**TTS: Annual Corporate Governance Report 2023**

On January 24, 2024, Thai Trung steel joint stock company announced Report No. 03/BC-HDQT on the Company's governance in 2023 as follows:

* Name of Company: Thai Trung steel joint stock company
* Address: zone 13. Cam Gia ward. Thai Nguyen city, Thai Nguyen province
* Phone number: 02083 735 690 Fax: 02083 735 716
* Website: [www.ttr.com.vn](http://www.ttr.com.vn)
* Charter capital: VND 508,000,001,467
* Securities code: TTS
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager

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 opinions via a ballot)

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholder No. | Date | Contents |
| 1 | 26/NQ-DHDCD | April 28, 2023 | Annual General Mandate 2023 |

1. The Board of Directors (Annual Report 2021)
2. Information about members of the Board of Directors

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position (Specifically state the Chair of the Board of Directors-cum-the General Manager, independent member of the Board of Directors, non-executive member of the Board of Directors) | Date of appointment/dismissal as members of the Board of Directors | |
| Appointment date | Date of appointment/dismissal |
| 1 | Hoang Danh Son | Chair of the Board of Directors (Non-executive) | April 26, 2018 |  |
| 2 | Tran Tuan | Member of the Board of Directors - General Manager (Executive) | April 24, 2015 |  |
| 3 | Nguyen Duc Loi | Member of the Board of Directors - Deputy General Manager (Executive) | April 26, 2022 |  |

1. Board Resolutions/Board Decisions:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Decision No. | Date | Contents |
| I. | Board Resolutions |
| 1 | 01 /NQ-HDQT | January 09. 2023 | the Meeting of the Board of Directors |
| 2 | 04/NQ-HDQT | March 10, 2023 | the Meeting of the Board of Directors |
| 3 | 08/NQ-HDQT | April 4, 2023 | Approve the time, content, agenda of the Annual General Meeting of Shareholders 2023 |
| 4 | 20/NQ-HDQT | April 24, 2023 | the Meeting of the Board of Directors |
| 5 | 27/NQ-HDQT | April 28, 2023 | Meeting of the Board of Directors, election of Chairman of the Board of Directors for the 2023-2028 term |
| 6 | 32/NQ-HDQT | June 21, 2023 | Select an audit company to perform the audit and review  Financial Statement 2023 |
| 7 | 34/NQ-HDQT | August 03, 2023 | the Meeting of the Board of Directors |
| 8 | 38/NQ-HDQT | October 17, 2023 | Signing line of credit contract 2023 |
| 9 | 39/NQ-HDQT | October 18, 2023 | the Meeting of the Board of Directors |
| II. | Board Decisions | | |
| 1. | 02/QD-HDQT | January 09, 2023 | Promulgate the norm of the economic and technical targets in Q4/2023 |
| 2 | 05/QD-HDQT | March 10, 2023 | Establish the Organizing Committee of the Annual General Meeting of Shareholders 2023 |
| 3 | 06/QD-HDQT | March 10, 2023 | Issue organizing regulations for the 2023 Annual General Meeting of Shareholders |
| 4 | 07/QD-HDQT | March 10, 2023 | Establish the Shareholder's Eligibility Verification Committee for the General Meeting of Shareholders 2023. |
| 5 | 21/QD-HDQT | April 24, 2023 | Promulgate the norm of the economic and technical targets in Q2/2023 |
| 6 | 28/QD-HDQT | April 28, 2023 | Assign tasks to the members of the Board of Directors for the term 2023-2028 |
| 7 | 29/QD-HDQT | June 21, 2023 | Receive seniority allowances for officials |
| 8 | 30/QD-HDQT | June 21, 2023 | Receive seniority allowances for officials |
| 9 | 31/QD-HDQT | June 21, 2023 | Receive seniority allowances for officials |
| 10 | 35/QD-HDQT | August 03, 2023 | Promulgate the norm of the economic and technical targets in Q3/2023 |
| 11 | 36/QD-HDQT | August 15, 2023 | Promulgate the norm of the economic and technical targets in Q3/2023 |
| 12 | 37/QD-HDQT | August 15, 2023 | Appoint positions to officials |
| 13 | 40/QD-HDQT | October 18, 2023 | Promulgate the norm of the economic and technical targets in Q4/2023 |
| 14 | 41/QD-HDQT | October 18, 2023 | Promulgate the Regulations on financial management |
| 15 | 42/QD-HDQT | October 18, 2023 | Promulgate regulations on procurement of materials, Goods and services regularly for production and business |
| 16 | 43/QD-HDQT | October 18, 2023 | Re-appoint positions for officials |

1. The Supervisory Board (Annual Report 2021)
2. Information on members of the Supervisory Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Do Thuy Huong | Chief | April 24, 2015 | Bachelor of Accounting |
| 2 | Nguyen Van Giang | Member | April 28, 2023 | Mechanical deformation engineer and metal rolling |
| 3 | Tran Nguyet Anh | Member | June 24, 2021 | Bachelor of Economics majoring in accounting |
| 4 | Nguyen Xuan Lam | Member | From April 26, 2018 to April 28, 2023 | Mechanical engineer, Master of Business Administration |

1. The Executive Board.

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Tran Tuan | February 28, 1967 | Mechanical deformation engineer and metal rolling | Appointed on May 15, 2015 |
| 2 | Nguyen Duc Loi | November 15, 1977 | Materials mechanics and Metal rolling engineer, Bachelor of Business Administration | Appointed on September 01, 2021 |

1. Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment / dismissal |
| Nguyen Thi Minh Chau | April 11, 1973 | Bachelor of Accounting | Appointed on May 21, 2015 |

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

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of institution/ individual | Relations with the Company | NSH\* No., date of issue, place of issue | Head office address/Contact address | Time of transaction | General Mandate/Decision of the General Meeting of Shareholder approved No. or Board Resolution/Decision approved No. (including date of promulgation, if any) | Content, quantity, total value of transaction: | Note |
| 1 | Thai Nguyen Iron And Steel JSC | Major shareholder; | 4600100155 (First registered on June 24, 2009; Registered for 10th change on April 14, 2020 | Zone 13, Cam Gia Ward, Thai Nguyen City, Thai Nguyen Province | January 01, 2023 | 26/NQ-DHDCD dated April 28, 2023 | Buy/Sell supplies, raw materials, and fuel for production; Buy and sell construction steel under the TISCO brand or process rolled steel |  |

Notes: NSH Number\*: ID Card/Passport No. (for individuals) or the Business Registration Certificate, License on Operation or equivalent legal document (for organizations).

1. Transactions between Company’s PDMR, affiliated persons of PDMR and subsidiaries, companies controlled by the Company. None
2. Transactions between the Company and other entities/

* Transactions between the Company and the companies in which members of the Board of Directors, members of the Supervisory Board and the General Executive Manager have been founding members or members of the Board of Directors or the Executive General Manager for the past 3 years (as at the time of reporting):
* 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, the Executive General Manager: In 2023, no transaction incurred
* Other transactions of the Corporation (if any) that can bring about material or non-material benefits to the members of the Board of Directors, the members of the Supervisory Board and the Executive General Manager:

1. Share transactions between PDMR and affiliated persons/organizations of PDMR.
2. Company’s share transaction of PDMR and affiliated persons: In 2023, no transaction incurred
3. Other significant issues: