**TNB: Annual Corporate Governance Report 2023**

On January 26, 2024, Nha Be Steel JSC announced Report No. 10/BC-TNB on corporate governance 2023 as follows:

* Name of listed company: Nha Be Steel JSC
* Head office address: 4th Floor, Representative Office Building of Vietnam Steel Corporation in Ho Chi Minh City ,56 Thu Khoa Huan, Ben Thanh Ward, District 1, Ho Chi Minh City
* Tel: (028) 38 298 244 Fax: (028) 38 298 245 Email: [thepnhabe@nbsteel.vn](mailto:thepnhabe@nbsteel.vn)
* Charter capital: VND 144,900,000,000
* Securities code: TNB
* 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 opinions via a ballot):

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| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | 48/NQ-DHDCD | April 12, 2023 | Annual General Mandate 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) | Date of appointment/dismissal as member/independent member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Mr. Nguyen Van Chanh | Chair of the Board of Directors | March 27, 2018 | April 12, 2023 |
| 2 | Mr. Le Viet | Chair of the Board of Directors | From October 2, 2011, he is member of the Board of Directors, from April 12, 2023, he is Chair of the Board of Directors |  |
| 3 | Mr. Nguyen Minh Tinh | Member | April 12, 2023 |  |
| 4 | Mr. Nguyen Huu Khanh | Member | May 29, 2020 |  |
| 5 | Mr. Le Xuan Anh | Member | March 27, 2018 | April 12, 2023 |
| 6 | Mr. Pham Cong Dung | Member | April 12, 2023 |  |
| 7 | Mr. Vo Tri Nghia | Member | March 25, 2022 | April 12, 2023 |
| 8 | Ms. Nguyen Thuy Ly | Member | April 12, 2023 |  |

1. Board Resolutions/Board Decisions

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| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 01 | 01/NQ-HDQT | January 06, 2023 | Resolution on approving the outstanding unsecured balance for sales |
| 02 | 02/NQ-HDQT | February 06, 2023 | Resolution on organizing the Annual General Meeting of Shareholders 2023 |
| 03 | 03/NQ-HDQT | February 08, 2023 | Resolution on promulgating the Regulations on information disclosure |
| 04 | 04/NQ-HDQT | February 03, 2023 | Resolution on evaluating the performance results of Q4/2022 and 2023, and the working plan for 2021 and key work for Q1/2023 |
| 05 | 06/NQ-HDQT | February 09, 2023 | Resolution on guaranteeing bank loans |
| 06 | 08/QD-HDQT | February 28, 2023 | Decision on dismissing the Deputy General Manager - Do Ngoc Bang |
| 07 | 46/QD-HDQT | April 12, 2023 | Resolution on evaluating the Production and Business Results of Q1/2023 and the Work Program of Q1/2023 |
| 08 | 48/NQ-DHDCD | April 12, 2023 | Annual General Mandate 2023 |
| 09 | 48A/NQ-HDQT | April 12, 2023 | Resolution on loan and using assets as collateral at Joint Stock Commercial Bank for Investment and Development of Vietnam |
| 10 | 50/NQ-HDQT | April 12, 2023 | Resolution on approving the results of the election of Chair of the Board of Directors in the term of 2023-2028 |
| 11 | 51/QD-HDQT | April 12, 2023 | Decision on appointing Mr. Nguyen Minh Tinh to hold the position of General Manager of the Company |
| 12 | 52/QD-HDQT | April 12, 2023 | Decision on reappointing Mr. Nguyen Quoc  Anh Dung to hold the position of Chief Accountant |
| 13 | 53/QD-HDQT | April 12, 2023 | Decision on reappointing Mr. Nguyen Huu Khanh to hold the position of Deputy General Manager of the Company |
| 14 | 54/QD-HDQT | April 12, 2023 | Decision on appointing Mr. Pham Xuan Phong to hold the position of Deputy General Manager of the Company |
| 15 | 55/QD-HDQT | April 12, 2023 | Decision on dismissing Mr. Dao Quoc  Thinh from the position of Secretariat of the Board of Directors |
| 16 | 56/QD-HDQT | April 12, 2023 | Decision on appointing Ms. Nguyen Thi Phuong to hold the position “Person in charge of corporate governance” |
| 17 | 57/NQ-HDQT | April 12, 2023 | Resolution on changing the Legal Representative of the Company |
| 18 | 58/QD-HDQT | April 14, 2023 | Decision on appointing the Manager of the Branch |
| 19 | 60-2023/NQ-HDQT | May 16, 2023 | Resolution on Signing a principle contract for processing and repair in 2023 with Mechanical Engineering and Metallurgy Joint Stock Company |
| 20 | 62/NQ-HDQT | May 17, 2023 | Resolution on approving the Labor and Salary Plan 2023 |
| 21 | 64/NQ-HDQT | May 30, 2023 | Resolution on selecting an Independent Audit Company in 2023 |
| 22 | 67/NQ-HDQT | June 26, 2023 | Resolution on Signing a consignment contract for purchasing and selling angle steel in 2023 with Central Vietnam Metal Corporation |
| 23 | 68/NQ-HDQT | July 07, 2023 | Resolution on evaluating the Production and Business Results of Q2/2023 and the first 6 months of 2023, Key plans & programs for Q3/2023 and the last 6 months of 2023 |
| 24 | 69/QD-HDQT | July 17, 2023 | Decision on amending and supplementing regulations on selling steel products |
| 25 | 71-2023/NQ-HDQT | September 08, 2023 | Resolution on Signing Steel Billet Sales Contract in 2023 with Central Vietnam Metal Corporation |
| 26 | 74/NQ-HDQT | September 21, 2023 | Resolution on Changing the Head Office address, dissolving branches and establishing representative offices |
| 27 | 76-2023/NQ-HDQT | September 29, 2023 | Resolution on Signing Contract to provide customs clearance and transportation services in 2023 with Vinatrans |
| 28 | 78/NQ-HDQT | October 02, 2023 | Resolution on approving the reduction of the 2023 salary fund |
| 29 | 80/NQ-HDQT | October 20, 2023 | Resolution on evaluating the Production and Business Results of Q3/2023 and the first 9 months of 2023, Key plans and programs for Q4/2023 |
| 30 | 82/NQ-HDQT | November 27, 2023 | Decision on amending and supplementing regulations on selling steel products of Nha Be Steel JSC |
| 31 | 84/NQ-HDQT | December 20, 2023 | Resolution on Signing Steel Billet Sales Contract in 2023 with Ho Chi Minh City Metal Corporation |

1. The 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 |
| 1 | Mr. Nguyen Quoc Thieu | Chief of the Supervisory Board | March 30, 2013 | Electrical Engineer, Bachelor of Business Administration |
| 2 | Mr. Bui Van Vinh | Member | March 25, 2015 | Bachelor of Business Administration, Bachelor of Human Resource Management |
| 3 | Ms. Cu Thi Thuy Linh | Member | March 25, 2015 | Bachelor of Economics |

1. The 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 |
| 1 | Mr. Nguyen Minh Tinh | December 30, 1972 | Mechanical Engineer | April 12, 2023 |
| 2 | Mr. Nguyen Huu Khanh | May 22, 1976 | Mechanical Deformation and Metal Rolling Engineer | March 21, 2018 |
| 3 | Mr. Pham Xuan Phong | November 05, 1974 | Bachelor of Business Administration | April 12, 2023 |

1. Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment / dismissal |
| Mr. Nguyen Quoc Anh Dung | December 01, 1963 | Bachelor of Financial and Accounting | May 15, 2010 |

1. Training on corporate governance
2. List of affiliated persons of the Company and transactions between affiliated persons of the Company and 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:

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | NSH No.  NSH No., Date of issue, Place of issue of NSH | Headquarters address/Contact address | Time of transaction with the Company | General Mandate/Decision of the General Meeting of Shareholders or Resolution/Decision No. approved (specify promulgation date, if any) | Contents, quantity, total value of transaction | Note |
| 1 | VNSTEEL - Southern Steel Company Limited | 100% capital unit of Vietnam Steel Corporation-JSC |  | Phu My 1 Industrial Park, Phu My Ward, Phu My Town, Ba Ria - Vung Tau |  | General Mandate No. 48/NQ-DHDCD dated April 12, 2023 | Principal contract, credit limit: VND 150,000,000,000 |  |
| 2 | VICASA JSC - VNSTEEL | Is a subsidiary of Vietnam Steel Corporation-JSC |  | Bien Hoa 1 Industrial Park, Road No. 9, An Binh Ward, Bien Hoa City, Dong Nai Province |  | General Mandate No. 48/NQ-DHDCD dated April 12, 2023 | VND 97,194,106,350 | Steel billet sales: |
| 3 | Thu Duc Steel JSC - VNSTEEL | Is a subsidiary of Vietnam Steel Corporation-JSC |  | Address: Km9, Hanoi Highway, Truong Tho Ward, Thu Duc City, Ho Chi Minh City |  | General Mandate No. 48/NQ-DHDCD dated April 12, 2023 | VND 126,570,016,301 | Steel billet sales: |
| 4 | Mechanical Engineering and Metallurgy Joint Stock Company | Joint venture |  | Road No. 2, Bien Hoa 1 Industrial Park, Bien Hoa, Dong Nai |  | Resolution No. 60/2023/NQ-HDQT dated May 16, 2023 | VND 1,921,417,000 | Repair processing |
| 5 | Central Vietnam Metal Corporation | Joint venture |  | No. 69 Quang Trung, Hai Chau District, Da Nang City |  | Resolution No. 71-2023/NQ- HDQT Resolution No. 67/NQ-HDQT | VND 19,456,715,300. VND 40,082,832,310 | Steel billet sales. Consignment for angle steel sales |
| 6 | Vinatrans International Freight Forwarders JSC | Under the same Holding Company |  | No. 406 Nguyen Tat Thanh, 18 Ward, District 4, Ho Chi Minh City |  | Resolution No. 76/2023/NQ-HDQT | VND 97,732,947 | Provide services |

1. Transactions between PDMR of the Company, affiliated persons of PDMR and subsidiaries, companies under the authority of the Company: None
2. Transactions between the Company and other entities: None
   1. Transactions between the Company and companies in which members of the Board of Directors, members of the Supervisory Board, the Manager (the General Manager) and other managers have been founding members or members of the Board of Directors, the Executive Manager (the General Manager) for the past three years (calculated at the time of reporting):

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| --- | --- | --- | --- | --- |
| No. | Name of organization/company | Relations with PDMR | Appointment date | Note |
| 1 | VNSTEEL - Ho Chi Minh City Metal Corporation | Ms. Cu Thi Thuy Linh is a member of the Board of Directors | March 28, 2018 |  |

* 1. Transactions between the Company and companies in which affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Manager (the General Manager) and other managers 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 material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers: None

1. Share transactions between PDMR and affiliated persons of PDMR
2. Transaction between PDMR and affiliated persons related to the Company’s shares:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| 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 | | Reasons for increase or decrease (buy, sell, convert, reward, ...) |
| Number of shares | Rate | Number of shares | Rate |
| 1 | Nguyen Thuy Ly | Member of the Board of Directors | 2,156,030 | 14.60% | 2,123,503 | 14.65% | Purchase more, bonus |

1. Other significant issues: none