tasks, and key measures for the work in 2024 |

1. The Supervisory Board (Annual Report 2021)
2. Information about members of the Supervisory Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Ms. Tran Thi Anh Hoa | Chief of the Supervisory Board | (April 23, 2021) term of 2021 - 2026 | Bachelor of Finance, Bachelor of Business Administration |
| 2 | Ms. Nguyen Thi Ly Ba | Member of the Supervisory Board | (April 23, 2021) term of 2021 - 2026 | Bachelor of Laws |
| 3 | Mr. Nguyen Van Dung | Member of the Supervisory Board | (April 23, 2021) term of 2021 - 2026 | Railway Signal Engineer, Bachelor of Business Administration |

1. The Board of Managers

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Board of Managers | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Mr. Pham Van Dung | August 06, 1963 | Railway Signal Engineer, Bachelor of Business Administration | Re-appointed on January 21, 2021 |
| 2 | Mr. Duong Ngoc Thang | July 07, 1965 | Doctor of automatic control, bachelor of business administration | Re-appointed on February 01, 2021 |
| 3 | Mr. Dam Ngoc Man | December 15, 1974 | Information technology engineer, bachelor of business administration | Appointed on November 01, 2023 |

1. Chief Accountant

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Full name | Date of birth | Qualification | Date of appointment / dismissal |
| 1 | Mr. Doan Duy Khang | December 12, 1981 | Bachelor of Corporate Accounting | In charge of Finance - Accounting department from July 1, 2023 |
| 2 | Ms. Ngo Thi Loan | January 05, 1979 | Bachelor of Law, Accounting and Auditing | In charge of the Accountant of the Company from July 01, 2023. |

VI. Training on Corporate Governance

1. List of affiliated persons of the public company and transactions between the affiliated person of the Company with the Company itself:
2. Transactions between the Company and affiliated persons of the Company; or between the Company and major shareholders, PDMR, or affiliated persons of PDMR: (Appendix 2 is attached)
3. Transactions between Company’s PDMR, affiliated persons of PDMR and subsidiaries or companies controlled by the Company None.
4. Transactions between the Company and other entities: None.
   1. Transactions between the Company and the companies that members of the Board of Directors, members of the Supervisory Board, the Manager and other managers had been founding members or members of the Board of Directors, the Executive Manager for the past three (03) years (as at the time of reporting): None.
   2. Transactions between the Company and companies where affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Manager and other managers are members of the Board of Directors, the Executive Manager: None.
   3. Other transactions of the Company (if any) which can bring material or non-material benefits to members of the Board of Directors and the Supervisory Board, the Manager and other managers. None.
5. Share transactions of PDMR and affiliated persons of PDMR
6. Company’s share transactions of PDMR and affiliated persons: (Appendix 4 is attached)
7. Other significant issues: None.

APPENDIX 2

(Attached with Official Dispatch number 02/BC - TTSG dated January 24, 2024)

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | NSH No., Date of issue, Place of issue of NSH | Head office address/Contact address | Time of transaction | General Mandate/ Decision of General Meeting of Shareholders or Board Resolution/Board Decision No. | Content, quantity, total value of transaction | Note |
| 01 | Vietnam Railways Corporation | Major shareholder; |  |  | 2023 | 280/NQ-ĐHĐCĐ dated April 19, 2023 | On the provision of regular maintenance services for railway infrastructure in 2023 with a total value of VND 141,257,036,000 |  |

APPENDIX 4

(Attached with Official Dispatch number 02/BC - TTSG dated January 24, 2024)

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relations with PMDR | Number of shares owned at the beginning of the period | | Number of shares owned at the end of the period | | Reasons for increase or decrease (buy, sell, convert, reward, ...) |
| Number of shares | Rate | Number of offered shares | Rate |
| 01 | Uong Nhat Phuong | Chair of the Board of Directors | 36,000 | 1.17% | 59,300 | 1.93% | purchase |
| 02 | Le Duc Dung | Member of the Board of Directors | 20,100 | 0.65% | 19,700 | 0.64% | Sell |
| 03 | Pham Van Dung | Member of the Board of Directors - Company’s Manager | 25,800 | 0.84% | 36,500 | 1.19% | purchase |
| 04 | Nguyen Thi Ly Ba | Member of the Supervisory Board | 9,300 | 0.3% | 8,200 | 0.27% | Sell |
|  |  |  |  |  |  |  |  |