**VGL: Annual Corporate Governance Report 2023**

On January 18, 2024, Vingal – Vnsteel Industries Joint Stock Company announced Report No. 010/BC-VGL on the corporate governance in 2023 as follows:

* Name of company: Vingal – Vnsteel Industries Joint Stock Company
* Head office address: No. 4, 2A Street, Bien Hoa 2 Industrial Park, Long Binh Tan Ward, Bien Hoa City, Dong Nai Province.
* Tel: 0251.3836 661;
* Fax: 0251.3836 726
* Charter capital: VND 93,251,550,000
* Securities code: VGL
* Corporate governance model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager
* Internal audit execution: Unimplemented.
1. Activities of the General Meeting of Shareholders:

Information about Meetings and General Mandates/Decisions of the General Meeting of Shareholders (including General Mandates approved by collecting shareholders' opinions via a ballot)::

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| --- | --- | --- | --- |
| No. | Resolution No. | Date | Content |
| 1 | 03/NQDHDCD-VGL | April 10, 2023 | Annual General Meeting of Shareholders 2023 |

1. The Board of Directors
2. Information about members of the Board of Directors

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| --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position (independent member, non-executive member of the Board of Directors) | Date of appointment/dismissal as members/independent members of the Board of Directors |
| Appointment date | Dismissal date |
| 1 | Mr. Pham Thanh Lam | Chair of the Board of Directors (Non-executive member of the Board of Directors) | March 17, 2020 |  |
| 2 | Mr. Nguyen Huy Tho | Member of the Board of Directors | April 10, 2023 |  |
| 3 | Mr. Nguyen Minh Tinh | Member of the Board of Directors | March 01, 2018 | April 10, 2023 |
| 4 | Ms. Nguyen Thi Tuyet Mai | Member of the Board of Directors (Non-executive member of the Board of Directors) | April 11, 2017 |  |
| 5 | Ms. Nguyen Thi Thanh Thao | Member of the Board of Directors | April 11, 2018 |  |
| 6 | Mr. Nguyen The Anh Tuan | Member of the Board of Directors (Non-executive member of the Board of Directors) | April 11, 2017 |  |

1. Board Resolutions/Board Decisions

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| --- | --- | --- | --- |
| No. | Board Resolution/Decision No. | Date | Content |
| 1 | Resolution No. 01 /NQ-HDQT | February 10, 2023 | * Approve the Report on the production and business results in Q4/2022, entire year 2022, and the production and business plan for Q1/2023.
* Approve Economic and Technical Expenditure Norms for 2023 through Proposal No. 016/TTr-VGL dated February 1, 2023.
* Approve Settlement of Realized Salary for 2022 through Proposal No. 017/TTr-VGL dated February 1, 2023.
* Approve Marketing Plan for 2023 through Proposal No. 018/TTr-VGL dated February 1, 2023.
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| 2 | Resolution No. 02/NQ-HDQT | March 30, 2023 | Approve the documents of the Annual General Meeting of Shareholders 2023 |
| 3 | Resolution No. 04/NQ-HDQT | April 10, 2023 | Dismiss Mr. Nguyen Minh Tinh as the General Manager |
| 4 | Resolution No. 05/NQ-HDQT | April 10, 2023 | Appoint Mr. Nguyen Huy Tho as the General Manager |
| 5 | Decision No. 056/QD-VGL | April 10, 2023 | Appoint Mr. Nguyen Huy Tho as the General Manager |
| 6 | Resolution No. 06/NQ-HDQT | April 10, 2023 | Approve assigning the Company’s General Manager to implement the resolutions of the Annual General Meeting of Shareholders for 2023. |
| 7 | Resolution No. 07/NQ-HDQT | April 27, 2023 | Approve the Report on the production, business and investment result in Q1/2023 and the production, business and investment plan for 2023 |
| 8 | Resolution No. 08/NQ-HDQT | May 18, 2023 | Approve signing the principle contract for 2023 with Vietnam Steel Pipe Company Limited |
| 9 | Resolution No. 09/NQ-HDQT | May 23, 2023 | Approve the plan on labor and salary for 2023. |
| 10 | Resolution No. 10/NQ-HDQT | May 23, 2023 | Approve the selection of an independent audit company for the Financial Statements 2023 |
| 11 | Resolution No. 11/NQ-HDQT | August 18, 2023 | Approve signing the preliminary contract for 2023 with Central Vietnam Metal Corporation. |
| 12 | Resolution No. 12/NQ-HDQT | August 20, 2023 | Approve the Report on the production, business and investment result for the Q2 and the First 6 Months of 2023 and the production, business and investment plan for Q3/2023 |
| 13 | Resolution No. 12/NQ-HDQT | October 27, 2023 | Approve the Report on the production, business and investment result for the Q3 and 9 Months of 2023 and the production, business and investment plan for Q4/2023 |

1. The Supervisory Board
2. Information about the 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 | Professional Qualification |
| 1 | Mr. Tran To Tu | Chief of the Supervisory Board | April 11, 2017 |  |
| 2 | Mr. Nguyen Cong Thuy | Member of the Supervisory Board | April 11, 2017 |  |
| 3 | Mr. Trieu Anh Vu | Member of the Supervisory Board | January 01, 2019 |  |

1. The Executive Board

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| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Professional Qualification | Date of appointment/dismissal as member of the Supervisory Board |
| 1 | Mr. Nguyen Huy Tho | September 01, 1974 | Engineer | Appointed on April 10, 2023 |
| 2 | Mr. Nguyen Minh Tinh | December 30, 1972 | Engineer | Dismissed on April 10, 2023 |
| 3 | Ms. Nguyen Thi Thanh Thao | September 20, 1993 | Bachelor | Appointed on April 11, 2018 |
| 4 | Mr. Hoang Van Nam | December 22, 1974 | Engineer | Appointed on August 15, 2022 |

1. Chief Accountant.

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| --- | --- | --- | --- |
| Full name | Date of birth | Professional Qualification | Date of appointment/dismiss |
| Mr. Le Son Nam | April 30, 1975 | Bachelor of Business Administration | Appointed on October 16, 2021 |

1. Training on corporate governance:
2. List of affiliated persons of the public Company and transactions between the affiliated persons of the Company with the Company itself
3. Transactions between the Company and affiliated persons of the Company; or between the Company and major shareholders, PDMR and affiliated persons of PDMR

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| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of institution/ individual | Relations with the Company | NSH No., Date of issue, Place of issue | Head office address | Time of transaction | General Mandate/Decision of the General Meeting of Shareholder No. or Board Resolution/Decision No. (including date of promulgation, if any) | Content, quantity, total value of transaction | Note |
| 1 | Vinatrans International Freight Forwarders JSC | Under the same Holding Company |  | No. 406 Nguyen Tat Thanh Street, Ward 18, District 4, Ho Chi Minh City | In 2023 | 15/NQ-HDQT dated December 26, 2022 | Logistics Services, value of transaction: VND 281 million |  |
| 2 | Mechanical Engineering & Metallurgy Joint Stock Company | Joint venture of the Holding Company |  | Street No. 2, Bien Hoa 1 Industrial Park,An Binh Ward, Bien Hoa City, Dong Nai Province. | In 2023 | 15/NQ-HDQT dated December 26, 2022 | Iron and steel, value of transaction: VND 510 Million |  |
| 3 | Vnsteel - Vicasa Joint Stock Company | Under the same Holding Company |  | Bien Hoa 1 Industrial Park, Street No. 9, An Binh Ward, Bien Hoa City, Dong Nai Province | In 2023 | 15/NQ-HDQT dated December 26, 2022 | Iron and steel, value of transaction: VND 1,170 million |  |
| 4 | Binh Tay Steel Wire Netting Joint Stock Company | Joint venture of the Holding Company |  | 524 Au Co, Phu Trung Ward, Tan Phu District - Ho Chi Minh City | In 2023 | 15/NQ-HDQT dated December 26, 2022 | Zinc wire, value of transaction: VND 2,818 million |  |
| 5 | Vietnam Steel Pipe Company Limited | Joint venture of the Holding Company |  | Km 9, Quan Toan Ward, Hong Bang District, Hai Phong City, Vietnam | In 2023 | 08/NQ-HDQT dated May 18, 2023 | Steels and iron of all kinds. Value of transaction: VND 724 Million  |  |
| 6 | Central Vietnam Metal Corporation | Joint venture of the Holding Company |  | Lot a3-7, Nam Cau Cam Le New Urban Area, Hoa Phuoc Commune, Hoa Vang District, Da Nang | In 2023 | 11/NQ-HDQT dated August 18, 2023 | Machining plating, Value of transaction: VND 1,517 Million  |  |

1. Transactions between the Company’s PDMR, affiliated persons of PDMR and subsidiaries or companies controlled by the Company

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| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relations with PMDR  | Position at the listed company | ID card/Passport No., date of issue, place of issue | Address | Name of subsidiaries or companies controlled by the Listed Company | Time of transaction | Content, quantity, total transaction value | Note |
| None. |  |  |  |  |  |

1. Transactions between the Company and other entities:
2. Transactions between the Company and the companies where members of the Board of Directors, members of the Supervisory Board, the General Manager and other managers have been and are founding members or members of the Board of Directors, the Executive General Manager for the past three (03) years (as at the time of reporting):

None incurred.

1. Transactions between the Company and companies that affiliated persons of members of the Board of Directors, members of the Supervisory Board, the General Manager and other managers are members of the Board of Directors or the Executive General Manager:

None incurred.

1. Other transactions of the Company (if any) that can bring material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, the General Manager and other managers

None incurred.

1. Share transactions of PDMR and affiliated persons of PDMR:
2. Company’s share transaction of PDMR and affiliated persons.

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| --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relations with PMDR | Number of shares owned at the beginning of the period | Number of shares owned at the end of the period | Reason for increase/decrease |
| Number of shares | Rate | Number of shares | Rate |
|  | None. |  |  |  |  |  |  |

1. Other significant issues: None