**TIS: Annual General Mandate 2024**

On April 19, 2024, Thai Nguyen Iron and Steel Joint Stock Corporation announced General Mandate No. 59/NQ-GTTN as follows:

‎‎Article 1. Approve the production and business results, activities of the Company's Board of Directors in 2023, term 2019-2024 in Report No. 39/BC-GTTN dated April 13, 2024 of the Company's Board of Directors; directions for production and business activities, investment plans in 2024 of Thai Nguyen Iron and Steel Joint Stock Corporation and Proposal No. 45/TTr-GTTN dated April 13, 2024 of the Company's Board of Directors with some main contents:

1. Results of implementing key targets from 2019 to 2023:

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Target | Unit | Results | | | | | Total |
| In 2019 | In 2020 | In 2021 | In 2022 | In 2023 |
| 1 | Industrial production value | Billion VND | 9,347 | 9,241 | 12,961 | 11,643 | 9,450 | 52,641 |
| 2 | Blast furnace iron production | Tons | 170,730 | 161,321 | 204,311 | 192,583 | 185,449 | 914,394 |
| 3 | Billet production | “ | 300,965 | 288,357 | 430,070 | 331,336 | 282,900 | 1,633,628 |
| 4 | Rolled steel production | “ | 730,327 | 802,242 | 824,499 | 704,662 | 640,646 | 3,702,375 |
| 5 | Rolled steel consumption | “ | 786,587 | 810,244 | 818,465 | 711,129 | 639,070 | 3,765,496 |
| 6 | Total revenue (BCR) | Billion VND | 13,454 | 13,284 | 18,400 | 16,832 | 13,401 | 75,372 |
| 7 | Profit before tax | “ | 50.058 | 21.979 | 151.482 | 3.653 | 176.621 | 50.551 |
| 8 | Payable to state budget: | “ | 389.226 | 451.504 | 453.132 | 284.518 | 75.023 | 1,653 |
| 9 | Average labor | Person | 4,211 | 3,939 | 3,725 | 3,629 | 3,399 | 3,781 |
| 10 | Average salary per employee | Million VND/month | 8.460 | 10.462 | 12.842 | 10.693 | 9.268 | 10.345 |

1. Key planned targets and investments for 2024-2029:

a) Regarding production and business plans:

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Target | Unit | Plan for 2024 | EXPECTED PLAN 2025 - 2029 | | | | |
| In 2025 | In 2026 | In 2027 | In 2028 | In 2029 |
| 1 | Coke production | Tons | 115,000 | 120,000 | 120,000 | 120,000 | 120,000 | 120,000 |
| 2 | Blast furnace iron production | “ | 200,000 | 200,000 | 160,000 | 200,000 | 200,000 | 200,000 |
| 3 | Billet production | “ | 200,000 | 350,000 | 350,000 | 400,000 | 430,000 | 430,000 |
| 4 | Rolled steel production | “ | 645,000 | 700,000 | 750,000 | 800,000 | 900,000 | 1,000,000 |
| 5 | Rolled steel consumption | “ | 645,000 | 700,000 | 750,000 | 800,000 | 900,000 | 1,000,000 |
| 6 | Total revenue | Billion VND | 12,953 | 14,248 | 15,499 | 16,700 | 19,101 | 21,272 |
| 7 | Profit before tax | “ | 15.000 | 15.000 | 30.000 | 50.000 | 80.000 | 100.000 |
| 8 | Payable to state budget: | “ | 221.915 | 285.710 | 302.990 | 327.530 | 348.400 | 351.524 |
| 9 | Average labor | Person | 3,335 | 3,330 | 3,330 | 3,330 | 3,330 | 3,330 |
| 10 | Average salary per employee | Million VND/month | 9.034 | 10.270 | 10.110 | 10.980 | 11.600 | 12.060 |

In 2024, the world situation continues to be complicated and unpredictable, especially the geopolitical conflicts continue to prolong and tend to escalate, affecting the supply chain, prices of raw materials for production to an unpredictable extent. Therefore, the General Meeting of Shareholders agrees to authorize the Board of Directors in the implementation process to proactively consider options, adjust production and business plan targets in 2024 in accordance with the actual situation to ensure the best production and business results.

b) Regarding development investment plans:

1. Investment and development plan

In 2024, in addition to the Phase 2 Production Expansion Project - Thai Nguyen Iron and Steel Joint Stock Corporation is being directed by competent authorities to solve and handle thoroughly the problems and shortcomings; The Company will continue to implement the transition projects and some new projects in the field of mineral exploitation to meet the raw materials for the Company's production. Accordingly, there are a total of 05 projects, including 02 Group B projects and 03 Group C projects. Details are as follows:

Unit: Billion VND

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Project/Item Name | Project Classification | Total investment | Capital Structure | | Disbursement Plan in 2024 | | |
| Owners’ equity | Loan capital | Total | Owners’ equity | Loan capital |
| I | Transition projects |  | 630 | 189 | 441 | 15.0 | 15.0 | 0 |
| 1 | Nam Lang Cam underground fat coal mining project | Group  B | 180 | 54 | 126 | 5.0 | 5.0 | 0 |
| 2 | North Lang Cam (Am Hon area) underground fat coal mining project | Group  B | 450 | 135 | 315 | 10.0 | 10.0 | 0 |
| II | New projects |  | 23 | 23 |  | 1.4 | 1.4 | 0 |
| 1 | Proposal for exploration, expansion and upgrading of Nui D (Nui De), Nam Hoa and Cay Thi communes, Dong Hy district, Thai Nguyen province | Group C | 8.0 | 8.0 | 0 | 0.5 | 0.5 | 0 |
| 2 | Proposal for expansion and upgrading of Nui Quang (Nui Quang deep layer), Trai Cau town, Dong Hy district, Thai Nguyen province | Group C | 10.0 | 10.0 | 0 | 0.5 | 0.5 | 0 |
| 3 | Proposal for exploration, expansion and upgrading of Kim Cuong mine, Cay Thi commune, Dong Hy district, Thai Nguyen province | Group C | 5.0 | 5.0 | 0 | 0.4 | 0.4 | 0 |
|  | Total |  | 653 | 212 | 0 | 16.4 | 16.4 | 0 |

1. Investment plan for procurement and upgrading of fixed assets:

Based on the requirements to meet production and business needs and the ability to arrange capital sources, the General Meeting of Shareholders assigns the Board of Directors and the Executive Board to decide and direct the planning and implementation of investment items for procurement and upgrading of fixed assets according to their authority, ensuring compliance with the provisions of law, the Charter of organization and operation, the regulations and rules of the Company.

‎‎Article 2. Approve the Report of the Supervisory Board of Thai Nguyen Iron and Steel Joint Stock Corporation on the results of activities in 2023, term 2019-2024; plan of activities in 2024, orientation for the term 2024-2029. Approve the appraisal report on the Company's 2023 financial statements in Report No. 173/BC-GTTN dated April 13, 2024 of the Supervisory Board of Thai Nguyen Iron and Steel Joint Stock Corporation.

‎‎Article 3. Approve the dismissal of members of the Board of Directors and members of the Supervisory Board of the Company for the term 2019-2024 in Proposal No. 40/TTr-GTTN dated April 13, 2024 of the Company's Board of Directors.

‎‎Article 4. Approve the election results of the following gentlemen as members of the Company's Board of Directors for the term 2024-2029:

|  |  |
| --- | --- |
| No. | Full name |
| 1 | Mr. Nghiem Xuan Da |
| 2 | Mr. Nguyen Minh Hanh |
| 3 | Mr. Le Thanh Thuc |
| 4 | Mr. Le Hong Khue |
| 5 | Mr. Tran Quang Tien |
| 6 | Mr. Le Minh Tu |
| 7 | Mr. Tran Trong Manh |

Article 5: Approve the election results of the following ladies and gentlemen as members of the Company's Supervisory Board for the term 2024-2029:

|  |  |
| --- | --- |
| No. | Full name |
| 1 | Ms. Nguyen Thuy Ha |
| 2 | Mr. Bui Quang Hung |
| 3 | Mr. Tran Anh Dung |
| 4 | Ms. Nguyen Thi Hue |
| 5 | Mr. Nguyen Hong Van |

Article 6: Approve the separate audited Financial Statements for the accounting period from January 1, 2023 to December 31, 2023 in Proposal No. 42/TTr-GTTN dated April 13, 2024 of the Company's Board of Directors.

‎‎Article 7. Approve the consolidated audited Financial Statements for the accounting period from January 1, 2023 to December 31, 2023 in Proposal No. 43/TTr-GTTN dated April 13, 2024 of the Company's Board of Directors.

‎‎Article 8. Approve Proposal No. 44/TTr-GTTN dated April 13, 2024 of the Company's Board of Directors on the distribution of profits in 2023 of Thai Nguyen Iron and Steel Joint Stock Corporation.

At point c, clause 2, Article 135 of the Enterprise Law 2020, it is stipulated:

“2. Dividends paid for ordinary shares are determined based on the actual net profit and the dividend payment is deducted from the company's retained earnings. A joint stock company is only allowed to pay dividends of ordinary shares when the following conditions are met:

…………………

c) Immediately after paying all the dividends, the company still ensures full payment of other debts and property obligations due."

As of December 31, 2023, the Company still has VND 2,708.1 billion of overdue debt for the project loan for which no source of repayment has been found (Of which: Principal: VND 1,076.7 billion; Interest: VND 1,631.4 billion).

Therefore, the Board of Directors reports to the Annual General Meeting of Shareholders 2024 of Thai Nguyen Iron and Steel Joint Stock Corporation that according to the above legal provisions, the Company does not meet the conditions to distribute dividends to the owners.

‎‎Article 9. Approve Proposal No. 46/TTr-GTTN dated April 13, 2024 of the Company's Board of Directors on signing contracts with Thai Hung Trading Joint Stock Company.

‎‎Article 10. Approve Proposal No. 47/TTr-GTTN dated April 13, 2024 of the Company's Board of Directors on signing contracts with Thai Trung Steel Rolling Joint Stock Company.

‎‎Article 11. Approve the actual salary and remuneration of the Board of Directors, the Board of Management, the Supervisory Board and the Chief Accountant of the Company in 2023 in Proposal No. 56/TTr-GTTN dated April 18, 2024 of the Company's Board of Directors and the salary and remuneration of the Board of Directors, the Board of Management, the Supervisory Board and the Chief Accountant of Thai Nguyen Iron and Steel Joint Stock Corporation in the year.

‎‎Article 12. Authorize the Board of Directors to select one of the five audit companies (AASC Auditing Firm Co., Ltd., Pricewaterhous Cooper Co., Ltd., Deloitte Co., Ltd., Ernst and Young Co., Ltd., and KPMG Co., Ltd.) to audit the Company's Financial Statements 2024 as proposed by the Supervisory Board in Proposal No. 174/TTr-GTTN dated April 13, 2024.

‎‎Article 13. Organization and Implementation:

1. The Board of Directors and the General Manager of the Company are responsible for monitoring, urging and organizing the implementation of the Annual General Mandate 2024 of Shareholders in accordance with the law and the Company's Charter.
2. The Supervisory Board of the Company is responsible for supervising and inspecting the activities of the Board of Directors and the General Manager of the Company in implementing General Mandate, ensuring compliance with the law and the Company's Charter.

Article 14. This General Mandate was passed in full by the Annual General Meeting of Shareholders 2024 of Thai Nguyen Iron and Steel Joint Stock Corporation in the meeting hall and takes effect from April 19, 2024./.