**TNS: Annual Corporate Governance Report 2023**

On January 22, 2024, Thong Nhat Flat steel Joint stock company announced Report No. 02/BCQT2023 on the corporate governance in 2023 as follows:

* Name of public company: Thong Nhat Flat steel Joint stock company
* Head office address: Phu My I Industrial Park, Phu My Ward, Phu My Town, Ba Ria Vung Tau Province
* Tel: 02543.923 636 Fax: 02543.923.889 Email: tnsteel@tnsteel.vn
* Charter capital: VND 200,000,000,000
* Securities code: TNS
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager.

1. Annual General Meeting of Shareholders 2023

Information about the 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. | Board Resolution/ | Date | Contents |
| 1 | No. 01/2023/NQ-DHDCD | April 11, 2023 | Annual General Mandate 2023 of Thong Nhat Flat steel Joint stock company. |

1. Activities of the Board of Directors (in 2023):
2. Information about members of the Board of Directors for the term of 2022-2027:

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| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment/dismissal as member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Tran Ngoc Tuan | Non-executive Chair | April 6, 2022 |  |
| 2 | Nguyen Huy Tho | Member-cum-General Manager | April 6, 2022 | April 11, 2023 |
| 3 | To Ngoc Huy | Member-cum-General Manager | April 11, 2023 |  |
| 4 | Le Viet | non-executive member | April 06, 2022 |  |
| 5 | Lai Van Quyen | non-executive member | April 06, 2022 |  |
| 6 | Nguyen Huu Kinh Luan | non-executive member | April 06, 2022 |  |
| 7 | Tran Thanh Huong | non-executive member | April 06, 2022 |  |

1. Board Resolutions/Decisions in 2023:

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| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Contents |
| 1 | 01/NQ.HDQT2023 | January 11, 2023 | Approve the General Manager's proposal to purchase 2,000 tons of HRC from Formosa Ha Tinh Steel Corporation, with the purchase arranged through Vnsteel - Phu My Flat Steel Company Limited. |
| 2 | 02/NQ.HDQT2023 | March 7, 2023 | Approve the plan to organize the Annual General Meeting of Shareholders 2023, replacing the plan per Resolution No. 09/NQ.HDQT2022 dated February 26, 2022. |
| 3 | 03/NQ.HDQT2023 | April 6, 2023 | Approve the resignation letter of Member of the Board of Directors and General Manager Mr. Nguyen Huy Tho. |
| 4 | 04/NQ.HDQT2023 | April 11, 2023 | * Dismiss Mr. Nguyen Huy Tho from the positions of General Manager and the person in charge of Information Disclosure of Thong Nhat Flat Steel Joint Stock Company. * Appoint Mr. To Ngoc Huy, * Member of the Board of Directors, as General Manager and the person in charge of Information Disclosure of Thong Nhat Flat Steel Joint Stock Company. |
| 5 | 05/NQ.HDQT2023 | April 11, 2023 | Authorize the General Manager to sign production cooperation, trading and other contracts with values lower than 35% of the total asset value according to the latest audited Financial Statement between the Company and other entities, including the Company’s transactions with affiliated persons. |
| 6 | 06/NQ.HDQT2023 | June 8, 2023 | Approve the appointment of AASC Auditing Firm Company Limited as the independent audit company of the Financial Statements 2023 of the Company. |
| 7 | 07/NQ.HDQT2023 | July 26, 2023 | Approve the unaudited business production report for the first 6 months of 2023 and the business and production plan for Q3/2023. |
| 8 | 08/NQ.HDQT2023 | October 11, 2023 | Approve the unaudited business production report for the first 9 months of 2023 and the business and production plan for Q4/2023. |

1. The Supervisory Board (Report of 2023)
2. Information about members of the Supervisory Board (2022-2027 term)

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| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board/Audit Committee | Position | Date of appointment/dismissal | Qualification |
| 1 | Ms. Le Thuy Trinh | Chief of the Supervisory Board | April 06, 2022 | University of bachelor |
| 2 | Ms. Nguyen Thi Hong May | Member | April 06, 2022 | University of bachelor |
| 3 | Trieu Anh Vu | Member | April 06, 2022 | University of bachelor |

1. The Executive Board.

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| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as the member of the Executive Board |
| 1 | General Manager Mr. To Ngoc Huy | November 07, 1979 | University of bachelor | Appointed on April 11, 2023 |
| 2 | Deputy General Manager Mr. Bui Vinh Hao | August 21, 1984 | Automatic electronic engineer | Appointed on April 13, 2022 |

1. Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment / dismissal |
| Tran Thi Thuy Trang | February 08, 1982 | University of bachelor | Appoint on April 01, 2016 |

1. Training on corporate governance
2. List of affiliated persons of the public company in 2023 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, 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/Contact address |  | 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 | Southern Steel Sheet Co., Ltd. | Founding shareholders of the Company link with Vietnam Steel Corporation |  | Road 9, Bien Hoa Industrial Zone I, An Binh Ward, Bien Hoa City, Dong Nai Province, Vietnam | January 14, 2023 |  | Contract of sale and purchase No. 012021/HDGCNT/2023-TNS-TPN Contract value: VND 17,565,820,048 |  | |
| 2 | Southern Steel Sheet Co., Ltd. | Founding shareholders of the Company link with Vietnam Steel Corporation |  | Road 9, Bien Hoa Industrial Zone I, An Binh Ward, Bien Hoa City, Dong Nai Province, Vietnam | February 06, 2023 |  | Contract of sale and purchase 01B/HDMB- 2023-TNS-TPN Contract value: VND 18,939,512,512 |  | |
| 3 | Southern Steel Sheet Co., Ltd. | Founding shareholders of the Company link with Vietnam Steel Corporation |  | Road 9, Bien Hoa Industrial Zone I, An Binh Ward, Bien Hoa City, Dong Nai Province, Vietnam | February 22, 2023 |  | Contract of sale and purchase 02A/HDMB- 2023-TNS-TPN Contract value: VND 29,646,905,375 |  | |
| 4 | Southern Steel Sheet Co., Ltd. | Founding shareholders of the Company link with Vietnam Steel Corporation |  | Road 9, Bien Hoa Industrial Zone I, An Binh Ward, Bien Hoa City, Dong Nai Province, Vietnam | March 08, 2023 |  | Contract of sale and purchase No. 03A/HDMB- 2023-TNS-TPN Contract value: VND 27,301,846,078 |  | |
| 5 | Southern Steel Sheet Co., Ltd. | Founding shareholders of the Company link with Vietnam Steel Corporation |  | Road 9, Bien Hoa Industrial Zone I, An Binh Ward, Bien Hoa City, Dong Nai Province, Vietnam | June 22, 2023 |  | Contract of sale and purchase No. 220623/HDMB- 05/TNS-TPN Contract value: VND 16,879,924,527 |  | |
| 6 | Southern Steel Sheet Co., Ltd. | Founding shareholders of the Company link with Vietnam Steel Corporation |  | Road 9, Bien Hoa Industrial Zone I, An Binh Ward, Bien Hoa City, Dong Nai Province, Vietnam | June 26, 2023 |  | Contract of sale and purchase No. 260623/HDMB- 06/TNS-TPN Contract value: VND 15,817,241,000 |  | |
| 7 | Southern Steel Sheet Co., Ltd. | Founding shareholders of the Company link with Vietnam Steel Corporation |  | Road 9, Bien Hoa Industrial Zone I, An Binh Ward, Bien Hoa City, Dong Nai Province, Vietnam | June 27, 2023 |  | Contract of sale and purchase No. 270623/HDMB-07/TNS-TPN Contract value: VND 17,541,821,403 |  | |
| 8 | Southern Steel Sheet Co., Ltd | Founding shareholders of the Company link with Vietnam Steel Corporation |  | Road 9, Bien Hoa Industrial Zone I, An Binh Ward, Bien Hoa City, Dong Nai Province, Vietnam | June 29, 2023 |  | Contract of sale and purchase No. 290623/HDMB-08/TNS-TPN Contract value: VND 7,630,985,666 |  | |
| 9 | Southern Steel Sheet Co., Ltd. | Founding shareholders of the Company link with Vietnam Steel Corporation |  | Road 9, Bien Hoa Industrial Zone I, An Binh Ward, Bien Hoa City, Dong Nai Province, Vietnam | July 03, 2023 |  | Contract of sale and purchase No. 030723/HDMB- 09/TNS-TPN Contract value: VND 80,303,573,901 |  | |
| 10 | Southern Steel Sheet Co., Ltd. | Founding shareholders of the Company link with Vietnam Steel Corporation |  | Road 9, Bien Hoa Industrial Zone I, An Binh Ward, Bien Hoa City, Dong Nai Province, Vietnam | July 06, 2023 |  | Contract of sale and purchase No. 060723/HDMB- 10/TNS-TPN Contract value: VND 81,674,504,088 |  | |
| 11 | Southern Steel Sheet Co., Ltd. | Founding shareholders of the Company link with Vietnam Steel Corporation |  | Road 9, Bien Hoa Industrial Zone I, An Binh Ward, Bien Hoa City, Dong Nai Province, Vietnam | July 20, 2023 |  | Contract of sale and purchase No. 200723/HDMB- 11/TNS-TPN Contract value: VND 80,862,716,671 |  | |
| 12 | Southern Steel Sheet Co., Ltd. | Founding shareholders of the Company link with Vietnam Steel Corporation |  | Road 9, Bien Hoa Industrial Zone I, An Binh Ward, Bien Hoa City, Dong Nai Province, Vietnam | July 27, 2023 |  | Contract of sale and purchase No. 270723/HDMB- 12/TNS-TPN Contract value: VND 16,823,302,997 |  | |
| 13 | Southern Steel Sheet Co., Ltd. | Founding shareholders of the Company link with Vietnam Steel Corporation |  | Road 9, Bien Hoa Industrial Zone I, An Binh Ward, Bien Hoa City, Dong Nai Province, Vietnam | August 19, 2023 |  | Contract of sale and purchase No. 190823/HDMB- 13/TNS-TPN Contract value: VND 82,746,802,876 |  |  |
| 14 | Southern Steel Sheet Co., Ltd. | Founding shareholders of the Company link with Vietnam Steel Corporation |  | Road 9, Bien Hoa Industrial Zone I, An Binh Ward, Bien Hoa City, Dong Nai Province, Vietnam | September 12, 2023 |  | Contract of sale and purchase No. 120923/HDMB-4/TNS-TPN Contract value: VND 4,602,090,472 |  |  |
| 15 | Southern Steel Sheet Co., Ltd. | Founding shareholders of the Company link with Vietnam Steel Corporation |  | Road 9, Bien Hoa Industrial Zone I, An Binh Ward, Bien Hoa City, Dong Nai Province, Vietnam | September 19, 2023 |  | Contract of sale and purchase No. 190923/HDMB- 15/TNS-TPN Contract value: VND 17,243,067,899 |  |  |
| 16 | Southern Steel Sheet Co., Ltd. | Founding shareholders of the Company link with Vietnam Steel Corporation |  | Road 9, Bien Hoa Industrial Zone I, An Binh Ward, Bien Hoa City, Dong Nai Province, Vietnam | October 24, 2023 |  | Contract of sale and purchase No. 241023/HDGCNT/TNFS-TPN-PL06 Contract value: VND 3,848,653,672 |  |  |
| 17 | Southern Steel Sheet Co., Ltd. | Founding shareholders of the Company link with Vietnam Steel Corporation |  | Road 9, Bien Hoa Industrial Zone I, An Binh Ward, Bien Hoa City, Dong Nai Province, Vietnam | October 26, 2023 |  | Contract of sale and purchase No. 261023/HDMB-177TNS-TPN Contract value: VND 79,002,584,480 |  |  |
| 18 | Southern Steel Sheet Co., Ltd. | Founding shareholders of the Company link with Vietnam Steel Corporation |  | Road 9, Bien Hoa Industrial Zone I, An Binh Ward, Bien Hoa City, Dong Nai Province, Vietnam | November 09, 2023 |  | Contract of sale and purchase No. 091123/HDMB-18/TNS-TPN Contract value: VND 77,974,589,113 |  |  |
| 19 | Southern Steel Sheet Co., Ltd. | Founding shareholders of the Company link with Vietnam Steel Corporation |  | Road 9, Bien Hoa Industrial Zone I, An Binh Ward, Bien Hoa City, Dong Nai Province, Vietnam | November 15, 2023 |  | Contract of sale and purchase  No. 151123/HDMB- 19/TNS-TPN Contract value: VND 82,582,812,587 |  |  |
| 20 | Southern Steel Sheet Co., Ltd. | Founding shareholders of the Company link with Vietnam Steel Corporation |  | Road 9, Bien Hoa Industrial Zone I, An Binh Ward, Bien Hoa City, Dong Nai Province, Vietnam | November 17, 2023 |  | Contract of sale and purchase No. 171123/HDMB- 20/TNS-TPN Contract value: VND 33,233,366,173 |  |  |
| 21 | Southern Steel Sheet Co., Ltd. | Founding shareholders of the Company link with Vietnam Steel Corporation |  | Road 9, Bien Hoa Industrial Zone I, An Binh Ward, Bien Hoa City, Dong Nai Province, Vietnam | November 01, 2023 |  | Processing contract No.: 01112023/HDGC/TN S-TPN Contract value: VND 112,840,140 |  |  |
| 22 | Vnsteel - Phu My Flat Steel Company Limited | The company has capital contribution with Vietnam Steel Corporation |  | Phu My I Industrial Park, Phu My Ward, Phu My Town, Ba Ria Vung Tau Province | February 17, 2023 |  | Processing contract No.: 012023/HDGC/TNS-PFS Contract value: VND 388,624,896 | TNS processes PFS | |
| 23 | Vnsteel - Phu My Flat Steel Company Limited | The company has capital contribution with Vietnam Steel Corporation |  | Phu My I Industrial Park, Phu My Ward, Phu My Town, Ba Ria Vung Tau Province | October 13, 2023 |  | Processing contract No.: 022023/HDGC/TNS-PFS  Contract value VND 730,926,136 | TNS processes PFS | |
| 24 | Vnsteel - Phu My Flat Steel Co., Ltd | The company has capital contribution with Vietnam Steel Corporation |  | Phu My I Industrial Park, Phu My Ward, Phu My Town, Ba Ria Vung Tau Province | March 03, 2023 |  | Cold-rolled steel (CRC) processing contract No. 1903/HDGCNT/2023-TNS Contract value: VND 1,898,180,155 | PFS processes for TNS | |
| 25 | Vnsteel - Phu My Flat Steel Co., Ltd | The company has capital contribution with Vietnam Steel Corporation |  | Phu My I Industrial Park, Phu My Ward, Phu My Town, Ba Ria Vung Tau Province | March 29, 2023 |  | Cold-rolled steel (CRC) processing contract No. 1903/HDGCNT/HĐGC-2023-TNS-PL01 Contract value: VND 598,571,798 | PFS processes for TNS | |
| 26 | Vnsteel - Phu My Flat Steel Company Limited | The company has capital contribution with Vietnam Steel Corporation |  | Phu My I Industrial Park, Phu My Ward, Phu My Town, Ba Ria Vung Tau Province | September 30, 2023 |  | Cold-rolled steel (CRC) processing contract No. 5809/HĐGC-2023-TNS **Contract value:**  VND 1,705,794,200 | PFS processes for TNS | |
| 27 | Vnsteel - Phu My Flat Steel Co., Ltd | The company has capital contribution with Vietnam Steel Corporation |  | Phu My I Industrial Park, Phu My Ward, Phu My Town, Ba Ria Vung Tau Province | November 02, 2023 |  | Cold-rolled steel (CRC) processing contract No. 7110/HĐGC- 2023-TNS  Contract value VND 487,739,285 | PFS processes for TNS | |
| 28 | Vnsteel - Phu My Flat Steel Co., Ltd | The company has capital contribution with Vietnam Steel Corporation |  | Phu My I Industrial Park, Phu My Ward, Phu My Town, Ba Ria Vung Tau Province | November 21, 2023 |  | Cold-rolled steel (CRC) processing contract No. 8411/HDGC- 2023-TNS  Contract value VND 716,988,800 | PFS processes for TNS | |
| 29 | Vnsteel - Phu My Flat Steel Co., Ltd | The company has capital contribution with Vietnam Steel Corporation |  | Phu My I Industrial Park, Phu My Ward, Phu My Town, Ba Ria Vung Tau Province | December 14, 2023 |  | Cold-rolled steel (CRC) processing contract No. 9012/HĐGC- 2023-TNS  Contract value VND 969,192,400 | PFS processes for TNS | |
| 30 | Vnsteel - Phu My Flat Steel Co., Ltd | The company has capital contribution with Vietnam Steel Corporation |  | Phu My I Industrial Park, Phu My Ward, Phu My Town, Ba Ria Vung Tau Province | April 14, 2023 |  | RCL processing contract no: 2604/HDGCNT/HDGC-2023-TNS Contract value: VND 263,576,775 | PFS processes for TNS | |
| 31 | Vnsteel - Phu My Flat Steel Co., Ltd | The company has capital contribution with Vietnam Steel Corporation |  | Phu My I Industrial Park, Phu My Ward, Phu My Town, Ba Ria Vung Tau Province | January 12, 2023 |  | Contract of sale and purchase PO No.: 0401/HDMB- 2023-TNS  Contract value: VND 33,991,634,308 | PFS sells to TNS | |
| 32 | Vnsteel - Phu My Flat Steel Co., Ltd | The company has capital contribution with Vietnam Steel Corporation |  | Phu My I Industrial Park, Phu My Ward, Phu My Town, Ba Ria Vung Tau Province | February 14, 2023 |  | Erasing processing contract No.: 1302/HDGC- 2023-TNS  Contract value VND 10,391,110125 | PFS processes for TNS | |
| 33 | Vnsteel - Phu My Flat Steel Co., Ltd | The company has capital contribution with Vietnam Steel Corporation |  | Phu My I Industrial Park, Phu My Ward, Phu My Town, Ba Ria Vung Tau Province | March 06, 2023 |  | Erasing processing contract No.: 1302/HDGCNT/2023-TNS-PL01 Contract value: VND 2,961,026. 750 | PFS processes for TNS | |
| 34 | Vnsteel - Phu My Flat Steel Company Limited | The company has capital contribution with Vietnam Steel Corporation |  | Phu My I Industrial Park, Phu My Ward, Phu My Town, Ba Ria Vung Tau Province | July 26, 2023 |  | Erasing processing contract No.: 1302/HDGC- 2023-TNS-PL03 **Contract value:** VND 137,254,700 | PFS processes for TNS | |
| 35 | Vnsteel - Phu My Flat Steel Co., Ltd | The company has capital contribution with Vietnam Steel Corporation |  | Phu My I Industrial Park, Phu My Ward, Phu My Town, Ba Ria Vung Tau Province | July 31, 2023 |  | Erasing processing contract No.: 1302/HDGC- 2023-TNS-PL04 **Contract value:** VND 1,397,689,150 | PFS processes for TNS | |
| 36 | Vnsteel - Phu My Flat Steel Co., Ltd | The company has capital contribution with Vietnam Steel Corporation |  | Phu My I Industrial Park, Phu My Ward, Phu My Town, Ba Ria Vung Tau Province | August 23, 2023 |  | Erasing processing contract No.: 1302/HDGC- 2023-TNS-PL05 Contract value:  VND 1,238,416,025 | PFS processes for TNS | |
| 37 | Vnsteel - Phu My Flat Steel Co., Ltd | The company has capital contribution with Vietnam Steel Corporation |  | Phu My I Industrial Park, Phu My Ward, Phu My Town, Ba Ria Vung Tau Province | September 14, 2023 |  | Erasing processing contract No.: 1302/HDGC- 2023-TNS-PL06 Contract value: VND 7,172,021,395 | PFS processes for TNS | |
| 38 | Vnsteel - Phu My Flat Steel Co., Ltd | The company has capital contribution with Vietnam Steel Corporation |  | Phu My I Industrial Park, Phu My Ward, Phu My Town, Ba Ria Vung Tau Province | December 04, 2023 |  | Erasing processing contract No.: 1302/HDGC- 2023-TNS-PL07 Contract value: VND 2,741,376,825 | PFS processes for TNS | |
| 39 | Vnsteel - Phu My Flat Steel Co., Ltd | The company has capital contribution with Vietnam Steel Corporation |  | Phu My I Industrial Park, Phu My Ward, Phu My Town, Ba Ria Vung Tau Province | January 01, 2023 |  | Other service purchase and sale contract Contract value:  VND 1,007,917,320 | PFS sells to TNS | |
| 40 | Vnsteel - Southern Steel Company LTD | The company has capital contribution with Vietnam Steel Corporation |  | Phu My I Industrial Park, Phu My Ward, Phu My Town, Ba Ria Vung Tau Province | September 29, 2023 |  | Contract of sale and purchase No. 83/HD/SSCV- TLTN/2023 Contract value: VND 1,124,138, 400 |  | |
| 41 | VietCredit Finance Joint Stock Company | Investment capital contribution company |  | 17the Floor, Mipec Tower, No. 229, Tay Son Street, Nga Tu So Ward, Dong Da District, Ha Noi | January 01, 2023 |  | Credit contract Loan interest value: VND 4,461,828,181 |  | |

1. Transactions between Company’s PDMR, affiliated persons of PDMR and subsidiaries or companies controlled by the Company None
2. Transactions between the Company and other entities/
3. Transactions between the Company and the companies where members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers have been founding members or members of the Board of Directors, the Executive Manager (General Manager) for the past three (03) years (as at the time of reporting):

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| --- | --- | --- |
| No. | Name of the companies that have been in transaction | Relations with Company |
| 01 | Southern Steel Sheet Co., Ltd. | Founding members |

* 1. Transactions between the Company and companies executed by the affiliated people of members of the Board of Directors, members of the Supervisory Board, the Manager (the General Manager) and other managers who are members of the Board of Directors, the Executive Manager (the General Manager). None.
  2. 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, and the Manager (General Manager) and other managers. None.

1. Share transactions of PDMR and affiliated persons of PDMR in 2023:
2. Transaction of PDMR and affiliated persons related to the Company’s shares: None.
3. Other significant issues: None.