

REPORT ON CORPORATE GOVERNANCE

(Year of 2025)

To: - State Securities Commission
- Hanoi Stock Exchange

Company name: **TTBGROUP Joint Stock Company**

Head office address: Group 3, Quan Trieu Ward, Thai Nguyen Province (Previously: Group 3, Quang Vinh Ward, Thai Nguyen City, Thai Nguyen Province)

Telephone: (+84) 2083 756 699 Email: chungcutienbo@gmail.com

Charter capital: VND 1,015,095,830,000 (In words: One trillion, fifteen billion, ninety-five million, eight hundred thirty thousand Vietnamese dong).

Stock code: TTB

Corporate governance model: General Meeting of Shareholders (GMS), Board of Directors (BOD), Supervisory Board (SB), and General Director.

I. Activities of the General Meeting of Shareholders (GMS)

Information on meetings and resolutions of the GMS:

Resolution No. 01/2025/NQ-GMS dated 12/05/2025 approved the following:

- BOD activity report 2024.
- SB activity report 2024.
- Business performance report 2024 and business plan for 2025.
- Remuneration of the BOD and SB for 2025.
- Selection of audit firm for 2025.
- Remedial plan for violations per 2023 investigation by Thai Nguyen Police.

II. Board of Directors (BOD)

1. Information on BOD members:

No.	Name	Position	Appointment Date	Dismissal Date
1	Mr. Tran Thanh Binh	Chairman	28/06/2024	

2	Mr. Phung Van Thai	Member	28/06/2024	
3	Mr. Nguyen Thanh Hung	Member	28/06/2024	
4	Mr. Hoang Trung Thanh	Independent Member	28/06/2024	
5	Mr. La Cong Quynh	Independent Member	28/06/2024	

2. BOD meetings:

No.	Name	Meetings Attended	Attendance Rate (%)	Absence Reason
1	Mr. Tran Thanh Binh	6/6	100%	
2	Mr. Phung Van Thai	6/6	100%	
3	Mr. Nguyen Thanh Hung	6/6	100%	
4	Mr. Hoang Trung Thanh	6/6	100%	
5	Mr. La Cong Quynh	3/6	50%	Personal reasons

3. Supervisory Activities of the Board of Directors (BOD) over the Executive Board:

The Executive Board has carried out its duties in accordance with the Company's Charter, the resolutions of the General Meeting of Shareholders (GMS) and the BOD, as well as other tasks within its delegated authority. Specific supervisory activities include:

- Monitoring the implementation of resolutions issued by the GMS and the BOD.
- Organizing supervision and executing the Company's business plans in accordance with the spirit of Resolution No. 68-NQ/TW dated May 4, 2025, issued by the Politburo.

- Overseeing the implementation of projects that have been completed, are currently underway, or are in preparation.
- Supervising the Company's information disclosure activities to ensure transparency and timeliness in compliance with legal regulations.
- Monitoring the performance of the Executive Board to enhance operational efficiency based on the set business targets.

4. Resolutions of the Board of Directors (BOD):

No.	Resolution No.	Date	Content	Approval Rate
1	01/NQ-BOD	12/03/2025	Approval of the extension and determination of the date for the 2025 Annual General Meeting of Shareholders.	100%
2	02/NQ-BOD	19/03/2025	Approval of the change and selection of the auditing firm for the financial statements of 2022, 2023, 2024 and the review of interim financial statements for 2023 and 2024.	100%
3	18/NQ-BOD	25/05/2025	Approval of the implementation of Resolution No. 68 of the Politburo on the development of the private sector.	100%
4	04/NQ-BOD	26/06/2025	Approval of the dismissal of the Deputy General Director.	100%
5	05/NQ-HĐQT	06/10/2025	Approval of the dismissal, Appointment Person in charge of Corporate Governance , Company Secretary and the dissolution of the Internal Audit Department	100%
6	07/NQ-HĐQT	14/10/2025	Approval of credit granting by VPBank	100%

III. Supervisory Board (SB)

1. Information on SB members:

No.	Name	Position	Date of Appointment	Date of Resignation	Educational Background
1	Mr. Ngoc Van Ninh	Head of SB	28/06/2024		Bachelor of Economics
2	Ms. Luong Thuy Linh	Member of SB	28/06/2024		Bachelor of Law
3	Ms. Nong Thi Le	Member of SB	28/06/2024		Bachelor of IT

2. SB meetings:

No.	Name	Meetings Attended	Attendance Rate (%)	Voting Rate (%)	Absence Reason
1	Mr. Ngoc Van Ninh	4/4	100%	100%	
2	Ms. Luong Thuy Linh	4/4	100%	100%	
3	Ms. Nong Thi Le	4/4	100%	100%	

3. Supervisory Activities of the Supervisory Board over the Board of Directors and Executive Management:

The Supervisory Board performed its oversight duties with a focus on the following areas:

- Assessing compliance with applicable laws, adherence to the Company's Charter, and the execution of resolutions adopted by the General Meeting of Shareholders (GMS), the Board of Directors (BOD), and the Executive Board.
- Reviewing the appropriateness, legality, transparency, and prudence in management practices, as well as the consistency and accuracy of the Company's accounting operations.

- Evaluating the effectiveness and efficiency of the Company's internal control systems, internal audit functions, risk management frameworks, and early warning mechanisms.

4. Coordination Between the Supervisory Board and the BOD, Executive Board, and Other Management Personnel:

- The Supervisory Board received strong support and close cooperation from the BOD, the Executive Board, and relevant departments, enabling it to fulfill its oversight responsibilities effectively.
- The BOD proactively provided strategic direction, supervised organizational restructuring and operational improvements, and ensured business continuity and efficiency in alignment with GMS resolutions.
- The Executive Board demonstrated strong commitment in implementing resolutions passed by the GMS and the BOD, which contributed to mitigating risks and minimizing operational non-compliance.
- Relevant departments submitted timely and comprehensive monthly and quarterly reports, ensuring the Supervisory Board remained well-informed of the Company's operational status.

IV. Executive Board

No.	Name	Date of Birth	Qualification	Appointment Date	Dismissal Date
1	Mr. Phung Van Thai – General Director	20/10/1979	Bachelor of Business Administration	29/07/2024	
2	Mr. Nguyen Thanh Hung – Deputy General Director	13/07/1978	Bachelor of Construction	18/09/2024	26/06/2025

V. Chief Accountant

No.	Name	Date of Birth	Qualification	Appointment Date
1	Mr. Ha Thanh Xuan	26/09/1980	Accounting	13/09/2023

VI. Corporate Governance Training

Corporate Governance Training Attended by Members of the Board of Directors, Supervisory Board, Chief Executive Officer, Senior Management, and the Corporate Secretary:

- Participation in seminars on the development of the private sector in relation to public companies, as well as training sessions on recent regulatory updates, including the Law on Securities, the Law on Enterprises, information disclosure regulations in the securities market, and relevant decrees and circulars jointly issued by the State Securities Commission and other regulatory and supervisory authorities in coordination with public companies.
- In-house training on corporate culture conducted within the Company.

VII. List of Related Parties of the Public Company and Transactions Between the Company and Its Related Parties

1. List of Related Parties: Please refer to Appendix I attached herein.
2. Transactions conducted between the Company and its related parties; or between the Company and major shareholders, insiders, and persons related to insiders.

No.	Name of Organization/ Individual	Relationship with the Company	ID/Registration No., Date & Place of Issue	Registered Office / Contact Address	Date of Transaction with the Company	Resolution No. / Decision of GMS/BOD (if any; specify date of issuance)	Description, Quantity, Total Transaction Value	Notes
	None occurred							

3. Transactions Between Company Insiders and Their Related Parties with Subsidiaries or Entities Controlled by the Company

No.	Transacting Party	Relationship with Insider	Position at the Public Company	ID/Passport No., Date of Issue, Place of Issue	Address	Name of Subsidiary or Controlled Entity	Time of Transa ction	Description, Quantity, Total Value of Transaction	Notes
	None occurred								

4. Transactions Between the Company and Other Relevant Parties

4.1. Transactions between the Company and any company in which members of the Board of Directors, members of the Supervisory Board, the General Director (CEO), or other key managerial personnel have been or are currently founding shareholders, members of the Board of Directors, or executive directors within the past three (03) years (as of the reporting date):

None occurred.

4.2. Transactions between the Company and any company in which related persons of members of the Board of Directors, members of the Supervisory Board, the General Director (CEO), or other key managerial personnel currently serve as members of the Board of Directors or executive directors:

None occurred.

4.3. Any other transactions of the Company (if any) that may give rise to material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, the General Director (CEO), or other key managerial personnel:

None occurred.

VIII. Share Transactions by Insiders and Related Persons of Insiders

1. List of Insiders and Related Persons: Refer to Appendix II attached herein.

2. Share Transactions Conducted by Insiders and Their Related Persons:

None.

IX. Other Noteworthy Issues

None.

Recipients:

- As addressed;
- Archive: Office.

**CHAIRMAN OF THE BOARD
OF DIRECTORS**



Tran Thanh Binh



APPENDIX I – LIST OF RELATED PARTIES OF TTBGROUP JOINT STOCK COMPANY

(Attached to the Corporate Governance Report – 2025)

No	Name of Organization/Individual	Securities Trading Account (if any)	Position in the Company (if any)	ID/Registration No.*, Date & Place of Issue	Registered Office / Contact Address (**)	Date of Becoming a Related Party	Date of Ceasing to Be a Related Party	Reason	Nature of Relationship with the Company
1	Mr. Tran Thanh Binh		Chairman of the Board			28/06/2024			Insider
2	Mr. Phung Van Thai		Member of the Board of Directors			28/06/2024			Insider
			General Director			29/07/2024			Insider
3	Mr. Nguyen Thanh Hung		Member of the Board of Directors			28/06/2024			Insider
			Deputy General Director			18/09/2024	26/06/2025	Dismissed by resolution of the Board of Directors	Insider
4	Mr. Hoang Trung Thanh		Independent Member of the Board			28/06/2024			Insider

5	Mr. La Cong Quynh	-	Independent Member of the Board			28/06/2024			Insider
6	Mr. Ngoc Van Ninh	-	Member of the Supervisory Board			28/06/2024			Insider
7	Ms. Luong Thuy Linh		Member of the Supervisory Board			28/06/2024			Insider
8	Ms. Nong Thi Le		Member of the Supervisory Board			28/06/2024			Insider



9	Ms. Tran Thi Quynh		Member of the Internal Audit Committee			02/06/2022			Insider
10	Ms. Nguyen Thi Thu Hue		Member of the Internal Audit Committee			02/06/2022			Insider
11	Ms. Nguyen Thi Thao		Corporate Governance Officer cum Company Secretary			27/01/2022			Insider
12	Mr. Ha Thanh Xuan		Chief Accountant			13/09/2023			Insider

