



No.: 15/BC-TSA

THE SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom - Happiness

Ha Nam, January 24<sup>th</sup>, 2025

**REPORT ON CORPORATE GOVERNANCE**  
**(in 2024)**

**To: The State Securities Commission;**  
**Ha Noi Stock Exchange.**

- Name of company: TRUONG SON INVESTMENT AND CONSTRUCTION JOINT STOCK COMPANY.

- Address of headoffice: Chau Son Industrial park, Chau Son Ward, Phu Ly City, Ha Nam Province, Viet Nam Nation.

- Telephone: 02262.210.666

Email: Congtytruongson2002@gmail.com

- Charter capital: 350.000.000.000 VND

- Stock symbol: TSA

- Governance model:

+ General Meeting of Shareholders, Board of Directors, Board of Supervisors, General Director and Director.

- The implementation of internal audit: Not yet implemented.

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

Information on meetings, resolutions and decisions of the General Meeting of Shareholders (including the resolutions of the General Meeting of Shareholders approved in the form of written comments):

No.	Resolution/Decision No.	Date	Content
01	06/NQ-TS	01/05/2024	- Approved the preliminary report on activities and development orientation for the period 2024-2025;

No.	Resolution/Decision No.	Date	Content
			<ul style="list-style-type: none"> <li>- Approved amendments and supplements to the Company's Charter;</li> <li>- Approved the Plan to offer additional shares to the public</li> <li>- Approved authorization of the Board of Directors to decide a number of issues under the authority of the General Meeting of Shareholders.</li> </ul>
02	50/NQ-TSA	04/26/2024	<ul style="list-style-type: none"> <li>- Approved the Board of Directors' Activity Report;</li> <li>- Approved the Operational Report of the Board of General Directors;</li> <li>- Approved the Supervisory Board's Activity Report;</li> <li>- Approved the audited 2023 Financial Statements;</li> <li>- Approved the 2023 Profit Distribution Plan;</li> <li>- Approved the selection of auditing unit in 2024;</li> <li>- Approved updating and modifying business lines.</li> </ul>
03	143/NQ-ĐHĐCĐ	10/21/2024	<ul style="list-style-type: none"> <li>- Approved of the Report on operating results for the first 9 months of 2024 and orientation to improve Company governance;</li> <li>- Approved of the Report on the implementation of the Plan to offer additional shares to the public to increase charter capital in 2024;</li> <li>- Approved the Proposal on authorizing the Board of Directors to decide on a number of issues under the authority of the General Meeting of Shareholders;</li> <li>- Approved the Proposal on listing TSA shares.</li> </ul>

## II. Board of Directors (in 2024):

### 1. Information about the members of the Board of Directors:



No.	Board of Directors' members	Position (Independent members of the Board of Directors, Non-executive members of the Board of Directors)	The date becoming/ceasing to be the member of the Board of Directors	
			Date of appointment	Date of dismissal
1	Mr. Nguyen Van Truong	Chairman of the Board of Directors	01/14/2019	
2	Mr. Dang Van Thuyet	Vice Chairman of the Board of Directors	01/04/2021	
3	Mr. Doan Van Thanh	Member of the Board of Directors and General Director	04/15/2022	
4	Mr. Nguyen Xuan Chinh	Non-executive members of the Board of Directors	01/04/2021	
5	Mr. Dang Tran Thanh	Independent member of the Board of Directors	04/15/2022	

## 2. Meetings of the Board of Directors:

No.	Board of Director's member	Number of meetings attended by Board of Directors	Attendance rate	Reasons for absence
1	Mr. Nguyen Van Truong	14	100%	
2	Mr. Dang Van Thuyet	14	100%	
3	Mr. Doan Van Thanh	14	100%	
4	Mr. Nguyen Xuan Chinh	14	100%	
5	Mr. Dang Tran Thanh	14	100%	

## 3. Supervising the Board of Management by the Board of Directors:

In 2024, the Board of Directors still regularly and promptly supervises and directs the activities of the Board of General Directors according to its functions and authority, in accordance with the provisions of the Enterprise Law 2020 and the Charter of Operations' Company action:

- Regularly supervise the implementation of production and business plans. Require the Board of General Directors to regularly report performance results for each production period. Propose timely solutions to improve production and business efficiency.
- Monthly meetings are held for the entire Company with members including: Board of Directors, Board of Supervisors, Board of General Directors, Heads of departments. To evaluate the level of implementation of production and business tasks and implementation results: Set out a detailed plan for the next month; Resolve remaining problems in the Company's production and business process.
- Regularly remind and urge the Board of Directors to report and disclose information in accordance with current legal regulations.

**4. Activities of the Board of Directors' subcommittees (if any):**

The Board of Directors does not establish affiliated subcommittees.

**5. Resolutions/Decisions of the Board of Directors (annual report):**

No.	Resolution/Decision No.	Date	Content	Approval rate
1	21/NQ-TSA	02/22/2024	Resolution of the Board of Directors on holding the Annual General Meeting of Shareholders in 2024	100%
2	37/NQ-TSA	04/22/2024	Resolution of the Board of Directors on the election of Vice Chairman of the Board of Directors for the 2022-2027 term	100%
3	59/NQ-HĐQT	05/13/2024	Resolution of the Board of Directors on the detailed plan for offering additional shares to the public	100%
4	62/NQ-HĐQT	05/13/2024	Resolution of the Board of Directors on approval of registration documents for public offering of shares	100%



5	73/NQ-TSA	06/26/2024	Resolution of the Board of Directors on selecting an auditing unit in 2024	100%
6	94/NQ-HĐQT	08/13/2024	Resolution of the Board of Directors on continuing to implement the plan to issue additional shares to the public and the detailed plan for using capital obtained from the offering	100%
7	95/NQ-HĐQT	08/13/2024	Resolution of the Board of Directors on approval of registration documents for public offering of shares	100%
8	101/NQ-HĐQT	08/15/2024	Resolution of the Board of Directors on amending details of the Company's business lines	100%
9	107/NQ-TSA	08/26/2024	Resolution of the Board of Directors on holding the 2nd Extraordinary General Meeting of Shareholders in 2024	100%
10	110/NQ-HĐQT	08/29/2024	Resolution of the Board of Directors on continuing to implement the plan to offer additional shares to the public and the detailed plan for using capital obtained from the offering	100%
11	130/NQ-HĐQT	10/08/2024	Resolution of the Board of Directors on adjusting the plan to ensure the maximum foreign ownership ratio at the Company in the public offering of additional shares in 2024	100%
12	145/NQ-HĐQT	10/23/2024	Resolution of the Board of Directors on correcting and adjusting some information content in the registration dossier to offer additional shares to the public in 2024	100%
13	158/NQ-HĐQT	12/13/2024	Resolution of the Board of Directors on the implementation of additional public offering of shares and finalization of the	100%

			shareholder list for exercising the rights to purchase shares by existing shareholders	
14	164/NQ-HĐQT	12/23/2024	Resolution of the Board of Directors on the correction of information regarding the implementation of additional public offering of shares and finalization of the shareholder list for exercising the rights to purchase shares by existing shareholders	100%

### III. Board of Supervisors (annual report)

#### 1. Information about members of Board of Supervisors:

No.	Members of Board of Supervisors	Position	The date becoming/ceasing to be the member of the Board of Supervisors	Qualification
1	Mrs. Chu Hai Yen	Head of the Supervisory Board	01/04/2021	Bachelor of Accounting
2	Mrs. Hoang Thi Thao	Member of the Supervisory Board	01/04/2021	Bachelor of Accounting
3	Mr. Nguyen Van Thoa	Member of the Supervisory Board	01/04/2021	Construction Engineer

#### 2. Meetings of Board of Supervisors

No.	Members of Board of Supervisors	Number of meetings attended	Attendance rate	Voting rate	Reasons for absence
1	Mrs. Chu Hai Yen	4	100%	100%	
2	Mrs. Hoang Thi Thao	4	100%	100%	
3	Mr. Nguyen Van Thoa	4	100%	100%	



**3. Supervising Board of Directors, Board of Management and shareholders by Board of Supervisors or Audit Committee:**

- In 2024, the Supervisory Board has closely coordinated with the Board of Directors and the Board of General Directors in inspecting and monitoring the Company's production and business activities and financial situation.
- On the part of the Board of Directors, the Board of General Directors and functional departments have provided complete and timely information and documents on the management, administration and business activities of the Company at the request of the Company. Board of Supervisors; create conditions for the Supervisory Board to exercise its rights and duties in accordance with the provisions of law and the Company's Charter.
- Regarding relations with shareholders: In 2024, there didn't have documents from shareholders or groups of shareholders sent to the Supervisory Board to request an inspection of issues related to the management and administration of the Board of Directors. Board of Directors, Board of Directors and other aspects of the Company's operations.

**4. The coordination among the Board of Supervisors, Audit Committee, the Board of Management, Board of Directors and other managers:**

- Inspect and review issued internal management documents to ensure compliance with newly issued legal regulations and the Company's development situation.
- Quarterly, appraise reports evaluating the management work of the Board of Directors, reporting on the production and business situation of the General Director of the Company and appraising financial statements, ensuring that the reports reflect an average actual business operations and financial situation of the company at the time of reporting.
- Check the resolutions and decisions of the Board of Directors to ensure the appropriateness of authority in decision-making work. Participate in contributing ideas and performing a comprehensive control role (inspection and supervision before, during and after operations), identifying and controlling potential risks within or outside the company.
- Control the management and use of capital to preserve and develop the Company.

**5. Other activities of the Board of Supervisors (if any): Do not have.**

**IV. Board of Management**

No.	Members of Board of Management	Date of birth	Qualification	Date of appointment/dismissal of members of the Board of Management
1	Mr. Doan Van Thanh	09/20/1984	Electrical Engineer	12/29/2022

2	Mr. Le Son Tung	12/30/1984	Mechanical Engineer manufacturing machines	01/15/2019
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**V. Chief Accountant**

Name	Date of birth	Qualification	Date of appointment/dismissal
Mrs. Dang Thi Chinh	11/22/1982	Bachelor of Accounting	04/17/2018

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

Training courses on corporate governance that members of the Board of Directors, members of the Supervisory Board, General Director, other managers and the Company Secretary have participated in according to regulations on corporate governance: None.



**VII. The list of affiliated persons of the public company (Semi-annual report/annual report) and transactions of affiliated persons of the Company**

**1. The list of affiliated persons of the Company**

No.	Name of organization/individual	Securities trading account (if any)	Position at the Company (if any)	NSH No. *, date of issue, place of issue	Address	Time of starting to be affiliated person	Time of ending to be affiliated person	Reasons	Relationship with the Company
<b>1</b>	<b>Nguyen Van Truong</b>		<b>Chairman of the Board of Directors</b>			<b>01/14/2019</b>		<b>Chairman of the Board of Directors</b>	<b>Major shareholder/ Internal people</b>
1.1	Nguyen Thi Quyet					01/14/2019		Mother	
1.2	Hoang Xuan Du					01/14/2019		Father-in-law	
1.3	Nguyen Thi Le					01/14/2019		Mother-in-law	





1.9	Dang Van Thuyet		Vice Chairman of BOD			01/14/2019		Brother-in- law	Internal people
1.10	Hoang Kim Hue					01/14/2019		Wife	Major shareholder
1.11	Nguyen Dieu Linh					01/14/2019		Daughter	Major shareholder
1.12	Nguyen Quang Lam					01/14/2019		Son	
1.13	Nguyen Quang Tam					01/14/2019		Son	
2	Doan Van Thanh		Member of BOD and General Director			04/15/2022		Member of BOD and General Director	Internal people

2.1	Doan Xuan Hoa							04/15/2022		Father	
2.2	Nguyen Thi Hoi							04/15/2022		Mother	
2.3	Nguyen Ba Thao							04/15/2022		Father-in-law	
2.4	Pham Thi Oanh							04/15/2022		Mother-in-law	
2.5	Doan Thi Hue							04/15/2022		Older sister	
2.6	Pham Van Tuan							04/15/2022		Brother-in-law	



2.7	Doan Thi Hang						04/15/2022		Younger sister	
2.8	Pham Van Sinh						04/15/2022		Brother-in-law	
2.9	Doan Thi Thu						04/15/2022		Younger sister	
2.10	Doan Van Khoa						04/15/2022		Younger sister	
2.11	Nguyen Thi Nga						04/15/2022		Wife	
2.12	Doan Van Khang						04/15/2022		Son	

3	Dang Van Thuyet		Vice Chairman of BOD				01/04/2021		Vice Chairman of the BOD	Internal people
3.1	Dang Dinh Tan						01/04/2021		Father	
3.2	Nguyen Thi Quyet						01/04/2021		Mother-in-law	
3.3	Dang Thi Nhan						01/04/2021		Older sister	
3.4	Dang Thi Nhiem						01/04/2021		Older sister	
3.5	Dang Van Thuoc						01/04/2021		Older brother	



3.6	Dang Thi Thuong						01/04/2021		Older sister	
3.7	Dao Quang Vinh						01/04/2021		Brother-in-law	
3.8	Nguyen Tien Dat						01/04/2021		Brother-in-law	
3.9	Hoang Thi Khue						01/04/2021		Sister-in-law	
3.10	Nguyen Thi Thuy						01/04/2021		Wife	
3.11	Dang Thuy Hang						01/04/2021		Daughter	

3.12	Dang Thi Bich Ngoc						01/04/2021	Daughter	
3.13	Dang Ha Phuong						01/04/2021	Daughter	
4	Nguyen Xuan Chinh					Member of BOD	01/04/2021	Member of BOD	Internal people
4.1	Nguyen Thi Quyet						01/04/2021	Mother	
4.2	Hoang Dinh Doan						01/04/2021	Father-in-law	
4.3	Dinh Thi La						01/04/2021	Mother-in-law	





4.8	Nguyen Thi Thuy						01/04/2021		Younger sister	
4.9	Dang Van Thuyet		Vice Chairman of BOD				01/04/2021		Brother-in-law	Internal people
4.10	Hoang Thi Nhan						01/04/2021		Wife	
4.11	Nguyen Hoang Gia Hai						01/04/2021		Son	
4.12	Nguyen Moc Anh						01/04/2021		Daughter	
5	Dang Tran Thanh		Member of BOD				04/15/2022		Member of BOD	Internal people





5.7	Dang Tran Cong						04/15/2022		Younger brother	
5.8	Nguyen Thi Ha						04/15/2022		Sister-in-law	
5.9	Nguyen Thi Huyen						04/15/2022		Sister-in-law	
5.10	Vu Hoang Hiep						04/15/2022		Brother-in-law	
5.11	Vuong Dinh Vuong						04/15/2022		Brother-in-law	
5.12	Vu Thi Lan Huong						04/15/2022		Wife	

5.13	Dang Tran An						04/15/2022		Son	
5.14	Dang Uyen Nhi						04/15/2022		Daughter	
6	Chu Hai Yen						01/04/2021		Head of BOS	Internal people
6.1	Chu Van Lang						01/04/2021		Father	
6.2	Nguyen Thi Ngan						01/04/2021		Mother	
6.3	Nguyen Thi Dan						01/04/2021		Mother-in-law	



6.4	Chu Thi Chi							01/04/2021		Younger sister	
6.5	Chu Thi Thanh Chuc							01/04/2021		Younger sister	
6.6	Tran Xuan Hiep							01/04/2021		Sister-in-law	
6.7	Quan Van Tam							01/04/2021		Husband	
6.8	Quan Gia Huy							01/04/2021		Son	
6.9	Quan An Binh							01/04/2021		Son	

7	Hoang Thi Thao		Member of BOS				01/04/2021		Member of BOD	Internal people
7.1	Hoang Van Luong						01/04/2021		Father	
7.2	Ha Thi Hong Gam						01/04/2021		Mother	
7.3	Nguyen Thanh Tung						01/04/2021		Father-in-law	
7.4	Pham Thi Bang						01/04/2021		Mother-in-law	
7.5	Hoang Thi Quyen						01/04/2021		Younger sister	

7.6	Nguyen Xuan Bach							01/04/2021		Husband	
7.7	Nguyen Quang Huy							01/04/2021		Son	
7.8	Nguyen Quang Dang							01/04/2021		Son	
8	Nguyen Van Thoa					Member of BOS		01/04/2021		Member of BOS	Internal people
8.1	Nguyen Duc Thinh							01/04/2021		Father	
8.2	Do Thi Thuy							01/04/2021		Mother	



8.3	Hoang Thi Mui							01/04/2021		Mother-in-law	
8.4	Nguyen Thi Thoa							01/04/2021		Older sister	
8.5	Pham Van Ninh							01/04/2021		Brother-in-law	
8.6	Nguyen Xuan Thuong							01/04/2021		Older brother	
8.7	Hoang Thi Nhai							01/04/2021		Sister-in-law	
8.8	Nguyen Thi Thanh							01/04/2021		Older sister	

8.9	Nguyen Manh Tuan							01/04/2021			Brother-in-law	
8.10	Nguyen Thi Thoan							01/04/2021			Older sister	
8.11	Nguyen Minh Ky							01/04/2021			Brother-in-law	
8.12	Nguyen Thi Hoan							01/04/2021			Wife	
8.13	Nguyen Quynh Trang							01/04/2021			Daughter	
8.14	Nguyen Quoc Nam							01/04/2021			Son	

9	Le Son Tung	0001461962	Deputy General Director				01/15/2019		Deputy General Director	Internal people
9.1	Le Duc Loi						01/15/2019		Father	
9.2	Tran Thi Thanh						01/15/2019		Mother	
9.3	Vu Gia Hai						01/15/2019		Father-in-law	
9.4	Tran Thi Bich						01/15/2019		Mother-in-law	
9.5	Le Thi Thu Hien						01/15/2019		Older sister	
9.6	Pham Xuan Thang						01/15/2019		Brother-in-law	





10.3	Bui Trong Tinh							04/17/2018		Father-in-law	
10.4	Nguyen Thi Vien							04/17/2018		Mother-in-law	
10.5	Dang Tran Nghia							04/17/2018		Younger brother	
10.6	Pham Thi Bich							04/17/2018		Sister-in-law	
10.7	Bui Duc Trong							04/17/2018		Husband	
10.8	Bui Thanh Mai							04/17/2018		Daughter	

10.9	Bui Minh Duc				04/17/2018	Son	
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*NSH No.: ID card No./Passport No. (As for individuals) or Business Registration Certificate No., License on Operations or equivalent legal documents (As for organisations).*

**2. Transactions between the Company and its affiliated persons or between the Company and its major shareholders, internal persons and affiliated persons: Do not have.**

**3. Transaction between internal persons of the Company, affiliated persons of internal persons and the Company's subsidiaries in which the Company takes controlling power: Do not have.**

**4. Transactions between the Company and other objects**

**4.1. Transactions between the Company and the company that its members of Board of Management, the Board of Supervisors, Director (General Director) have been founding members or members of Board of Directors, or CEOs in three (03) latest years (calculated at the time of reporting): Do not have.**

**4.2. Transactions between the Company and the company that its affiliated persons with members of Board of Directors, Board of Supervisors, Director (General Director) and other managers as a member of Board of Directors, Director (General Director or CEO): Do not have.**

**4.3. Other transactions of the Company (if any) may bring material or non- material benefits for members of Board of Directors, members of the Board of Supervisors, Director (General Director) and other managers: Do not have**

**VIII. Share transactions of internal persons and their affiliated persons (Semi-annual report/annual report)**

**1. The list of internal persons and their affiliated persons công ty / Transactions of internal persons and affiliated persons with shares of the Company**



No.	Name	Securities trading account (if any)	Position at the company (if any)	ID card No./Passport No., date of issue, place of issue	Address	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
1	Nguyen Van Truong		Chairman of BOD			7.000.000	20,000%	Chairman of BOD
1.1	Nguyen Thi Quyet							Father
1.2	Hoang Xuan Du							Father-in-law
1.3	Nguyen Thi Le							Mother-in-law











2.8	Pham Van Sinh								Brother-in-law
2.9	Doan Thi Thu								Younger sister
2.10	Doan Van Khoa								Younger sister
2.11	Nguyen Thi Nga								Wife
2.12	Doan Phuc Khang								Son







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4.5	Hoang Kim Hue								3.500.000	10,000%	Sister-in-law
4.6	Nguyen Thi Chuyen										Older sister
4.7	Nguyen Sy Tuan										Brother-in-law
4.8	Nguyen Thi Thuy										Younger sister

4.9	Dang Van Thuyet		Vice Chairman of BOD			1.050.000	3,000%	Brother-in-law
4.10	Hoang Thi Nhan							Wife
4.11	Nguyen Hoang Gia Hai							Son
4.12	Nguyen Moc Anh							Daughter
5	Dang Tran Thanh		Member of BOD					Member of BOD





5.6	Dang Tran Bich								Older brother
5.7	Dang Tran Cong								Younger brother
5.8	Nguyen Thi Ha								Sister-in-law
5.9	Nguyen Thi Huyen								Sister-in-law
5.10	Vu Hoang Hiep								Brother-in-law







6.5	Chu Thi Thanh Chuc								Younger sister
6.6	Tran Xuan Hiep								Brother-in-law
6.7	Quan Van Tam								Husband
6.8	Quan Gia Huy								Son
6.9	Quan An Binh								Son

7	Hoang Thi Thao		Member of BOS				578.750	1,654%	Member of BOS
7.1	Hoang Van Luong								Father
7.2	Ha Thi Hong Gam								Mother
7.3	Nguyen Thanh Tung								Father-in-law
7.4	Pham Thi Bang						10.000	0,03%	Mother-in-law
7.5	Hoang Thi Quyen						7.000	0,02%	Younger sister





8.2	Do Thi Thuy								Mother	
8.3	Hoang Thi Mui								Mother-in-law	
8.4	Nguyen Thi Thoa								Older sister	
8.5	Pham Van Ninh								Brother-in-law	

8.6	Nguyen Xuan Thuong																Older brother
8.7	Hoang Thi Nhai																Sister-in-law
8.8	Nguyen Thi Thanh																Older sister
8.9	Nguyen Manh Tuan																Brother-in-law
8.10	Nguyen Thi Thoan																Older sister





9.1	Le Duc Loi								Father	
9.2	Tran Thi Thanh								Mother	
9.3	Vu Gia Hai								Father-in-law	
9.4	Tran Thi Bich								Mother-in-law	
9.5	Le Thi Thu Hien								Older sister	

9.6	Pham Xuan Thang									Brother-in-law
9.7	Vu Thi Hong Hue									Wife
9.8	Le Vu Nguyet Minh									Daughter
9.9	Le Vu Tuan Quang									Son
10	Dang Thi Chinh					Chief Accountant, Authorized person for information disclosure		35.000	0,100%	Chief Accountant, Authorized person for information disclosure
10.1	Dang Tran Hai									Father







2. Transactions of internal persons and affiliated persons with shares of the company:  
Do not have

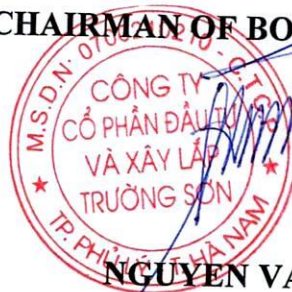
**IX. Other significant issues**

Do not have.

**Recipients:**

- Archive: Document office,

**CHAIRMAN OF BOARD OF DIRECTOR**



**NGUYEN VAN TRUONG**