**BOT: Annual Corporate Governance Report 2023**

On January 27, 2024, Thai Ha Bridge BOT Joint Stock Company announced Report No. 27.01/2024/BCQT-BOT on the corporate governance in 2023 as follows:

* Name of company: Thai Ha Bridge BOT Joint Stock Company
* Head office address: Phu Vat Village, Tien Duc Commune, Hung Ha District, Thai Binh Province, Vietnam.
* Tel: 022 7389 1818 Fax: 024 6266 9797 Email: [botcauthaiha.jsc@gmail.com](mailto:botcauthaiha.jsc@gmail.com)
* Charter capital: VND 592,468,000,000
* Securities code: BOT
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager.

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 |
| 1 | 01/2023/NQ-DHDCD/BOT | April 27, 2023 | The Annual General Mandate 2023 approved the following contents:   * Approval of the Report on activities of the Board of Management on the production and business results in 2022 and the production and business plan for 2023. * Approval of the Report on activities of the Board of Directors in 2022 and the plan for 2023. * Approval of the Report on activities of the Supervisory Board in 2022 and the plan for 2023. * Approval of the Audited Financial Statements 2022. * Approval of the Proposal on selecting an audit company in 2023. * Approval of the Proposal on remuneration settlement for the Board of Directors and the Supervisory Board in 2022 and the remuneration settlement plan for 2023; the profit distribution plan in 2022 and the expected profit distribution for 2023. * Approval of the Proposal on amending the Company’s Charter. * Approval of the Private placement plan to increase charter capital in 2023. * Proposal on policy on implementation of contracts and transactions between the Company and related parties. * Proposal on electing members of the Board of Directors and Supervisory Board in the term of 2023-2028; * Proposal on the introduction of members of the Board of Directors and Supervisory Board for the term of 2023-2028; |

1. The Board of Directors in 2023:
2. Information about members of the Board of Directors:

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| --- | --- | --- | --- | --- |
| No. | Members 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 | |
| Date of appointment | Date of dismissal |
| 1 | Mr. Ngo Tien Cuong | Chair of the Board of Directors | October 2014 | - |
| 2 | Mr. Nguyen Duc Y | Executive member of the Board of Directors | August 2015 | April 27, 2023 |
| 3 | Mr. Hoang Quoc Anh | Independent member of the Board of Directors | February 2018 | April 27, 2023 |
| 4 | Mr. Nguyen Binh Dien | Independent member of the Board of Directors | April 27, 2023 | - |
| 5 | Mr. Nguyen Hong Quan | Executive member of the Board of Directors | April 27, 2023 | - |

1. Board Resolutions/Decisions (2023):

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| --- | --- | --- | --- |
| No. | Board Resolution/Decision No. | Date | Content |
| 1 | 2702-1/2023/NQ-HDQT | February 27, 2023 | Resolution on approving the dismissal and appointment of the Chief Accountant. |
| 2 | 0903-1/2023/NQ-HDQT-BOT | March 09, 2023 | Resolution on approving the convention of the Annual General Meeting of Shareholders 2023. |
| 3 | 2704/2023/NQ-HDQT-BOT | April 27, 2023 | Resolution on approving the election of Mr. Ngo Tien Cuong as Chair of the Board of Directors for the 2023-2028 term. |
| 4 | 0506-1/2023/NQ-HDQT | June 05, 2023 | Resolution on approving the dismissal and appointment of the Company General Manager. |
| 5 | 0806-1/2023/NQ-HDQT | June 08, 2023 | Resolution on approving the selection of an audit company to audit the Financial Statements 2023. |
| 6 | 3006/2023/BB-HDQT | June 30, 2023 | Meeting Minutes of the Board of Directors on the activities summarization of Q2 and tasks direction in the coming time. |
| 7 | 2809/2023/BB-HDQT | September 28, 2023 | Meeting Minutes of the Board of Directors on the activities summarization of Q3 and tasks direction in the coming time. |
| 8 | 2612/202/BB-HDQT | December 26, 2023 | Meeting Minutes of the Board of Directors on the activities summarization of Q4 and tasks direction in the coming time. |

1. The Supervisory Board (Report of 2023):
2. Information about members of the Supervisory Board:

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| --- | --- | --- | --- | --- |
| No. | Members of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Ms. Nguyen Thi Ha | Chief of the Supervisory Board | April 27, 2023 | Accounting |
| 2 | Ms. Nguyen Thi Hue | Member of the Supervisory Board | August 2018 - April 27, 2023 | Accounting |
| 3 | Ms. Vu Thi Thu Huyen | Member of the Supervisory Board | April 27, 2023 | Accounting |
| 4 | Ms. Vu Thi Thao | Member of the Supervisory Board | April 27, 2023 | Accounting |

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 Duc Y | May 19, 1966 | Bridge and tunnel engineer | April 2015 - June 05, 2023 |
| 2 | Mr. Nguyen Hong Quan | April 18, 1985 | Engineer | June 05, 2023 |

1. The Chief Accountant

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| --- | --- | --- | --- | --- |
| No. | Full name | Date of birth | Qualification | Date of appointment/dismissal |
| 1 | Ms. Nguyen Thi Minh Duc | February 16, 1983 | Bachelor of Accounting | April 19, 2021 - February 27, 2023 |
| 2 | Ms. Do Thi Hoa | April 27, 1989 | Bachelor of Accounting | February 27, 2023 |

1. Training on corporate governance
2. List of affiliated persons of the public company and transactions of the affiliated persons.
3. Transactions between the Company and affiliated persons of the Company, or between the Company and major shareholders, PDMR, or affiliated persons of PDMR: None
4. Transactions between PDMR of the Company, affiliated persons of PDMR and subsidiaries, companies under the authority of the Company: None
5. 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 (General Manager), and other managers have been and are 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): None
   2. Transactions between the Company and the company that 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): None.
   3. Other transactions of the Company (if any) that can bring about material or non-material benefits to the members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager), and other managers: None.
6. Share transactions of PDMR and affiliated persons of PDMR (Annual Report 2023).
7. Company’s share transactions between PDMR and affiliated persons: None.
8. Other significant issues: None.