**TTL: Annual Corporate Governance Report 2023**

On January 29, 2023, Thang Long Joint Stock Corporation announced Report No. 53/2023/BC-HDQT on the corporate governance situation in 2023, as follows:

* Name of company: Thang Long Joint Stock Corporation
* Head office address: No. 72 Nguyen Chi Thanh Street, Lang Thuong Ward, Dong Da District, Hanoi City
* Transaction office: 5th Floor, Tasco Building, Lot HH2-2, Pham Hung Street, Nam Tu Liem District, Hanoi
* Tel: Fax: Email: tongthanglongtlg@gmail.com
* Charter capital: VND 419,080,000,000 - Securities code: TTL
* Corporate Governance Model:
* The General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the General Manager
* Internal audit execution: Implemented

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)

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | 01/NQ-DHDCD | April 21, 2023 | Approve issues under the authorities of the Annual General Meeting of Shareholders, specifically:   1. Report of the Board of Directors on the production and business activities and the status of implementing the General Mandate in 2022 and the operational orientation in 2023. 2. Report on summarizing activities of the Supervisory Board in 2022 and the plan for 2023. 3. Approve the Audited Consolidated Financial Statements and Audited Separate Financial Statements of Thang Long Joint Stock Corporation on December 31, 2022 and the profit distribution plan in 2022 4. Settlement of remuneration of the Board of Directors and the Supervisory Board in 2022, remuneration plan for the Board of Directors and the Supervisory Board in 2023 5. Selection of an audit company for the Financial Statements 2023 according to the Proposal of the Supervisory Board dated March 24, 2023. 6. Approve the supplement to the business lines and amendment to Clause 1, Article 3 of the Charter of Thang Long Joint Stock Corporation according to Proposal No. 04/TTr-TLG-HDQT dated March 24, 2023 of the Board of Directors 7. Approve the dismissal of the position of member of the Supervisory Board of the Corporation 8. Additional election of Mr. Nguyen Minh Tu to hold the position of member of the Supervisory Board of Thang Long Joint Stock Corporation 9. Approve the main content of the contract that the Corporation signed with the Project Management Board 85 - Ministry of Transport: Bidding package 13-XL |

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position (independent member, non-executive member of the Board of Directors) | Date of appointment/dismissal as members/independent member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Mr. Vu Anh Tuan | Chair | November 22, 2021 |  |
| 2 | Mr. Nguyen Viet Ha | Member | November 22, 2021 |  |
| 3 | Mr. Vu Duc Trung | Member | April 25, 2019 | . . |
| 4 | Mr. Nguyen Tuan Linh | Member | April 07, 2022 |  |
| 5 | Mr. Nguyen Dai Thu | Independent member of the Board of Directors | April 07, 2022 |  |

1. Board Resolutions/Board Decisions:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content | Approval rate (%) | |
| 1 | 01/2023/NQ-HDQT | January 14, 2023 | Change of senior personnel of Thang Long 35 Bridge Joint Stock Company | 100% | |
| 2 | 01/2023/QD-HDQT | January 14, 2023 | Decision to change the capital representative at Thang Long 35 Bridge Joint Stock Company | 100% | |
| 3 | 02/2023/NQ-HDQT | February 15, 2023 | Change of capital representative at BNO 188 ROAD B.O.T COMPANY LIMITED + BOT Yen Lenh | 100% | |
| 4 | 02/2023/QD-HDQT | February 15, 2023 | Decision to change capital representative at NO 188 ROAD B.O.T COMPANY LIMITED | 100% | |
| 5 | 03/2023/QD-HDQT | February 15, 2023 | Decision to change capital representative at YEN LENH BRIDGE BOT COMPANY LIMITED | 100% | |
| 6 | 03/2023/NQ-HDQT | February 20, 2023 | Divestment at Thang Long Mekong Concrete Company Limited | 100% | |
| 7 | 04/2023/NQ-HDQT | February 21, 2023 | Plan on organizing the Annual General Meeting of Shareholders 2023 | 100% | |
| 8 | 04/2023/QD-HDQT | February 21, 2023 | Decision to establish the Organizing Committee of the Annual General Meeting of Shareholders 2023. |  | |
| 9 | 05/2023/NQ-HDQT | March 02, 2023 | Consolidate the chief accountant of Thang Long Bridge 1 Joint Stock Company | 100% | |
| 10 | 06/2023/NQ-HDQT | March 24, 2023 | Approve the Corporation's Annual General Meeting of Shareholders 2023 meeting documents and a number of other contents | 100% | |
| 11 | 07/2023/NQ-HDQT | March 24, 2023 | Approve the first phase equipment investment policy of Thang Long Bridge Joint Stock Company 35 | 100% | |
| 12 | 05/QD-HDQT | March 27, 2023 | Decision to Establish the Shareholder Qualification Inspection Committee |  | |
| 13 | 08/2023/NQ-HDQT | April 19, 2023 | Resolution on meeting documents of the General Meeting of Shareholders of Thang Long Bridge 1 Joint Stock Company | 100% | |
| 14 | 06/QD-HDQT | April 19, 2023 | Decision to change the capital representative at Thang Long 1 Bridge Joint Stock Company | 100% | |
| 15 | 07/QD-HDQT | April 19, 2023 | Decision to change capital representative at YEN LENH BRIDGE BOT COMPANY LIMITED | 100% | |
| 16 | 08/QD-HDQT | July 12, 2023 | Decide to select a audit company provide financial statement audit service | 100% | |
| 17 | 10/NQ-HDQT | May 09, 2023 | Resolution on documents of the 2023 annual general meeting of shareholders of Thang Long Bridge Joint Stock Company 35 | 100% | |
| 18 | 11/NQ-HDQT | May 10, 2023 | Resolution on total credit limit in 2023-2024 | 100% |
| 19 | 12/NQ-HDQT | May 10, 2023 | Resolution on credit limit in 2023-2024 at BIDV bank | 100% |
| 20 | 13/NQ-HDQT | May 10, 2023 | Resolution on credit limit in 2023-2024 at MSB bank | 100% |
| 21 | 14/NQ-HDQT | May 10, 2023 | Resolution on credit limit in 2023-2024 at TP bank | 100% |
| 22 | 15/NQ-HDQT | May 10, 2023 | Resolution on credit limit in 2023-2024 at Vietcombank bank | 100% |
| 23 | 17/NQ-HDQT | July 12, 2023 | Approve credit limit and guarantee at TP bank | 100% |
| 24 | 18/NQ-HDQT | September 21, 2023 | Resolution on approving the liquidation and sale of Ford Explore car | 100% |
| 25 | 19/NQ-HDQT | October 13, 2023 | Resolution on approving the policy of liquidating assets of Thang Long 1 Bridge Joint Stock Company and decentralizing the liquidation of assets at subsidiaries | 100% |
| 26 | 20/NQ-HDQT | November 6, 2023 | Resolution on approving business cooperation with Carpla Joint Stock Company | 100% |
| 27 | 21/NQ-HDQT | November 14, 2023 | Resolution does not require Mr. Nguyen Van Canh to personally compensate for Package No. 4 of the Da Nang - Quang Ngai Expressway Construction Project | 80% |
| 28 | 22/NQ-HDQT | November 16, 2023 | Resolution on adjusting credit limit 2023-2024 at TP bank | 100% |
| 29 | 23/NQ-HDQT | November 27, 2023 | Resolution on approving a number of contents at the meeting on November 24, 2023 | 100% |

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Members of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Ms. Le Thi Thanh Van | Chief | April 21, 2023 | Bachelor of Economics |
| 2 | Mr. Bui Quang Tung | Member | April 25, 2019 | Engineer |
| 3 | Ms. Do Thi Phuong Lan | Member | July 14, 2020 | Engineer |
| 4 | Mr. Nguyen Minh Tu | Chief | April 21, 2023 | Bachelor of Economics |

1. The Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Mr. Nguyen Viet Ha | April 28, 1986 | Engineer | August 13, 2021 |
| 2 | Mr. Nguyen Hai Vinh | August 31, 1976 | Engineer | September 17, 2018 |
| 3 | Mr. Tran Tien Dung | October 28, 1982 | Engineer | December 07, 2021 |
| 4 | Ms. Hoang Thi Hong Nhung | September 14, 1975 | Bachelor of Laws | March 15, 2022 |
| 5 | Mr. Nguyen Anh Van | September 5, 1974 | Engineer | March 15, 2022 |
| 6 | Mr. Dao Viet Tien | October 12, 1974 | Engineer | April 17, 2023 |

1. The Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Appointment date |
| Ms. Nguyen Thi Diu | May 13, 1981 | Bachelor of Accounting | September 15, 2022 |

1. Training on corporate governance
2. List of affiliated persons to public companies and transactions between affiliated persons to 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:

Major transactions with related parties:

|  |  |  |
| --- | --- | --- |
| Goods sales transactions | Related party | 2023  VND |
| TNG Investment and Construction Joint Stock Company | Holding Company | 1,655,449,135 |
| Thang Long 1 Bridge Joint Stock Company | Subsidiaries | 46,212,504,557 |
| Thang Long 35 Bridge Joint Stock Company | Subsidiaries | 13,820,094,320 |
| Construction JSC No 9 | Related company | 23,200,865 |
| Total |  | 61,711,248,877 |

|  |  |  |
| --- | --- | --- |
| Goods purchase transactions | Related party | 2023  VND |
| TNG Investment and Construction Joint Stock Company | Holding Company | 102,200,562,302 |
| Thang Long 1 Bridge Joint Stock Company | Subsidiaries | 172,961,251,645 |
| Thang Long 35 Bridge Joint Stock Company | Subsidiaries | 112,067,969,987 |
| Construction JSC No 9 | Related company | 20,172,487,684 |
| Total |  | 407,402,271,618 |

|  |  |  |
| --- | --- | --- |
| Loan interest and late payment interest are collected during the period | Related party | 2023  VND |
| Yen Lenh Bridge Bot Company Limited | Subsidiaries | 5,241,571,833 |
| In which: | | |
| + Interest on principal |  | 2,959,390,460 |
| Total |  | 5,241,571,833 |

|  |  |  |
| --- | --- | --- |
| Dividends | Related party | 2023  VND |
| Thang Long 35 Bridge Joint Stock Company | Subsidiaries | 325,000,000 |
| No 188 Road B.O.T Company Limited | Joint venture | 1,654,875,285 |
| Total |  | 1,979,875,285 |

Balance with related parties

|  |  |  |
| --- | --- | --- |
| Long-term loans | Related party | December 31, 2023  VND |
| Yen Lenh Bridge Bot Company Limited | Subsidiaries | 51,276,464,792 |
| Total |  | 51,276,464,792 |

|  |  |  |
| --- | --- | --- |
| Customer receivables | Related party | December 31, 2023  VND |
| TNG Investment and Construction Joint Stock Company | Holding Company | 154,263,575 |
| Yen Lenh Bridge Bot Company Limited | Subsidiaries | 5,280,299,206 |
| Thang Long 35 Bridge Joint Stock Company | Subsidiaries | 17,007,261,386 |
| Thang Long 1 Bridge Joint Stock Company | Subsidiaries | 50,435,425,906 |
| Total |  | 72,877,250,073 |

|  |  |  |
| --- | --- | --- |
| Other short-term receivables | Related party | December 31, 2023  VND |
| Yen Lenh Bridge Bot Company Limited | Subsidiaries | 7,479,932,431 |
| Thang Long 35 Bridge Joint Stock Company | Subsidiaries | 650,000,000 |
| Total |  | 8,129,932,431 |

|  |  |  |
| --- | --- | --- |
| Seller payables | Related party | December 31, 2023  VND |
| TNG Investment and Construction Joint Stock Company | Holding Company | 346,602,807 |
| Thang Long 1 Bridge Joint Stock Company | Subsidiaries | 61,967,766,657 |
| Thang Long 35 Bridge Joint Stock Company | Subsidiaries | 23,569,085,347 |
| Total |  | 85,883,454,811 |

|  |  |  |
| --- | --- | --- |
| Advance payments to sellers | Related party | December 31, 2023  VND |
| TNG Investment and Construction Joint Stock Company | Holding Company | 61,664,197,230 |
| Thang Long 1 Bridge Joint Stock Company | Subsidiaries | 43,144,128,901 |
| Thang Long 35 Bridge Joint Stock Company | Subsidiaries | 18,820,342,015 |
| Construction Joint Stock Company No. 9 | Related company | 80,302,837,438 |
| Total |  | 203,931,505,584 |

1. Transactions between Company’s PDMR, affiliated persons of PDMR and subsidiaries or companies controlled by the Company: None
2. Transactions between the Company and other entities
3. Transactions between the Company and the companies where 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 or the Executive Manager (General Manager) for the past three (03) years (as at the time of reporting):
4. Transactions between the Company and the companies in which 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 Manager (General Manager).

None

1. Other transactions of the Company (if any) can bring about material or non-material benefits to the members of the Board of Directors, the members of the Supervisory Board, the Manager (General Manager) and other managers:

None

1. Share transactions of PDMR and affiliated persons of PDMR (Annual Report):
2. Transaction of PDMR and affiliated persons related to the Company’s shares: None
3. Other significant issues: None