**KTL: Annual Corporate Governance 2023**

On January 25, 2024, ThangLong Metal Wares Joint Stock Company announced Report No. 01/2024/BCQT-KKTL on corporate governance in 2023 as follows:

* Name of company: ThangLong Metal Wares Joint Stock Company
* Head office address: Sai Dong Street, Sai Dong Ward, Long Bien District, Hanoi
* Tel: 024 38759304 Fax: 0243 827 6670 Email:
* Charter capital: VND 192,000,000,000
* Securities code: KTL
* Corporate Governance Model:

The General Meeting, Board of Directors, Supervisory Board, and Managing Director/Executive Manager

* Internal audit execution: Implemented in compliance with legal regulations.

1. Activities of the General Meeting:

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

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| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting | Date | Contents |
| **1** | 01-NQ/DHCD/2023 | June 25, 2023 | Annual General Mandate 2023 of ThangLong Metal Wares Joint Stock Company |

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| 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 | Pham Huu Hung | Member of the Board of Directors | August 08, 2008 |  |
| Chair of the Board of Directors | October 05, 2011 |  |
| **2** | Pham Hong Thanh | Member of the Board of Directors | August 08, 2008 |  |
| **3** | Ho Quoc Binh | Member of the Board of Directors | August 08, 2008 |  |
| **4** | Vu Thi Hong Van | Member of the Board of Directors | October 05, 2011 | June 25, 2023 |
| 5¬ | Le Chi Liem | Non-executive members of the Board of Directors | September 04, 2019 | June 25, 2023 |
| **6** | Tran Dinh Dung | Non-executive members of the Board of Directors | June 23, 2018 | June 25, 2023 |
| **7** | Nguyen Quy Thinh | Non-executive members of the Board of Directors | June 23, 2018 |  |
| **8** | Hoang Anh Tuan | Non-executive members of the Board of Directors | June 25, 2023 |  |

1. Board Resolutions/Board Decisions:

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| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision | Date | Contents |
| **1** | 01-NQ/HDQT/2023 | January 14, 2023 | Approve the Report on production and business results in 2022 - production and business plan for 2023 and 11 implemented solutions in 2023 |
| 2 | 02-NQ/HDQT/2023 | April 20, 2023 | 1. Approve the application for extending the time to organize the Annual General Meeting to June 2023. 2. Approve the convening plan for the Annual General Meeting 2023 as follows:  * Record date: May 26, 2023 * Date: 7.30am., Saturday, June 25, 2023. * Venue: Hall of ThangLong Metal Wares Joint Stock Company, Sai Dong Street, Sai Dong Ward, Long Bien District, Hanoi |
| 3 | 03-NQ/HDQT/2023 | April 20, 2023 | * Approve the Report on production and business results Q1/2022, the targets and 07 implementation measures in Q2/2022 * Approved the draft Report of the Board of Directors for the term of 2018-2023 - Plan for the term of 2023-2028 and 08 implementation measures submitted to the General Meeting. * Approve the Draft Proposal on: * The Audited Financial Statements 2022; * The profit distribution and dividend payment plan of 2022; * The remuneration for the Board of Directors and the Supervisory Board in 2022 and the plan for 2023. * The selection of an audit company in 2023.   Approve the Draft Proposal on charter changes |
|
| 4 | 04-NQ/HDQT/2023 | VND 20 04 202 | Nominate the following persons to join the Board of Directors, to be elected to hold leadership positions at ThangLong Metal Wares Joint Stock Company for the term of 2023-2028.   * Mr. Pham Huu Hung - the representative managing VND 53,760,000,000, equal to 5,376,000 shares, accounting for 28% of the Company's charter capital - to be in charge of the State capital management team at ThangLong Metal Wares Joint Stock Company, participating in the nomination for the position of member of the Board of Directors, to be elected to hold the position of the Company’s Chair of the Board of Directors for the term of 2023-2028. * Mr. Pham Hong Thanh - the representative managing VND 34,560,000,000, equal to 3,456,000 shares, accounting for 18% of charter capital of ThangLong Metal Wares Joint Stock Company, participating in the nomination for the position of member of the Board of Directors, to be elected to hold the position of the Company’s Managing Director for the term of 2023-2028. * Mr. Ho Quoc Binh - the representative managing VND 19,200,000,000, equal to 1,920,000 shares, accounting for 10% of charter capital of ThangLong Metal Wares Joint Stock Company, participating in the nomination for the position of member of the Board of Directors, to be elected to hold the position of the Company’s Deputy Managing Director for the term of 2023-2028. * Ms. Vu Thi Hong Van — the representative managing VND 19,285,000,000, equal to 1,928,500 shares, accounting for 10.04% of charter capital of ThangLong Metal Wares Joint Stock Company, appointed to hold the position of the Company’s Chief Accountant for the term of 2023-2028. |
| 5 | 05-NQ/HDQT/2023 | April 20, 2023 | Approve the Draft Proposal on the Company’s structure. |
| 6 | 06-NQ/HDQT/2023 | June 25, 2023 | * The Board of Directors of the Company agrees to elect Mr. Pham Huu Hung as the Chair of the Board of Directors for the term of 2023-2028 * The Board of Directors assigns the Chair of the Board of Directors to decide on the appointment of personnels to the following positions:   Mr. Pham Hong Thanh - Holding the position of Managing Director.   1. Mr. Ho Quoc Binh - Holding the position of Deputy Managing Director. 2. Ms. Vu Thi Hong Van - Holding the position of Chief Accountant.  * The Executive Board of the term of 2023-2028 including 04 persons assigned by the state to manage the state capital and directly operate the company's production and business activities:  1. Mr. Pham Huu Hung - Head of State Capital Management Team - Chair of the Board of Directors. 2. Mr. Pham Hong Thanh - Member of State Capital Management Team - Managing Director. 3. Mr. Ho Quoc Binh - Member of State Capital Management Team - Deputy Managing Director. 4. Ms. Vu Thi Hong Van - Member of State Capital Management Team - Chief Accountant. |
| 7 | 07-NQ/HDQT/2023 | October 14, 2023 | Approve the report on the production and business activities in the first 9 months of the year - the tasks for Q4/2023 and the year of 2023 |

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 as member of the Supervisory Board. | Qualification |
| 1 | Chu Thi Thanh Mai | Chief | November 10, 2014 | Bachelor |
| **2** | Nguyen Quynh Chau | Member | August 08, 2008 | Intermediate |
| 3 | Le Anh Tuan | Member | June 23, 2018 | Bachelor |

1. Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Pham Huu Hung | December 01, 1963 | Master |  |
| **2** | Pham Hong Thanh | January 28, 1969 | Bachelor |  |
| **3** | Ho Quoc Binh | September 04, 1973 | Bachelor |  |
| **4** | Vu Thi Hong Van | October 18, 1972 | Bachelor |  |

1. Chief Accountant

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | Full name | Date of birth | Qualification | Date of appointment/dismissal |
|  | Vu Thi Hong Van | October 18, 1972 | Bachelor in Economics |  |

1. Training on corporate governance:
2. List of related persons of the public company (Annual report) and transactions between the related persons of the Company and the Company itself
3. Transactions between the Company and its related persons; or between the Company and major shareholders, PDMR, and related person of PDMR; None
4. Transactions between Company’s PDMR, related persons of PDMR and subsidiaries or companies controlled by the Company

None.

1. Transactions between the Company and other entities:
   1. Transactions between the Company and the company in which members of the Board of Directors, members of the Supervisory Board, Executive Manager (Managing Director) and other managers have been founding members or members of the Board of Directors or Executive Manager (Managing Director) for the past three (03) years (calculated at the time of reporting). None
   2. Transactions between Company and companies where related persons of members of the Board of Directors, members of the Supervisory Board, Executive Manager (Managing Director) and other managers are members of the Board of Directors and Executive Manager (Managing Director): None
   3. 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, Executive Manager (Managing Director) and other managers: None
2. Share transactions of PDMR and related persons of PDMR (Annual Report):
3. Transaction of PDMR and related persons related to the Company’s shares: None
4. Other significant issues