

No. 1701./2026/BCQT-BOT

Hung Yen, day 17 January 2026

**REPORT**  
**of Corporate Governance (2025)**

**To: - The State Securities Commission;**  
**- Hanoi Stock Exchange (HNX).**

- Company name: **Thai Ha Bridge BOT Joint Stock Company**
- Head office address: Phu Vat Village, Long Hung Commune, Hung Yen Province, Vietnam.
- Phone: 022 7389 1818 Email: botcauthaiha.jsc@gmail.com
- Charter capital: 592,468,000,000 (*In words: Five hundred and ninety-two billion, four hundred and sixty-eight million VND*).
- Stock Code: BOT
- Corporate governance model: General Meeting of Shareholders, Board of Directors, Supervisory Board and General Manager.
- Regarding the implementation of the internal audit function: Not implemented.

**I. Activities of the General Meeting of Shareholders**

Information on meetings and Resolutions/Decisions of the General Meeting of Shareholders (including Resolutions of the General Meeting of Shareholders adopted in the form of written opinions ):

STT	Number of Resolutions/Decisions	Date	Contents
1	01/2025/NQ-DHDCD-BOT	08/07/2025	<p>The Resolution of the Annual General Meeting of Shareholders in 2025 approves the following contents:</p> <ul style="list-style-type: none"><li>- Approving the Operation Report of the Board of Managers on the results of production and business activities in 2024 and the production and business plan in 2025.</li><li>- Approved the 2024 Board of Directors' Activity Report and the 2025 plan.</li><li>- Approved the Activity Report of the Supervisory Board in 2024 and the plan for 2025.</li><li>- Approved the Audited Financial Statements for 2024.</li><li>- Approving the Proposal for selection of audit units in 2025.</li></ul>

			<ul style="list-style-type: none"> <li>- Approving the proposal for payment of remuneration to the Board of Directors and the Supervisory Board in 2024 and the payment plan for 2025; Profit distribution plan in 2024 and expected in 2025.</li> <li>- Approved the loan proposal for the Company's business activities.</li> <li>- Approve the Proposal to approve the policy of implementing contracts and transactions between the Company and related parties and approve major contracts and transactions.</li> <li>- Approving the Authorization Proposal for Tien Dai Phat Co., Ltd. to represent the Investor Joint Venture to sign the contents of the Thai Ha Bridge BOT project.</li> <li>- Approving the Proposal for dismissal and election to replace members of the Board of Directors for the term 2023 – 2028.</li> <li>- Approving the proposal to introduce personnel to replace members of the Board of Directors for the term 2023 – 2028.</li> <li>- Approving the dismissal and election of replacement members of the Board of Directors of the Company for the term 2023 – 2028, as follows: <ul style="list-style-type: none"> <li>❖ Approving the dismissal of members of the Board of Directors for: Mr. Ngo Tien Cuong</li> <li>❖ Approving the list of elected members of the Board of Directors: Mr. Ngo Tien Cuong</li> </ul> </li> </ul>
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## II. Board of Directors (2025):

### 1. Information about members of the Board of Directors (BOD):

STT	Member of the Board of Directors	Position (independent member of the Board of Directors, non-executive member of the Board of Directors)	Start date/no longer a member of the Board of Directors/ Independent Board of Directors	
			Appointment Date	Date of dismissal
1	Mr. Ngo Tien Cuong	Chairman of the Board of Directors	27/04/2023	08/07/2025
2	Mr. Ngo Tien Cuong	Chairman of the Board of Directors	09/07/2025	-

3	Mr. Nguyen Binh Dien	Independent Member of the Board of Directors	27/04/2023	-
4	Mr. Ta Dai Nghia	Member of the Executive Board of Directors	04/06/2024	-

2. Board of Directors Meetings:

STT	Member of the Board of Directors	Number of meetings attended by the Board of Directors	Meeting Attendance Rate	Reasons for not attending the meeting
1	Mr. Ngo Tien Cuong	03/11	27,27%	In case of force majeure
2	Mr. Ngo Tien Cuong	05/11	45,45%	Appointed on 9/7/2025
3	Mr. Ta Dai Nghia	11/11	100%	-
4	Mr. Nguyen Binh Dien	11/11	100%	-

3. Supervisory activities of the Board of Directors over the Board of Managers:

- In 2025, the Board of Directors has supervised the activities of the Board of Managers through meetings on the production and business activities of the Board of Managers.
- The Board of Directors successfully held the 2025 Annual General Meeting on 08/07/2025.
- The Board of Directors supervises the activities of the Board of Managers to fully implement the contents of the Resolution of the Board of Directors, including: implementing the overall production and business plan approved at the Annual General Meeting of Shareholders in 2025 and focusing on strengthening the direction of reviewing, implementing and completing key activities of the Company.
- The Board of Directors shall coordinate with the Supervisory Board in organizing inspection and supervision of the Company's production and business activities.
- Active activities create many opportunities for cooperation with important partners to expand markets, transform activities (old businesses, projects) that are unprofitable or unsustainable to new areas of activity that are sustainable and have higher profit margins.
- The Board of Directors supervises and inspects the human resource management of the Board of Managers; develops a labor recruitment plan in accordance with the needs of the Company; Supervise the implementation of policies for employees to be satisfactory on the basis of the provisions of law.
- Building and perfecting working processes; Manage communication in a scientific manner to improve financial management ability and general management quality in accordance with the actual operation of the Company.

4. Activities of subcommittees of the Board of Directors (if any): None

5. Resolutions/Decisions of the Board of Directors (2025):

STT	Number of Resolutions/Decisions	Date	Contents	Pass Rate
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1	1704A/2025/BOT /NQ-HĐQT	17/04/2025	Resolution of the Board of Directors approving the change of the auditing unit of the Financial Statements in 2025	100%
2	2401.1/2025/BOT /NQ-HĐQT	21/04/2025	Resolution of the Board of Directors approving the convening of the Annual General Meeting of Shareholders in 2025	100%
3	22.05/2025/NQ- HDQT	22/05/2025	Resolution of the Board of Directors approving the Agenda and documents of the Annual General Meeting of Shareholders in 2025	100%
4	0506B/2025/NQ- HDQT	05/06/2025	Resolution of the Board of Directors approving the supplementation of the agenda and documents of the Annual General Meeting of Shareholders in 2025	100%
5	0506/2025/ BOT/NQ-HĐQT	05/06/2025	Resolution of the Board of Directors approving the dismissal and appointment of the title of Acting Chairman of the Board of Directors	100%
6	1706/2025/NQ- HDQT	17/06/2025	Resolution of the Board of Directors approving the Program and documents of the 2nd Annual General Meeting of Shareholders in 2024	100%
7	0907/2025/NQ- HDQT	09/07/2025	Resolution of the Board of Directors approving the dismissal and appointment of the title of Chairman of the Board of Directors	100%
8	2107A/2025/NQ- HDQT	21/07/2025	Resolution of the Board of Directors approving the selection of the auditor for semi-annual financial statements and financial statements in 2025	100%
9	3008/2025/BOT/ NQ-HĐQT	30/08/2025	Resolution of the Board of Directors approving the termination of the economic contract for the purchase and sale of machinery and equipment with PIV Joint Stock Company	100%
10	1509/2025/BOT/ NQ-HĐQT	15/09/2025	Resolution of the Board of Directors approving the termination of the economic contract for the purchase and sale of machinery and equipment with CNC Capital Vietnam Joint Stock Company	100%
11	2512/2025/BB- HDQT	25/12/2025	Minutes of the Board of Directors approving the summary of business activities in the 4th quarter of 2025 and implementing the business plan in 2025	100%

### III. Supervisory Board (2025 report):

#### 1. Information about members of the Supervisory Board (Supervisory Board):

STT	Member of the Supervisory Board	Position	Date of start/no longer being a member of the Board of Directors	Qualifications
1	Ms. Nguyen Thi Ha	Head of the Supervisory Board	27/04/2023	Accounting
2	Ms. Vu Thi Thao	Member of the Supervisory Board	27/04/2023	Accounting
3	Ms. Vu Thi Thu Huyen	Member of the Supervisory Board	27/04/2023	Accounting

#### 2. Meeting of the Supervisory Board

STT	Member of the Supervisory Board	Number of meetings attended	Meeting Attendance Rate	Voting Rate	Reasons for not attending the meeting
1	Ms. Nguyen Thi Ha	2/2	100%	100%	-
2	Ms. Vu Thi Thu Huyen	2/2	100%	100%	-
3	Ms. Vu Thi Thao	2/2	100%	100%	-

#### 3. Supervisory activities of the Supervisory Board of Directors, the Board of Managers and shareholders:

- The Supervisory Board conducted 02 meetings, conducted activities to monitor and evaluate the Company's activities through financial statements and checked a number of documents. Supervision contents include:

- + To supervise the activities of the Board of Directors and to appraise reports on the activities of the Board of Directors.
- + The Supervisory Board has inspected and supervised all aspects of the Company's activities through participating in meetings of the Board of Directors, the Board of Managers and periodic documents and reports of specialized departments.
- + Inspect and supervise the compliance with legal policies, regimes of the State, regulations of the Board of Directors and the Board of Managers of the Company through reviewing and studying the Resolutions of the Board of Directors and the Decisions on the administration of production and business activities of the Board of Managers.
- + Examining and reviewing the Company's independent financial statements of the quarters in 2025. Coordinate with the audit organization to supervise the implementation of the inventory, settlement and verification of the Company's financial statements.
- + Coordinate with the audit unit to complete the 2024 financial statements to prepare the Draft Report of the Supervisory Board to be submitted to the Company's 2025 Annual General Meeting of Shareholders; Supervise and comment on the order and procedures for public

preparation of the Annual General Meeting of Shareholders in 2025 to ensure compliance with the provisions of law and the Company's Charter.

4. The coordination of activities between the Supervisory Board for the activities of the Board of Directors, the Board of Managers and other managers:

- The Supervisory Board has received good cooperation from the Board of Directors, the Board of Managers and the managers of functional departments, creating conditions for facilities as well as providing sufficient information and documents necessary for the inspection of the Supervisory Board.

- The activities of the Supervisory Board shall comply with the Company's Charter and the Resolution of the General Meeting of Shareholders.

5. Other activities of the Supervisory Board (if any): None

#### **IV. Board of Directors**

<b>STT</b>	<b>Member of the Board of Directors</b>	<b>Date of birth</b>	<b>Qualifications</b>	<b>Date of appointment/dismissal of members of the Board of Directors</b>
1	Ta Dai Nghia	06/11/1973	Electronics Engineer	12/06/2024

#### **V. Chief Accountant**

<b>STT</b>	<b>Full name</b>	<b>Date of birth</b>	<b>Professional qualifications</b>	<b>Appointment/Dismissal Date</b>
1	Do Thi Hoa	27/04/1989	Bachelor of Accounting	27/02/2023

#### **VI. Training on corporate governance:**

Training courses on corporate governance that members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager), other managers and the Company Secretary have participated in in accordance with the regulations on corporate governance: The Company participates in corporate governance seminars organized by the SSC, Hanoi Stock Exchange invites participants.

#### **VII. List of related persons of the public company and transactions of related persons.**

1. List of related persons of the company: Details in Appendix 1
2. Transactions between the company and its related persons; or between the company and major shareholders, internal persons, related persons of internal persons Details in Appendix 2.
3. Transactions between internal persons of the company, related persons of internal persons and subsidiaries or companies controlled by the company: None
4. Transactions between the company and other entities:
  - 4.1. Transactions between companies and companies in which members of the Board of Directors, members of the Control Board, Manager (General Manager) and other managers have been founding members or members of the Board of Directors, Manager (General Manager) in the past three (03) years (counting at the time of making the report): None.
  - 4.2. Transactions between companies and companies operated by related persons of members of the Board of Directors, members of the Supervisory Board, Manager (General Manager) and



other managers who are members of the Board of Directors, Manager (General Manager): None.

- 4.3. Other transactions of the company (if any) that may bring material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, Manager (General Manager) and other managers: None.

**VIII. Trading of shares of insiders and related persons of insiders (2025 report).**

1. List of insiders and related persons of internal persons : Details in Appendix 3.
2. Transactions of insiders and related persons on the company's shares: None.

**IX. Other issues to note: None.**

**Recipients:**

- As above
- Save: VT.

**CHAIRMAN OF THE BOARD OF DIRECTORS**

*(Sign, specify full name and seal)*



**NGO TIEN CUONG**



**APPENDIX 1: LIST OF RELATED PERSONS OF THE COMPANY**

<b>STT</b>	<b>Name of organization/individual</b>	<b>Securities trading account (if any)</b>	<b>Position at the company (if any)</b>	<b>NSH License Number*, date of issue, place of issue</b>	<b>Head Office Address/ Contact Address</b>	<b>When to start as a stakeholder</b>	<b>The time when he is no longer the relevant person</b>	<b>Reason</b>	<b>Relationship with the company</b>
1	Ngo Tien Cuong	-	Chairman of the Board of Directors			27/04/2023	08/07/2025	Dismissal of the title of Chairman of the Board of Directors	Chairman of the Board of Directors
2	Ngo Tien Cuong		Chairman of the Board of Directors			09/07/2025	-	Elected for the term 2023-2028	Chairman of the Board of Directors



3	Nguyen Binh Dien	-	Independent member of Board of Directors			27/04/2023	-	Elected for the term 2023-2028	Independent member of Board of Directors
4	Ta Dai Nghia	-	Member of Board of Directors - General Manager			04/06/2024	-		Member of Board of Directors - General Manager
5	Nguyen Thi Ha	-	Head of the Supervisory Board			27/04/2023	-	Elected for the term	Head of the Supervisory Board

								2023-2028	
6	Vu Thi Thao	-	Member of BKS			27/04/2023	-	Elected for the term 2023-2028	Member of BKS
7	Vu Thi Thu Huyen	-	Member of BKS			27/04/2023	-	Elected for the term 2023-2028	Member of BKS
8	Do Thi Hoa	-	Chief Accountant			27/02/2023	-		Chief Accountant
9	Tu Thi Huong	-	Secretary and person in			14/05/2024	-		Secretary and person in

			charge of administration						charge of administration
10	Tien Dai Phat Co., Ltd.		Shareholders own more than 10% of shares			10/07/2025	-		The representative of PL is the Chairman of the Board of Directors of Thai Ha Bridge BOT Joint Stock Company
11	Tien Dai Phat Investment Joint Stock Company	-	Chairman of the Board of Directors and Chairman of the Board of Directors of Thai Ha Bridge BOT Joint Stock Company			09/09/2024	08/07/2025	Dismissal of the title of Chairman of the Board of Directors	Chairman of the Board of Directors and Chairman of the Board of Directors of Thai Ha Bridge BOT Joint Stock Company
12	Viet Phat Construction Investment Co., Ltd.	-	Capital contributor and Chairman			09/07/2025	-	Elected for the term	Capital contributor and Chairman



			of the Board of Directors of Thai Ha Bridge BOT Joint Stock Company					2023- 2028	of the Board of Directors of Thai Ha Bridge BOT Joint Stock Company
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**APPENDIX 2: TRANSACTIONS BETWEEN THE COMPANY AND RELATED PERSONS OF THE COMPANY; OR BETWEEN THE COMPANY AND MAJOR SHAREHOLDERS, INTERNAL PERSONS, RELATED PERSONS OF INTERNAL PERSONS.**

STT	Name of organization/individual	Relationship with the company	NSH License Number*, date of issue, place of issue	Head Office Address/ Contact Address	When to transact with the company	Number of Resolutions/Decisions of the General Meeting of Shareholders/ Board of Directors... (if any, specifying the date of promulgation)	Contents, quantity, total value of transactions	Notes
1	Ngo Tien Cuong	Chairman of the Board of Directors/ Legal Representative			02/04/2025 22/04/2025 29/04/2025 10/05/2025 20/05/2025 31/05/2025		Advance money  Amount: 26,000,000,000 VND	Dismissal of the title of Chairman of the Board of Directors on 08/07/2025

**APPENDIX 3: LIST OF INSIDERS AND RELATED PERSONS OF INSIDERS**

STT	Name	Securities trading account (if any)	Position at the company (if any)	ID card number/passport, date of issue, place of issue	Contacts	Number of shares owned at the end of the period	Shareholding ratio at the end of the period	Notes
1	Ngo Tien Cuong	-	Chairman of the Board of Directors			0	0%	Dismissal of the title of Chairman of the Board of Directors on 08/07/2025
2	Ngo Tien Cuong		Chairman of the Board of Directors			630.100	1,06%	Appointment of Chairman of the Board of Directors on 09/07/2025
2.1	Ngo Tien Phong	-	-	.....		0	0%	Lost
2.2	Chu Thi Wei	-	-	.....		0	0%	Lost



2.3	Ngo Tien Phuong	-	--			0	0% ,	
2.4	Ngo Tien Hung	-	-			0	0%	
2.5	Ngo Tien Long	-	-			0	0%	
2.6	Ngo Tien Cuong	-	-			0	0%	
2.7	Ngo Thi Thanh Ha	-	-			0	0%	

2.8	Ngo Tien Quang Huy	-	-			0	0%	
2.9	Ngo Tien Dai Phu	-	-			0	0%	
2.10	Tien Dai Phat Co., Ltd.		-			23.825.800	40,21%	
2.11	Viet Phat Construction Investment Co., Ltd.	-	-			0	0%	
3	<b>Ta Dai Nghia</b>	-	<b>Member of the Board of Directors – General Manager</b>			<b>0</b>	<b>0%</b>	

3.1	Ta Trung Kien	-	-			0	0%	
3.2	Nguyen Thi Chinh	-	-			0	0%	
3.3	Ta Trung Cuong	-	-			0	0%	
3.4	Ta Hai Ha	-	-			0	0%	
3.5	Nguyen Minh Ha	-	-			0	0%	



3.6	Ta Ngoc Khanh	-	-			0	0%	
3.7	Ta Tam Huong	-	-			0	0%	
3.8	Ta Quoc Khanh	-	-	.....		0	0%	Early
3.9	Ta Quoc Khuong	-	-	.....		0	0%	Early
4	Nguyen Binh Dien	-	Member of the Board of Directors			0	0%	

4.1	Dang Thi Thoi	-	-			0	0%	
4.2	Nguyen Cong Phu	-	-			0	0%	
4.3	Phung Thi Ngoc	-	-			0	0%	

4.4	Nguyen Phung Tien Dung	-	-			0	0%	
4.5	Nguyen Kim Tri Duc	-	-	.....		0	0%	Early
4.6	Nguyen Kim Tri Tai	-	-	.....		0	0%	Early
4.7	Nguyen Kim Tri Nghia	-	-	.....		0	0%	Early



5	Nguyen Thi Ha	-	Head of the Supervisory Board			150	0,0003%	
5.1	Nguyen Van Dinh	-	-			0	0%	
5.2	Tran Thi Y	-	--	.....				Lost
5.3	Nguyen Xuan Duan	-	-			150	0,0003%	
6	Vu Thi Thao	-	Member of BKS			200	0,0004%	
6.1	Vu Van Vi	-	-			20	0,000%	

6.2	Tran Thi Dung	-	-			30	0,000%	
6.3	Vu Thi Thuy		-			50	0,000%	
7	<b>Vu Thi Thu Huyen</b>	-	<b>Member of the Supervisory Board</b>			<b>0</b>	<b>0%</b>	
7.1	Vu Tuan Anh	-	-			0	0%	
7.2	Mai Thi Thu	-	-			0	0%	
7.3	Vu Thi Hop	-	-			0	0%	

7.4	Vu Thi Hoa	-	-			0	0%	
7.5	Vu Thi Hue	-	-	.....		0	0%	Early
8	Do Thi Hoa	-	Chief Accountant			0	0%	
8.1	Do Van Long	-	-			0	0%	
8.2	Ngo Thi Sinh	-	-			0	0%	

8.3	Do Thi Vinh	-	-			0	0%	
8.4	Do Van Manh	-	-			0	0%	
8.5	Do Thi Uyen	-	-			0	0%	
8.6	Dang Ngoc Thanh	-	-			0	0%	
8.7	Dang Ngoc Tue Linh	-	-	.....		0	0%	Early
8.8	Dang Minh Duc	-	-	.....		0	0%	Early
9	<b>Tu Thi Huong</b>	-	<b>Secretary and Administrator</b>			<b>50</b>	<b>0,00008%</b>	



9.1	Tu Minh Cuong	-	-			0	0%	
9.2	Hoang Thi Thong	-	-			0	0%	
9.3	Dinh Duc Manh	-	-			0	0%	
9.4	Dinh Kim Anh	-	-	.....		0	0%	Early
9.5	Dinh Ngoc Han	-	-	.....		0	0%	Early