

**THAI HA BRIDGE BOT
JOINT STOCK COMPANY**

No.: 0905/2025/GT-BCTC- BOT
(Rdg: Explanation of Audited
Financial Statements 2024)

SOCIALIST REPUBLIC OF VIET NAM
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Thai Binh, May 09, 2025

To: - State Securities Commission of Vietnam

- Hanoi Stock Exchange (HNX)

Organization name : Thai Ha Bridge Bot Joint Stock Company
Stock Symbol : BOT
Head office : Phu Vat Hamlet, Tien Duc Commune, Hung Ha District, Thai Binh
Phone : 022.7389.1818
Fax : 024.6266.9797

Pursuant to the Information Disclosure instructions of Circular No. 96/2020/TT-BTC dated November 16, 2020 of the Ministry of Finance, Thai Ha Bridge BOT Joint Stock Company would like to provide the explanation of the Audited Financial Statements 2024 as follows:

I - Explanation of the audit unit's opinion:

1. Disclaimer of Opinion:

Item 1:

Auditor's Opinion: As disclosed in Note V.7 of the Notes to the Financial Statements, the historical cost of the fixed asset being BOT Thai Ha Bridge was recognized based on the Auditor's report on Final Accounts No. 90/2020/RSMHN-BCKTXD dated 31 March 2020, issued by RSM Vietnam Auditing & Consulting Co., Ltd. – Hanoi Branch, amounting to VND 1,375,425,634,893. This amount includes loan interest expenses totaling VND 178,892,919,950, incurred outside the project implementation period (from 1 May 2017 to 31 December 2018), which were not accepted for settlement agreement by the Ministry of Transport. According to Official Letter No. 12217/BGTVT-TC dated 18 November 2021, regarding the agreed settlement value of investment costs for Thai Ha Bridge construction project over the Red River, which connects Thai Binh and Ha Nam provinces to Cau Gie – Ninh Binh Expressway (Phase I) under a BOT contract, the Ministry of Transport notified the agreed settlement value of the project as VND 1,272,878,942,550 (including VAT). We were unable to obtain sufficient documentation to determine the VAT-exclusive value of the project asset and, accordingly, could not determine the precise adjustments, if any, required to the relevant Financial Statement line items.

Explanation:

The Thai Ha Bridge BOT project, connecting Thai Binh and Ha Nam provinces with the Cau Gie - Ninh Binh Expressway, completed the construction phase in April 2017. However, due to delays in projects at both ends of the bridge (managed by other units), toll

collection only began on January 1, 2019. During the toll collection period, the road remained open for people to use, while the company incurred bank loan interest of more than VND 178 billion. After the Ministry of Transport responded to the project's final settlement value, the company continued to propose to include this additional cost in the settlement to reduce financial losses..

Item 2:

Auditor's Opinion: As disclosed in Notes VI.1 and VI.2 of the Notes to the Financial Statements, the Company has recognized revenue from sales of merchandise (including machinery and equipment for the assembly line of dialysis filters and JSW plastic injection molding machines) to CNC Capital Vietnam Joint Stock Company and PIV Joint Stock Company, totaling VND 357,737,722,161, with a gross profit margin of 89.72%. According to the contracts, the selling price included transportation, installation, user training, technology transfer, travel and accommodation expenses for experts, as well as maintenance, warranty, servicing, and technology upgrade fees over a 10-year period. However, we were not provided with a detailed breakdown of the value of each component included in the selling price. Accordingly, we were unable to determine the value of merchandise that had been transferred and met the criteria for revenue recognition during the year, nor could we determine the amounts that should have been recorded under “Advances from Customers” or “Unearned Revenue.” As a result, we were unable to express an opinion on the revenue from these sales transactions.

Explanation:

In 2024, the Company expanded its commercial activities in the field of machinery and equipment, including contracts to supply equipment to partners. To ensure stable operation of the production line, maintain product quality and improve productivity, partners requested Thai Ha Bridge BOT Company to perform maintenance, warranty, maintenance, technology transfer and related costs. The Company has built the selling price based on capital costs and other fees, ensuring that it is consistent with market prices and approved by partners. All contract documents, transactions and business activities of the Company fully comply with current legal regulations.

Item 3:

Auditor's Opinion: As disclosed in Note V.5b of the Notes to the Financial Statements, as at 31 December 2024, the Company recorded a long-term other receivable of VND 325,445,000,000 relating to a Business Cooperation Contract with Viet Phat Construction Investment Company Limited (a related party/party responsible for capital management) for the distribution of medical dialysis filter products. We were not provided with evidence on the capital needs, planned or actual capital utilization schedules, reports on the effectiveness of capital use by the party responsible for capital management, or the Company's monitoring mechanisms (if applicable). Accordingly, we were unable to assess the recoverability of this business cooperation receivable.

Explanation:

During the year, the company's Board of Directors realized that the business of medical blood filter products has great potential, bringing stable and sustainable profits. Therefore, the company decided to cooperate with **Viet Phat Construction Investment Company**

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Limited to implement the project of distributing this product. The selected partner is a reputable and experienced unit in the field of medical equipment business.

Investment reports and capital usage progress are updated periodically according to the agreement between the two parties, ensuring transparency and efficiency in the implementation process. The company's Board of Directors believes in the development potential of the project as well as the ability to recover capital from this cooperative investment.

Item 4:

Auditor's Opinion: As disclosed in Note V.4 of the Notes to the Financial Statements, as at 31 December 2024, the Company recorded "Prepayments to Suppliers" to High Tech Material Investment Joint Stock Company and Viet Cam Construction Materials Investment Joint Stock Company, totaling VND 49,229,000,000 and VND 39,385,000,000, respectively, for the purchase of construction sand under signed Contracts. However, since the advance payments were made, no purchase transactions have been executed. We were not provided with evidence on the suppliers' ability to fulfill the Contracts, nor were we provided with the Contracts the Company had signed with the customers or any planned usage schedules (if applicable). Accordingly, we were unable to express an opinion on the stated advances to suppliers, nor could we assess the recoverability of these advances..

Giải trình:

The company has a tradition of building and trading materials. To ensure the supply of goods, the company has paid in advance to suppliers such as High-Tech Materials Investment Joint Stock Company and Viet Cam Construction Materials Investment Joint Stock Company. However, in 2024, the partner's projects are becoming difficult, the first contracts cannot develop as planned.

Faced with this situation, the company plans to re-evaluate its sand business in 2025 to find a more effective way to use capital, ensuring stability and sustainable development in the construction materials sector.

Item 5:

Auditor's Opinion: We were appointed as auditors after 17 April 2025, and as a result, we were unable to observe the cash count at the beginning and end of the year. Using alternative audit procedures, we were also unable to express an opinion on the cash balances as at 31 December 2024, and 31 December 2023, which were recorded on the Balance Sheet at VND 374,575,833 and VND 583,876,950, respectively. Therefore, we were unable to determine the necessary adjustments to the cash balances, or to the related elements of the Balance Sheet, the Income Statement, and the Cash Flow Statement (if applicable).

Explanation:

Since the auditor was appointed after the cash counts had been conducted, the audit firm could not verify the cash balances at the beginning and end of the year. However, the Company has consistently complied with legal regulations and has fully implemented accounting and asset inventory procedures as required to ensure the transparency and accuracy of the financial statements.

Item 6:

Auditor's Opinion: The Company has not fully performed the reconciliation of accounts

payable to suppliers as at 31 December 2024, and 31 December 2023, amounting to VND 10,732,354,685 and VND 10,430,033,507, respectively (Note V.8). Using alternative audit procedures, we were unable to obtain sufficient appropriate audit evidence regarding these payables as at 31 December 2024, and 31 December 2023, nor could we assess the impact on the Financial Statements for the fiscal year ended 31 December 2024 (if applicable)

Explanation:

As requested by the audit firm, the Company has sent confirmation requests for account reconciliation to relevant suppliers. However, due to delays from the counterparties, the Company has not been able to provide sufficient documentation to the auditors. To ensure accuracy and transparency in the financial reporting, the Company is committed to promptly supplementing and completing the reconciliation process in the near future.

Auditor's Opinion: Disclaimer of Opinion

Due to the significance of the matters described in the section "**Basis for Disclaimer of Opinion**," we were unable to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on the accompanying financial statements.

2. Emphasis of Matters

"We would like to draw readers' attention to the following disclosures in the Notes to the Financial Statements:

- Note VII.3: As of December 31, 2024, the Company's current liabilities exceeded its current assets by VND 725,274,204,091. This condition, along with other matters described, indicates the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern.
- As disclosed in Note V.12 to the Notes to financial statements, the Company has made a provision for expenses related to routine and moderate repairs of the Thái Hà Bridge BOT Project in the amount of VND 7,108,000,000. The Company submitted the repair plan and cost estimate for the Thái Hà Bridge BOT Project for the year 2023, under Official Letter No. 35/2022/TH-KTKH dated December 26, 2022, to the Department For Roads Of Viet Nam. However, it has not yet been approved by the Department For Roads Of Viet Nam as a basis for implementation.

Our disclaimer of opinion does not relate to these matters."

Explanation:

In 2024, the toll collection business of Thai Ha Bridge BOT Joint Stock Company continued to face many challenges. However, thanks to a strategic shift in business direction, financial results have shown positive signs.

The Company's management has actively worked with relevant ministries and authorities to resolve outstanding issues in the Thai Ha Bridge BOT construction project, while also continuing to promote effective business activities.

Although current liabilities currently exceed current assets, the Company's management remains confident in its ability to meet all financial obligations and ensure the settlement of debts in the near future.

According to the BOT contract signed with the Ministry of Transport, the Company was responsible for maintenance work on the Thai Ha Bridge during 2023–2024. Therefore, it prepared a repair cost estimate and made a provision for these activities. At present, the Company is carrying out the reporting procedures in accordance with the process and regulations of the BOT contract.

II - Explanation for the Change in Profit After Corporate Income Tax in the Income Statement of the Reporting Period, with a Variation of 10% or More and a Shift from Loss to Profit Compared to the Same Period Last Year:

Item	Audited Report 2023	Audited Report 2024
Profit after tax	- 83.064.681.558	248.053.610.547

Explanation: The reason for the change is because:

Faced with prolonged financial difficulties due to toll collection revenues being insufficient to cover expenses, the Company's management proposed expanding its business into the field of machinery and manufacturing equipment. This proposal was approved at the 2024 Annual General Meeting of Shareholders.

Thanks to this strategic shift, the Company's business operations result in 2024 has turned from loss to profit, with operating results improving by more than 10% compared to the previous year. This is a positive sign that strengthens the Company's financial foundation and paves the way for sustainable development.

III – Explanation Regarding the Disclosure Timeline of the Audited Financial Statements

In 2024, the expansion of the Company's business led to an increase in workload and the number of partners, which in turn caused delays in obtaining confirmations from partners needed for the audit process. At the same time, the Company observed that the audit firm then performing the audit – AFC Vietnam Auditing Company Limited – Ha Thanh Branch – was unable to meet the required audit timeline. Therefore, the Company decided to terminate the audit contract and entered into a new contract with A&C Auditing and Consulting Company – Hanoi Branch to carry out the 2024 audit.

To ensure accuracy in the preparation of the financial statements and the audit process, the 2024 audit period was extended and could not be completed on time in accordance with Circular No. 155/2015/TT-BTC. As of now, the Company has received the audited results and respectfully submits its report to the Hanoi Stock Exchange. The Company affirms its full compliance with legal regulations and transparency in financial reporting.

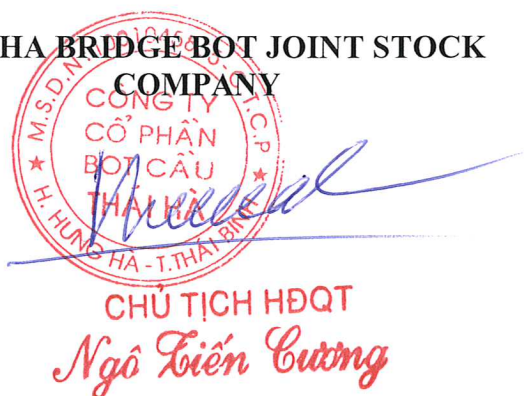
This is the explanation of Thai Ha Bridge BOT Joint Stock Company regarding the audited financial statements for the year 2024. We hereby affirm that the disclosed information is truthful and we take full legal responsibility for the contents herein.

Sincerely,

Recipients:

- As above;
- BOD, EB, BOS;
- Filing (Archive).

**THAI HA BRIDGE BOT JOINT STOCK
COMPANY**


CHỦ TỊCH HĐQT
Ngô Tiến Cường