**TA9: Annual Corporate Governance Report 2023**

On January 29, 2024, Thanh An 96 Installation and Construction Joint Stock Company announced Report 02**/** BCQT- CTCP on the corporate governance in 2023 as follows:

* Name of the listed company:Thanh An 96 Installation and Construction Joint Stock Company
* Headquarters address: No. 02 Nguyen Van Troi - Hai Chau District - Da Nang City
* Tele 0236.3615.333 Fax: 0236.3615.334
* Email: taichinh96@gmail.com
* Charter capital: VND 124,197,870,000
* Securities code: TA9
* Corporate governance model: The Executive Board of Managers, the General Meeting of Shareholders, the Board of Directors, the Supervisory Board.

Internal audit execution: Implemented

1. Activities of the General Meeting of Shareholders:

On May 11, 2023, Thanh An 96 Installation and Construction Joint Stock Company held an Extraordinary General Meeting of Shareholders for the year 2023. Subsequently, on June 28, 2023, the Company organized its Annual General Meeting of Shareholders for the year 2023 in accordance with the prescribed procedures. The General Meetings of Shareholders approved the Extraordinary General Mandate 2023 and the Annual General Mandate 2023, with specific contents as follows:

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| No. | General Mandate/Decision of the General Meetings of Shareholders No. | Date | Content |
| 1 | 01/2023 /NQ- DHDCD-TA9 | dated May 11, 2023 | The Extraordinary General Mandate 2023 approved the following issues:1. Approve the maximum foreign investor ownership rate in Thanh An 96 Installation and Construction Joint Stock Company to be 0% of the company's charter capital.
2. Approve the supplementary proposal for the criteria and conditions for members of the Board of Directors of the Company.
3. Approve the supplementary proposal for the criteria and conditions for members of the Supervisory Board of the Company.
4. Approve the supplementary proposal for the business sectors and industries at the Company.
5. Approve the amendments, supplements, and full text consolidation of the Company's Charter.
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| 2 | 02/NQ-DHDCD-2022DHCD | June 28, 2023 | The Annual General Mandate 2023 approved the following contents:1. Approve the Board of Directors' Report on the business and production activities results 2022 and the business and production plan 2023.
2. Approve the investment activities report, asset disposal in 2022, and the investment plan, asset disposal plan for 2023.
3. Approved the Report of the Supervisory Board on operation results in 2022, plan for 2023.
4. Approve the audited financial statements for the year 2022 and the business plan, profit distribution, and dividends plan for 2023.
5. Approved the dividend payout and profit distribution plan in 2022.
6. Approve the Proposal to select an independent audit company to conduct the audit of the Company's financial statements for the year 2023.
7. Approve the proposal for the settlement of salaries and remunerations of the Board of Directors, Supervisory Board for the year 2022, and the salary and remuneration plan for the Board of Directors, Supervisory Board for 2023.
8. Approve the supplement to the Company's business lines.
9. Approve the Proposal to dismiss members of the Board of Directors, Supervisory Board for the term 2018-2023 due to the end of the term.
10. Approve the Proposal to elect members of the Board of Directors, Supervisory Board for the term 2023-2028.
11. Approve the list of candidates for election as members of the Board of Directors, Supervisory Board, and approval of the election results for the term 2023-2028.
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1. The Board of Directors
2. Information about members of the Board of Directors:

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| --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment/dismissal as member of the Board of Directors |
| Appointment date | Date of dismissal |
| 1 | Phan Xuan Bang | Chair of the Board of Directors | June 28, 2023 |  |
| 2 | Dang Dinh Khiem | Vice Chair of the Board of Directors | June 28, 2023 |  |
| 3 | Hoang Duc Truc | Member of the Board of Directors | June 28, 2023 |  |
| 4 | Trinh Thi Thu Huong | Member of the Board of Directors | June 28, 2023 |  |
| 5 | Nguyen Xuan Ha | Member of the Board of Directors | June 28, 2023 |  |

1. Board Resolutions/Decisions

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| --- | --- | --- | --- |
| No. | Board Resolution/Decision No. | Date | Content |
| 1 | 01-NQ/HDQT | February 22, 2023 | Approve the plan for organizing the Annual General Meeting, the record date for the list of shareholders attending the Annual General Meeting of Shareholders for the year 2023. |
| 2 | 02-NQ/HDQT | dated March 05, 2023 | Agreement on the investment proposal for purchasing certain machinery and equipment for production and business activities as authorized by the Board of Directors. |
| 3 | 03-NQ/HDQT | dated March 15, 2023 | Approve the cancellation of the record date for the list of shareholders attending the Annual General Meeting of Shareholders for the year 2023. |
| 4 | 04-NQ/HDQT | dated March 22, 2023 | Approve the record date for the list of shareholders attending the Extraordinary General Meeting of Shareholders for the year 2023. |
| 5 | 05-NQ/HDQT | April 21, 2023 | Approve the extension of the deadline for organizing the Annual General Meeting of Shareholders for the year 2023, before June 30, 2023. |
| 6 | 06-NQ/HDQT | dated May 11, 2023 | Approve the record date to record the list of shareholders attending the Annual General Meeting of Shareholders 2023 |
| 7 | 11-NQ/HDQT | June 17, 2023 | Approve the list of nominated personnel for election as members of the Board of Directors, Supervisory Board of the Company for the term 2023-2028 to be submitted to the Annual General Meeting of Shareholders for the year 2023. |
| 8 | 14-NQ/HDQT | June 28, 2023 | Appointment of Mr. Hoang Duc Truc to continue holding the position of Manager of the Company for the term 2023-2028. |
| 9 | 15-NQ/HDQT | June 28, 2023 | Election of Mr. Phan Xuan Bang as Chair of the Board of Directors and Mr. Dang Dinh Khiem as Vice Chair of the Board of Directors of the Company for the term 2023-2028. |
| 10 | 18/NQ/HDQT | dated December 22, 2023 | Resolution on restructuring the organization chart of units and dismissing, appointing personnel. |
| 11 | 01/QD/HDQT | January 16, 2023 | Decision on appointing Mr. Lam Van Cong as the person in charge of corporate governance the Company. |
| 12 | 07/QD/HDQT | April 01, 2023 | Decision on promulgating the Company's Operating Management Regulations. |
| 13 | 11/QD/HDQT | May 04, 2023 | Decision on the establishment of the Organizing Committee for the Extraordinary General Meeting of Shareholders. |
| 14 | 72/QD/HDQT | May 09, 2023 | Decision on appointing Ms. Trinh Thi Thu Huong as Deputy Manager of the Company. |
| 15 | 73/QD/HDQT | May 09, 2023 | Decision on appointing Mr. Hoang Xuan Thom as Head of the Finance Department of the Company. |
| 16 | 74/QD-HDQT | May 09, 2023 | Decision on appointing Mr. Ta Van Hong as Deputy Manager of Quang Tri Branch. |
| 17 | 75/QD/HDQT | May 09, 2023 | Decision no appointing Mr. Phan Xuan Chinh as Deputy Manager of Quang Tri Branch. |
| 18 | 12/QD/HDQT | June 20, 2023 | Decision on the establishment of the Organizing Committee for the Annual General Meeting of Shareholders for the year 2023. |
| 19 | 19/QD/HDQT | December 21, 2023 | Decision on the establishment of Unit No. 9. |
| 20 | 20/QD/HDQT | December 21, 2023 | Decision on the establishment of Construction Team No. 25, under the Construction Department. |
| 21 | 21/QD/HDQT | December 21, 2023 | Decision on the appointment of comrade Tran Van Binh as Deputy Head of the Economic-Planning Department. |
| 22 | 22/QD/HDQT | December 21, 2023 | Decision on the appointment of comrade Nguyen Van Ngoc as Deputy Head of the Economic-Planning Department. |
| 23 | 23/QD/HDQT | December 21, 2023 | Decision on the appointment of comrade Nguyen Van Nam as Deputy Head of the Finance-Administrative Department. |
| 24 | 24/QD/HDQT | December 21, 2023 | Decision on the transfer and appointment of comrade Nguyen Long An as Deputy Head of the Company's Finance Department. |
| 25 | 25/QD-HDQT | December 21, 2023 | Decision on the appointment of comrade Le Duc Hieu as Deputy Head of the Laboratory Department. |
| 26 | 26/QD/HDQT | December 21, 2023 | Decision on the appointment of comrade Nguyen Xuan Thanh as Team Leader of Team No. 9. |
| 27 | 27/QD/HDQT | December 21, 2023 | Decision on the appointment of comrade Phan Xuan Thuc as Deputy Team Leader of Team No. 9. |

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

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| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| Date of appointment | Dismissal date |
| 1 | Tran Thi Dieu Thuy | Chief of the Supervisory Board | June 28, 2023 |  | Bachelor of Economics |
| 2 | Mai To Loan | Member of the Supervisory Board | June 28, 2023 |  | Bachelor of Economics |
| 3 | Vu Van Cong | Members of the Supervisory Board | June 28, 2023 |  | Bachelor of Economics |

1. The Executive Board:

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| --- | --- | --- | --- | --- | --- |
| No | Members of Executive Board | Position | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| Date of appointment | Date of dismissal |
| 1 | Hoang Duc Truc | Manager | dated January 09, 1967 | Construction Engineer | January 01, 2015 |  |
| 2 | Pham Van Le | Deputy Manager | dated December 01, 1963 | Construction Engineer | January 01, 2008 |  |
| 3 | Dang Dinh Khiem | Deputy Manager | dated December 15, 1979 | Construction Engineer | February 17, 2017 |  |
| 4 | Tran Dinh Ba Ti | Deputy Manager | dated December 30, 1983 | Construction Engineer | January 01, 2022 |  |
| 5 | Nguyen Van Khang | Deputy Manager | February 16, 1981 | Construction Engineer | September 05, 2022 |  |
| 6 | Trinh Thi Thu Huong | Deputy Manager | February 01, 1977 | Bachelor of Economics | May 09, 2023 |  |

1. Chief Accountant:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Full name |  |  | Appointment date | Date of dismissal |
| Date of birth | Qualifications: |  |  |
| Hoang Xuan Thom | October 08, 1989 | Master of Economics | January 01, 2022 |  |

1. Training on corporate governance The company has appointed members of the Executive Board to participate in training courses and workshops on corporate governance of the Company.
2. List of affiliated persons of the public company and transactions between affiliated persons of the Company and 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:

None

1. Transactions between PDMR of the listed company, affiliated persons of PDMR and subsidiaries, companies controlled by the listed company:

None

1. Transactions between the Company and other subjects.
	1. Transactions between the Company and the companies where members of the Board of Directors, members of the Supervisory Board, the executive Manager have 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 the companies whose related persons of members of the Board of Directors, members of the Supervisory Board, the Executive Manager are members of the Board of Directors, the Executive Manager: None.
	3. Other transactions of the Company can bring about material or non-material benefits to the members of the Board of Directors, the members of the Supervisory Board, the Executive Manager: None.
2. Share transactions of PDMR and affiliated persons of PDMR
3. Listing company’s share transactions of PDMR and affiliated persons of PDMR

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| --- | --- | --- | --- | --- | --- | --- |
| 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 | Reason for increase, decrease | Note |
| Number of shares | Percentage | Number of shares | Percentage |
| 1 | Vu Van Cong | Member of Supervisory Board | 57,289Shares | 0.46% | 50,789Shares | 0.41% | Selling6500Shares | Transactions under VND 50 million/day |

1. Other significant issues None