**HMG: Annual Corporate Governance Report 2023**

On January 16, 2024, Vnsteel - Hanoi Steel Corporation announced Report No. 95/BC-HNS on the Corporate Governance in 2023 as follows:

* Name of Company: Vnsteel - Hanoi Steel Corporation
* Head office address: No. 20 Ton That Tung Street, Khuong Thuong Ward, Dong Da District, Hanoi
* Tel: 024 38521115-206, Fax: 02438523851, Email: [hns@hns.com.vn](mailto:hns@hns.com.vn)
* Charter capital: VND 90,000,000,000
* Securities code: HMG
* Corporate governance model: The General Meeting, Board of Directors, Supervisory Board and Managing Director.
* Internal audit: Unimplemented.

1. Activities of the General Meeting:

In 2023, the Company organized 01 Annual General Meeting 2023.

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| No. | General Mandate | Date | Contents |
| 01 | 537/NQ-HNS | April 14, 2023 | Annual General Mandate 2023:   * Approve the Report of the Board of Directors on evaluating 2022 results and the operational plan for 2023; * Approve the Report of the Supervisory Board in 2022 and the operational plan for 2023; * Approve the Audited Financial Statements 2022; * Approve the production, business, development, investment and finance plan for 2023; * Approve the salary realized in 2022 and the salary and remuneration plan for 2023; * Approve the plan on distributing profit after tax in 2022 and the dividend payment plan for 2023; * Approve the signing of contracts and transactions with related persons that are companies under Viet Nam Steel Corporation; * Approve the selection of an independent audit company to audit the Financial Statements 2023; * Approve the dismissal of members of the Board of Directors for the 2016 - 2020 term; * Approve the recommendation of supplementing members for the Board of Directors for the 2021-2025 term; * Approve the additional election results of members for the Board of Directors for the 2021-2025 term, |

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

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| No. | Member of the Board of Directors | Position | Date of appointment/dismissal as member of the Supervisory Board | |
| Appointment date | Dismissal date |
| 01 | Nguyen Thi Thu Hien | Chair of the Board of Directors | April 15, 2021 | April 14, 2023 |
| 02 | Le Minh Tu | Chair of the Board of Directors | April 14, 2023 |  |
| 03 | Nguyen Huy Thanh | Member of the Board of Directors-cum-Managing Director | April 15, 2021 |  |
| 04 | Hoang Ngoc Chien | Member of the Board of Directors-cum-Deputy Managing Director | April 15, 2021 |  |
| 05 | Le Xuan Anh | Member of the Board of Directors-cum-Deputy Managing Director | April 14, 2023 |  |
| 06 | Nguyen Hoang Viet | Member of the Board of Directors | April 15, 2021 |  |
| 07 | Tran Thanh Huong | Member of the Board of Directors | April 15, 2021 | April 14, 2023 |

1. Board Resolutions/Board Decisions in 2023

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| --- | --- | --- | --- |
| No. | Resolution/Decision | Date | Contents |
| 01 | 61/NQ-HNS | January 11, 2023 | Make provision for inventory and bad debts as of December 31, 2022 |
| 02 | 139/NQ-HNS | January 19, 2023 | Approve the policy of signing purchase and sale contracts and transactions with Thai Nguyen Iron And Steel Joint Stock Corporation |
| 03 | 117/NQ-HNS | January 16, 2023 | Convene the Annual General Meeting 2023. |
| 04 | 151/QD-HNS | January 31, 2023 | Decide to establish the Organizer Committee of the Annual General Meeting 2023 |
| 05 | 183/NQ-HNS | February 03, 2023 | Approve the settlement of salary fund for employees in 2022 |
| 06 | 212/NQ-HNS | February 09, 2023 | Approve the policy of selling steel billet to Thai Nguyen Iron And Steel Joint Stock Corporation |
| 07 | 282/NQ-HNS | February 24, 2023 | Approve the policy of dismissing officers |
| 08 | 286/NQ-HNS | February 24, 2023 | Approve the policy of assigning Mr Le Xuan Anh to be in charge of Shaped Steel Business Enterprise |
| 09 | 445/NQ-HNS | March 24, 2023 | Approve the policy of mortgaging assets and signing contract of capital borrowing limit at Vietnam Joint Stock Commercial Bank for Industry and Trade |
| 10 | 459/NQ-HNS | March 28, 2023 | Supplement the content for the Annual General Meeting 2023 |
| 11 | 465/NQ-HNS | March 29, 2023 | Settle retirement regime of Ms. Nguyen Thi Thu Hien - Chair of the Board of Directors |
| 12 | 471/NQ-HNS | March 30, 2023 | Evaluate the working results of Q1/2023 and the working plan for Q2/2023 |
| 13 | 537/NQ-HNS | April 14, 2023 | Annual General Mandate 2023 |
| 14 | 539/NQ-HNS | April 14, 2023 | Resolution on electing the Chair of the Board of Directors of the 2021-2025 term. |
| 15 | 575/QD-HNS | April 20, 2023 | Decide to assign tasks for members of the Board of Directors |
| 16 | 576/NQ-HNS | April 20, 2023 | Approve the policy of additionally mortgaging assets at Vietnam Joint Stock Commercial Bank for Industry and Trade |
| 17 | 606/NQ-HNS | April 26, 2023 | Approve the policy of signing purchase and sale contracts and transaction with subsidiaries of Viet Nam Steel Corporation (related organizations) |
| 18 | 618/BB-HNS | April 28, 2023 | Minutes of handover to the Chair of the Board of Directors |
| 19 | 668/NQ-HNS | May 8, 2023 | Approve the salary and remuneration plan for 2023 |
| 20 | 853/NQ-HNS | June 14, 2023 | Select an audit company to review and audit the Financial Statements 2023 |
| 21 | 898/NQ-HNS | May 8, 2023 | Approve the planning list for the 2021-2026 term and the 2026-2031 term for the positions of Chief Accountant or higher |
| 22 | 899/NQ-HNS | June 20, 2023 | Approve the planning list for the 2021-2026 term and the 2026-2031 term for the positions of Chief Department Heads and Unit Managers |
| 23 | 1008/NQ-HNS | July 06, 2023 | Evaluate the working results of Q2/2023 and the working plan for Q3/2023 |
| 24 | 1051/NQ-HNS | July 14, 2023 | Make provision for inventory and doubtful debts as of June 30, 2023 |
| 25 | 1136/NQ-HNS | July 31, 2023 | Approve the policy of mortgaging assets at Vietnam Joint Stock Commercial Bank for Industry and Trade |
| 26 | 1277/NQ-HNS | August 31, 2023 | Approve the policy of mortgaging assets and signing the line of credit contract at Joint Stock Commercial Bank for Investment and Development of Vietnam |
| 27 | 1419/NQ-HNS | October 03, 2023 | Evaluate the working results of Q3 and the working plan for Q4/2023 |
| 28 | 1602/NQ-HNS | November 14, 2023 | Approve the appointment of Ms. Le Nhu Quynh to be Head of Administrative and Organization Department |
| 29 | 1656/QD-HNS | November 24, 2023 | Decide to appoint Ms. Duong Thi Phuong Hien to be Chief Accountant |
| 30 | 1710/NQ-HNS | December 01, 2023 | Approve supplementing the salary plan for 2023 of KTT |
| 31 | 1810/QD-HNS | December 15, 2023 | Promulgate the Regulation on Officer Management of Vnsteel - Hanoi Steel Corporation |
| 32 | 1867/NQ-HNS | December 21, 2023 | Approve the evaluation and ranking of the management in 2023 |
| 33 | 1905/NQ-HNS | December 28, 2023 | Approve re-appointing Mr. Vu Khac Hoang - Manager of the Metal Business Enterprise No. 2 |
| 34 | 1924/NQ-HNS | December 29, 2023 | Evaluate the working results of Q4 and 2023 and the working plan for 2024 and Q1/2024 |

1. Supervisory Board
2. Information about members of the Supervisory Board:

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| No. | Member of the Supervisory Board: | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 01 | Nguyen Viet Hoang | Chief of the Supervisory Board | November 02, 2021 | Master |
| 02 | Ha Thi Thu Hien | Member of the Supervisory Board | April 08, 2016 | Master |
| 03 | Nguyen Thi Anh Dao | Member of the Supervisory Board | April 15, 2021 | Bachelor |

1. Executive Board:

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| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 01 | Nguyen Huy Thanh | October 18, 1968 | Bachelor in Economics | Appointed on March 22, 2021 |
| 02 | Hoang Ngoc Chien | March 05, 1976 | Bachelor in Law, Bachelor in Business Administration | Appointed on March 24, 2021 |
| 03 | Le Xuan Anh | February 08, 1971 | Bachelor in Enterprise Administration | Appointed on October 06, 2022 |

1. Chief Accountant

Before November 24, 2023, the Company appointed the Head of the Finance and Accounting Department

On November 24, 2023, the Company appointed the Chief Accountant of the Company

1. Training on corporate governance:
2. List of related persons of the public company in 2023 and transactions between related persons of the Company and the Company itself:
3. Transactions between the Company and related persons of the Company; or between the Company and major shareholders, PDMR, or related persons of PDMR: (Appendix 02 is attached)
4. Transactions between the Company’s PDMR, related persons of PDMR and subsidiaries, companies controlled by the Company: None
5. Transactions between the Company and other entities:
6. Transactions between the Company and companies that members of the Board of Directors, members of the Supervisory Board, the Managing Director and other managers who have been founding members or members of the Board of Directors or the Executive Manager for the past three years (at the time of making the Report): (Appendix 02 is attached)
7. Transactions between the Company and companies that related persons of members of the Board of Directors, members of the Supervisory Board, Managing Director and other managers who are members of the Board of Directors or the Executive Manager: (Appendix 02 is attached)
8. Other transactions of the Company (if any) that can bring about material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, the Managing Director and other managers: None
9. Share transactions of PDMR and related persons of PDMR in 2023: None
10. Company’s share transactions of PDMR and related persons: None

Appendix 02: Transactions between the Company and related persons of the Company or between the Company and major shareholders, PDMR, or related persons of PDMR: (Section VII.2.)

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| No. | Name of organization/individual | Relations with the Company | NSH No., date of issue, place of issue | Head office address | Time of transaction with the Company | Board Resolution/Decision No. | Content, quantity, total value of transaction | Notes |
| 1 | Thai Nguyen Iron and Steel Joint Stock Corporation | Subsidiary of Viet Nam Steel Corporation (major shareholder) | 04600100155 | Group 13, Cam Gia Ward, Thai Nguyen City, Thai Nguyen Province | 2023 | Resolution No. 139/NQ-HNS dated January 19, 2023 and Annual General Mandate 2023 No. 537/NQ-HNS dated April 14, 2023 | Steel billet sale: Quantity: 291,840 kg, value: VND 4,654,848,000 (VAT included)  TISCO Steel purchase: Quantity: 8,474,924 kg - Value: VND 130,875,391,241 (VAT included) |  |