**KMT: Annual Corporate Governance Report 2023**

On January 29, 2024, Central Vietnam Metal Corporation announced Report No. 90/BC-KKMT the corporate governance in 2023 as follows:

* Name of company: Central Vietnam Metal Corporation
* Head office address: No. 69 Quang Trung Street, Hai Chau I Ward, Hai Chau District, Da Nang City
* Tel: 02363-822807 Fax: 02363-823306 Email: info@cevimetal.vn
* Charter capital: VND 98,465,620,000
* Securities code: KMT
* Corporate governance model:
* The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager.
* Internal audit execution

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. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | No. 195/NQ-DHDCD | April 19, 2023 | Approve the Annual Report, Report on activities of the Board of Directors and the Supervisory Board, the Report of the Supervisory Board, the Proposal on profit distribution and dividend payment in 2022; the Report on salaries and remunerations of members of the Board of Directors and Supervisory Board in 2022 and plan for 2023, and approve certain contents under the authorities of the General Meeting of Shareholders |

1. The Board of Directors (2023):
2. Information about members of the Board of Directors:

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| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment/dismissal as member/independent member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Mr. Huynh Trung Quang | Chair of the Board of Directors | May 29, 2020 |  |
| 2 | Mr. Nguyen Anh Hoang | Member of the Board of Directors, General Manager | May 29, 2020 |  |
| 3 | Mr. Pham Thanh Lam | Member of the Board of Directors | May 29, 2020 |  |
| 4 | Mr. Nguyen Van Bon | Member of the Board of Directors | May 29, 2020 |  |
| 5 | Mr. Doan Cong Son | Member of the Board of Directors | May 29, 2020 |  |

1. Board Resolutions/Board Decisions (2023):

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| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | 73/NQ-KKMT | January 30, 2023 | Resolution on approving the record date for the list of shareholders to attend the Annual General Meeting of Shareholders 2023 |
| 2 | 103/NQ-KKMT | February 20, 2023 | Resolution on approving the signing of goods purchase and sale contracts with affiliated companies in 2023 |
| 3 | 105/NQ-KKMT | February 20, 2023 | Resolution on approving goods purchase and sale contracts in 2023 with companies with outstanding debt of over 50% of the charter capital |
| 4 | 113/NQ-KKMT | February 22, 2023 | Resolution on evaluating the business result of Q4/2022 and implementing the plan for Q1/2023 |
| 5 | 155/NQ-KKMT | March 27, 2023 | Resolution on approving contents submitted to the Annual General Meeting of Shareholders 2023 |
| 6 | 211/NQ-KKMT | April 25, 2023 | Resolution on signing the contract of the credit line with Vietnam Technological and Commercial Joint Stock Bank - Da Nang Branch |
| 7 | 215/NQ-KKMT | April 27, 2023 | Resolution on evaluating the business result of Q1/2023 implementing duties for Q2/2023 and approving other contents. |
| 8 | 218/QD-KKMT | May 05, 2023 | Decision on the bonus for the Executive Board |
| 9 | 226/NQ-KKMT | May 11, 2023 | Resolution on signing contract of credit line  with Vietnam Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch |
| 10 | 245/NQ-KKMT | May 19, 2023 | Resolution on signing contract of credit line with Joint Stock Commercial Bank for Foreign Trade of Vietnam - Da Nang Branch |
| 11 | 246/QD-KKMT | May 19, 2023 | Decision on assigning the planned salary fund for the managers and employees in 2023 |
| 12 | 264/QD-KKMT | June 01, 2023 | Decision on selecting an audit company for the Financial Statements 2023 of the Company |
| 13 | 269/NQ-KKMT | June 07, 2023 | Resolution on signing contract of credit line with Tien Phong Commercial Joint Stock Bank - Da Nang Branch |
| 14 | 270/NQ-KKMT | June 07, 2023 | Resolution on signing contract of credit line with Vietnam Bank for Agriculture and Rural Development - South Da Nang |
| 15 | 374/NQ-KKMT | August 07, 2023 | Resolution on evaluating the business result in Q2/2023 and the first 6 months of the year and implementing the plan for Q3/2023 |
| 16 | 375/NQ-KKMT | August 07, 2023 | Resolution on loans and using assets as assurance method at the Joint Stock Commercial Bank for Investment and Development of Vietnam - Da Nang Branch |
| 17 | 376/NQ-KKMT | August 07, 2023 | Resolution on signing contract of credit line with Vietnam Maritime Commercial Joint Stock Bank - Da Nang Branch |
| 18 | 433/NQ-KKMT | October 12, 2023 | Resolution on evaluating the business result in Q3/2023 and 9 months of 2023 and implementing the plan for Q4/2023 |

1. The Supervisory Board (2023):
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. Tran Nguyen Hoang Nam Thanh Tuan | Chief of the Supervisory Board | May 29, 2020 | Bachelor of Economics |
| 2 | Ms. Nguyen Thi Huyen | Member of the Supervisory Board | April 19, 2023 (Appointed as member of the Supervisory Board) | Bachelor of Economics |
| 3 | Ms. Nguyen Thi Tuyet Nga | Member of the Supervisory Board | April 19, 2023 (Dismissed from member of the Supervisory Board) | Bachelor of Economics |
| 4 | Mr. Le Van Chau | Member of the Supervisory Board | May 29, 2020 | Bachelor of Information Technology, Accounting Intermediate |

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 | Mr. Nguyen Anh Hoang - General Manager | December 21, 1969 | Bachelor of Economics | July 25, 2020 |
| 2 | Mr. Nguyen Minh Duc - Deputy General Manager | December 21, 1976 | Bachelor of Economics | July 02, 2019 |
| 3 | Mr. Nguyen Thanh Tuan | August 14, 1971 | Bachelor of Economics | December 02, 2022 |

1. The Chief Accountant

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Ms. Nguyen Dang Loan | November 04, 1976 | Bachelor of Economics | January 01, 2021 |

1. Training course on corporate governance
2. List of affiliated persons of the public Company and transactions between the 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, or affiliated persons of PDMR:

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Affiliated relation with the Company | NSH No.\*, Date of issue, Place of issue | Head office address/Contact address | Time of transaction with the Company | General Mandate/Decision of the General Meeting of Shareholder or Board Resolution/Decision approved (including the promulgation date, if any) | Content, quantity, total value of transaction | Note |
| 1 | VNSTEEL - Southern Steel Company Limited | In the same system of Viet Nam Steel Corporation (VNS) | 3502269994 | Phu My 1 Industrial Park, Phu My Ward, Phu My Town, Ba Ria Vung Tau Province | From January 01, 2023 to December 31, 2023 | 103/NQ-KKMT, dated February 20, 2023 of the Board of Directors | Purchases and sales of steel, Quantity: 7,843 tons, Total value of transaction: VND 122 billion. |  |
| 2 | VNSTEEL - Nha Be Steel Joint Stock Company | as above | 0305393838 | No. 56 Thu Khoa Huan, Ben Nghe Ward, District 1, Ho Chi Minh City | as above | as above | Purchases and sales of steel, Quantity: 2,489 tons, Total value of transaction: VND 43 billion. |  |
| 3 | VNSTEEL - Hochiminh City Metal Corporation | as above | 9300399360 | No. 193, Dinh Tien Hoang Street, Da Kao Ward, District 1, Ho Chi Minh City. | as above | as above | Purchases and sales of steel, Quantity: 6,163 tons, Total value of transaction: VND 94 billion. |  |
| 4 | NatSteelVina Co.,Ltd | as above | 4600107993 | Group 13, Cam Gia Ward, Thai Nguyen City | as above | as above | Purchases and sales of steel and billets, Quantity: 2,899 tons, Total value of transaction: VND 37 billion. |  |
| 5 | Vina Kyoei Steel Company Limited | as above | 3500106761 | Phu My I Industrial Park, Phu My Ward, Phu My Town, Ba Ria Vung Tau Province | as above | as above | Purchases and sales of steel and billets, Quantity: 1,966 tons, Total value of transaction: VND 29.9 billion. |  |

Notes: NSH Number\*: ID Card/Passport No. (for individuals) or Business Registration Certificate No., License on Operations No. or equivalent legal documents (for institutions)

1. Transactions between the Company’s PDMR, affiliated persons of PDMR, and subsidiaries or companies controlled by the Company
2. Transactions between the Company and other entities:
   1. Transactions between the Company and companies where members of the Board of Directors, members of the Supervisory Board, the General Manager, and other managers have been 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):
   2. Transactions between the Company and companies where members of the Board of Directors, members of the Supervisory Board, the General Manager and other managers are the members of the Board of Directors, the General Manager:

From January 01, 2023, to December 31, 2023, the Company had transactions with companies where affiliated persons are members of the Board of Directors as follows:

* Công ty TNHH Nghĩa Phú (tentatively translated as Nghia Phu Company Limited): Purchases and sales of steel, Quantity: 4,440 tons, Total value of transaction: VND 71 billion (Board Resolution No. 103/NQ-KKMT dated February 20, 2023);
* Tay Do Steel Co., Ltd: Purchases and sales of steel and billets, Quantity: 33,135 tons, Total value of transaction: VND 429 billion (Board Resolution No. 103/NQ-KKMT dated February 20, 2023, General Mandate No. 195/NQ-DHDCD dated April 19, 2023);
* Nine Dragons Import Export Trade Services Limited Company: Purchases and sales of billets, Quantity: 15,015 tons, Total value of transaction: VND 211 billion (Board Resolution No. 103/NQ-KKMT dated February 20, 2023, General Mandate No. 195/NQ-DHDCD dated April 19, 2023).
  1. Other transactions of the Company (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, the General Manager and other managers

1. Share transactions of PDMR and affiliated persons of PDMR (2023)
2. Company’s share transactions of PDMR and affiliated persons
3. Other significant issues: None.