**TNG: Annual Corporate Governance Report 2023**

On January 29, 2024, TNG Investment and Trading JSC announced Report No. 01/BC-TNG on the corporate governance in 2023 as follows:

* Name of company: TNG Investment and Trading JSC
* Head office address: No. 434/1, Bac Kan Street, Hoang Van Thu Ward -Thai Nguyen City - Thai Nguyen Province
* Tel: 02083 854 462; Email: [halt@tng.vn](mailto:halt@tng.vn)
* Charter capital: VND 1,135,230,020,000
* Securities code: TNG
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the General Manager and the Audit Committee under the Board of Directors
* 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 | 505/2023/NQ-DHDCD | April 23, 2023 | Annual General Mandate 2023 |

1. The Board of Directors (Annual Report):
2. Information about members of the Board of Directors:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position (independent member of the Board of Directors, non-executive member of the Board of Directors) | Date of appointment/dismissal as a member/independent member of the Board of Directors | |
| Appointment date | Dismissal date |
| Before the Annual General Meeting of Shareholders 2023 | | | | |
| 1 | Mr. Nguyen Van Thoi | Chair of the Board of Directors | 2003 |  |
| 2 | Mr. Nguyen Duc Manh | Vice Chair of the Board of Directors | May 03, 2017 |  |
| 3 | Ms. Luong Thi Thuy Ha | Vice Chair of the Board of Directors | June 01, 2021 |  |
| 4 | Mr. Nguyen Van Duc | Non-executive member of the Board of Directors | June 01, 2021 | April 23, 2023 |
| 5 | Ms. Do Thi Ha | Non-executive member of the Board of Directors | April 24, 2017 | April 23, 2023 |
| 6 | Mr. Le Quang Vinh | Independent member of the Board of Directors | April 24, 2017 | April 23, 2023 |
| 7 | Mr. Nguyen Manh Linh | Member of the Board of Directors | April 21, 2019 |  |
| 8 | Mr. Tran Canh Thong | Non-executive member of the Board of Directors | May 17, 2020 | April 23, 2023 |
| 9 | Mr. Nguyen Hoang Giang | Independent member of the Board of Directors | May 17, 2020 |  |
| After the Annual General Meeting of Shareholders 2023 | | | | |
| 1 | Mr. Nguyen Van Thoi | Chair of the Board of Directors | April 23, 2023 |  |
| 2 | Ms. Luong Thi Thuy Ha | Vice Chair of the Board of Directors | June 01, 2021 |  |
| 3 | Mr. Nguyen Duc Manh | Member of the Board of Directors | April 23, 2023 |  |
| 4 | Mr. Nguyen Manh Linh | Member of the Board of Directors | April 21, 2019 |  |
| 5 | Mr. Nguyen Hoang Giang | Independent member of the Board of Directors | May 17, 2020 |  |

1. Board Resolutions/Board Decisions (Annual Report):

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | 240/NQ-HDQT | February 20, 2023 | Resolution on organizing the Annual General Meeting of Shareholders 2023 |
| 2 | 242/NQ-HDQT | February 20, 2023 | Resolution on appointing Deputy General Manager in charge of High Technology |
| 3 | 507/NQ-HDQT | April 23, 2023 | Resolution on electing Chair of the Board of Directors; establishing committees and subcommittees under the Board of Directors; dissolving subsidiaries and establishing branches of the Company. |
| 4 | 523/NQ-HDQT | May 03, 2023 | Resolution on implementing the share issuance plan to pay dividends. |
| 5 | 609/NQ-HDQT | June 05, 2023 | Resolution on changing the address of Viet Thai garment branch. |
| 6 | 685/NQ-HDQT | July 10, 2023 | Resolution on amending the Company’s Charter for the 35th time. |
| 7 | 809/NQ-HDQT | August 16, 2023 | Resolution on purchasing shares of Bac Thai IC JSC from shareholders of Bac Thai IC JSC. |
| 8 | 882/NQ-HDQT | September 25, 2023 | Resolution on approving the first round of dividend prepayment in cash for 2023. |
| 9 | 997/NQ-HDQT | November 30, 2023 | Resolution on transferring the entire TNG Village commercial housing project to subsidiary named TNG Land Joint Stock Company. |
| 10 | 9870/NQ-HDQT | December 11, 2023 | Resolution on dismissing and appointing authorized person to disclose information. |
| 11 | 2612/NQ-HDQT | December 26, 2023 | Resolution on approving in full text the bond public offering plan. |
| 12 | 2712/NQ-HDQT | December 27, 2023 | Resolution on approving the registration dossier for bond public offering. |

1. The Audit Committee (Annual report):
2. Information about members of the Audit Committee:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board/Audit Committee | Position | Date of appointment/dismissal as member of the Supervisory Board/the Audit Committee | Qualification |
| 1 | Mr. Nguyen Hoang Giang | Chair of the Audit Committee | Appointed on April 23, 2023 | Master |
| 2 | Mr. Nguyen Manh Linh | Member of Audit Committee | Appointed on April 23, 2023 | Bachelor |
| 3 | Mr. Tran Canh Thong | Member of Audit Committee | Dismissed on April 23, 2023 | Doctor of Economics |
| 4 | Mr. Dao Duc Thanh | Head of the Internal Audit Committee | Appointed on June 01, 2021 | Bachelor of Economics |

1. The Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Mr. Nguyen Duc Manh | 1983 | Master of Business Administration - University of Hawaii - USA; Bachelor of Information Technology; Bachelor of Foreign Languages | May 17, 2020 |
| 2 | Ms. Doan Thi Thu | 1972 | Garment Engineer, Master of Business Administration | July 04, 2017 |
| 3 | Ms. Luong Thi Thuy Ha | 1969 | Bachelor of Accounting | January 08, 2018 |
| 4 | Mr. Luu Duc Huy | 1970 | Bachelor of Business Administration | January 11, 2019 |
| 5 | Mr. Tran Minh Hieu | 1979 | Bachelor of Economics | December 16, 2016 |
| 6 | Mr. Pham Thanh Tuan | 1983 | Bachelor of Accounting | June 01, 2021 |
| 7 | Ms. Nguyen Thi Phuong | 1973 | Bachelor of Industrial Garment College | June 01, 2021 |
| 8 | Mr. Le Xuan Vi | 1981 | Bachelor | February 20, 2023 |

1. The Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Professional Qualification | Date of appointment/dismissal |
| Tran Thi Thu Ha | 1973 | Bachelor of Accounting | January 08, 2018 |

1. Training on corporate governance:
2. List of affiliated persons of the public company (Annual Report) and transactions between the 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
4. Transactions between PDMR of the Company, affiliated persons of PDMR and subsidiaries, companies controlled by the Company:

|  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relations with PMDR | Position at the listed company | ID card/Passport No., date of issue, place of issue | Address | Name of subsidiaries or companies controlled by the listed company | Time of transaction | Content, quantity, total transaction value (VND) | Note |
| 1 | Nguyen Van Thoi |  | Chair of the Board of Directors |  |  | TNG Land Joint Stock Company | May 29, 2023 | 8,000,000,000 | 3011/HDV |
| 2 | Nguyen Van Thoi |  | Chair of the Board of Directors |  |  | TNG Land Joint Stock Company | November 30, 2023 | 20,000,000,000 | 3011/HDV |
| 3 | Nguyen Manh Linh |  | Member of the Board of Directors |  |  | TNG Land Joint Stock Company | October 31, 2023 | 2,000,000,000 | 3110/HDV |
| 4 | Nguyen Manh Linh |  | Member of the Board of Directors |  |  | TNG Land Joint Stock Company | November 29, 2023 | 2,480,000,000 | 2911/HDV |

1. Transactions between the Company and other entities:
   1. Transactions between the Company and the company in which members of the Board of Directors, members of the Supervisory Board, the Manager (the General Manager) and other managers have been founding members or members of the Board of Directors, the Executive Manager (the General Manager) for the past three (03) years (calculated at the time of reporting):

|  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of Company | Relations with TNG | Business Registration Certificate No. | Date of issue | Place of issue | Head office address | Time of transaction with TNG | Approved General Mandate/ Decision of General Meeting of Shareholders No. or Board Resolution/Decision No. | Transaction value (VND) | Note |
| 1 | TNG Land Joint Stock Company | Subsidiary | 4601593760 | June 30, 2022 | Thai Nguyen Province Department of Planning and Investment | Dong Xe Hamlet, Son Cam Commune, Thai Nguyen City, Thai Nguyen Province | 2022 | Resolution No. 1805/NQ-HDQT dated July 04, 2022 | 5,771,424,795 | Receive services |
| 2023 | 13,724,609,191 |
| 2022 |  | 16,629,630 | Provide goods and services |
| 2023 | 797,853,332 |
| 2 | TNG Land Joint Stock Company | Subsidiary | 4601593760 | June 30, 2022 | Thai Nguyen Province Department of Planning and Investment | Dong Xe Hamlet, Son Cam Commune, Thai Nguyen City, Thai Nguyen Province | 2022 | Resolution No. 1724/2022/NQ-HDQT, dated June 23, 2022 | 140,000,000,000 | Capital contribution |
| 3 | TNG Land Joint Stock Company | Subsidiary | 4601593760 | June 30, 2022 | Thai Nguyen Province Department of Planning and Investment | Dong Xe Hamlet, Son Cam Commune, Thai Nguyen City, Thai Nguyen Province | 2023 | Resolution No. 997/NQ-HDQT dated November 30, 2023 | Principal Contract | Transfer of TNG Village project |

* 1. Transactions between the Company and companies executed by the affiliated people of members of the Board of Directors, members of the Supervisory Board, the Manager (the General Manager) and other managers who are members of the Board of Directors, the Executive Manager (the General Manager).

4.3. Other transactions of the Company (if any) that can bring material or non-material benefits to members of the Board of Directors, 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. Company’s share transactions of PDMR and affiliated persons:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Position at the Company | 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 shares | Rate |
| 1 | Nguyen Duc Manh | Member of the Board of Directors/General Manager | 7,580,987 | 7.2119% | 8,080,987 | 7.6876% | Buy |
| 2 | Nguyen Duc Manh | Member of the Board of Directors/General Manager | 8,727,465 | 7.6878% | 9,097,465 | 8.0138% | Buy |
| 3 | Nguyen Manh Linh | Member of the Board of Directors | 4,878,312 | 4.2972% | 4,378,312 | 3.8568% | Sell |
| 4 | Nguyen Manh Linh | Member of the Board of Directors | 4,378,312 | 3.8568% | 3,659,212 | 3.2233% | Sell |
| 5 | Nguyen Manh Linh | Member of the Board of Directors | 3,659,212 | 3.2233% | 1,967,112 | 1.7328% | Sell |

Notes: According to the report on transaction results of shares/fund certificates/covered warrants of PMDR and affiliated persons of PMDR that TNG received. All information is posted on the Company's website at: [https://tng.vn/giao-dich-co-phieu7p—196](https://tng.vn/giao-dich-co-phieu7p%e2%80%94196)

1. Other significant issues