**TVN: Annual General Mandate 2024**

On April 26, 2024, Viet Nam Steel Corporation announced General Mandate No. 46/NQ-VNS as follows:

Article 1. Approve the Report of the Board of Directors of Viet Nam Steel Corporation at the Annual General Meeting of Shareholders 2024.

Some main targets to be implemented in 2023 are as follows:

* Targets on the separate Financial Statements:
* Total revenue of the Holding Company: VND 1,325.18 billion.
* Profit before tax of the Holding Company: VND 13.38 billion
* Targets on the Consolidated Financial Statements:
* Total consolidated revenue: VND 30,401 billion.
* Consolidated profit before tax: Loss of VND 288.28 billion.

Article 2. Approve the Report of the Supervisory Board of Viet Nam Steel Corporation at the Annual General Meeting of Shareholders 2024.

Article 3. Approve the Audited Financial Statements for the fiscal year 2023 of Viet Nam Steel Corporation and profit distribution plan and appropriation for funds.

* 1. Regarding appropriation for bonus and welfare funds:
1. Bonus and welfare fund for employees: VND 4,440 million.

(The above proposed appropriation level is equivalent to 02 months of the average salary of employees in 2023, and is lower than the maximum appropriation eduction level as prescribed in Section 1, Article 18 of Circular No. 28)

1. Bonus fund of the Corporation's manager: VND 450 million.

(The above proposed appropriation for funds is equivalent to 1.5 months' average salary of an executive manager in 2023 according to the regulations specified in Section 2, Article 18 of Circular No. 28).

1. Pursuant to the investment and development plan and the plan on procurement and upgrading of fixed assets in 2024.

The Board of Directors proposes an additional appropriation for the investment and development fund of VND 87.54 billion [VND 291.8 billion X 30% = VND 87.54 billion]

From the accumulated profit after tax until December 31, 2023, it is expected to carry out the following items:

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| Investment item | Amount (tbillion VND) | Approved Resolution |
| 1. Nha Be Steel | 150.0 | Resolution No. 32/NQ-VNS dated October 11, 2022 |
| 2. Purchase charter capital at Southern Steel Sheet Co., Ltd | 92.05 | Resolution 09/NQ-VNS dated February 07, 2024 |
| 3. Other investments (Office of the Corporation) | 17.822 | Decision No. 03/QD-VNS dated January 05, 2024 and document dated March 11, 2024 of the Office. |
| 4. Phuong Nam Hotel | 0.589 | Offcial Dispatch No. 11/TT-KSPN dated March 14, 2024 of Phuong Nam Hotel  |
| 5. Sun pro Steel project | 210.2 | Resolution No. 126/NQ-VNS dated December 18, 2023 |

* 1. Regarding dividend payment:

According to the Corporation's separate Financial Statements, after making appropriation for the above funds, the remaining accumulated profit after tax is VND 199.37 billion (291.8- 4.89- 87.54 = 199.37) and the Corporation's charter capital is VND 6,780 billion.

The balance of the Development and Investment Fund after making additional appropriation according to regulations is VND 338.54 billion (251 +87.54= 338.54), which is not enough to implement the 05 items in the above plan (about VND 470.65 billion) (not including the investment in purchasing charter capital at VINAUSTEEL LTD., in the amount of VND 67 billion disbursed in February 2024)

In 2024, the domestic and international steel market is forecasted to develop very complicatedly and in a negative direction due to many unfavorable factors such as: the real estate market being frozen, leading to the quiet construction materials market; Steel enterprises compete to reduce selling prices to gain market share... This reality leads to the business results and financial situation of the steel industry in general, including VNS in particular, facing many serious risks and challenges. Therefore, the need to ensure the financial stability of the Corporation is extremely urgent.

In addition, in 2024, the Corporation will have to proactively prepare large financial resources to: Pay revenues according to the decision on equitization finalization and implement plans to handle the Tisco 2 Project and restructure VTM after being approved by the competent authority.

From the above reasons, the Board of Directors proposes not to pay dividends.

The remaining profit after tax, after appropriation for funds, will be used to accumulate for development investment.

Article 4. Approve the production and business plan 2024 of Viet Nam Steel Corporation with the following main targets:

1. Production and business plan for 2024:
	1. Financial plan:
* Total revenue on the Consolidated Financial Statements: VND 31,500 billion
* Profit before tax on Consolidated Financial Statements: VND 120 billion
* Total revenue on the separate Financial Statements: VND 2,341 billion
* Profit before tax on the separate Financial Statements: VND 15 billion
* Credit limit of the Holding Company: VND 4,350 billion
	1. Plan for investment and development, and investment in purchasing and upgrading fixed assets:
		1. Investment plan for development and investment in purchasing and upgrading fixed assets of the Holding Company: expected from VND 537.66 billion to VND 847.66 billion, specifically as follows:
1. Investing and contributing capital to other enterprises to serve business activities or to invest in new projects: from VND 519.25 billion to VND 829.25 billion
* Acquiring shares of VII at Vinausteel: VND 67 billion;
* Acquiring about 6% of foreign partners' capital contribution at Phuong Nam Steel Sheet Company: VND 92.05 billion;
* Buy shares at Nha Be Steel Joint Stock Company to invest in additional billet refining line with capacity of 150,000 tons/year: VND 150 billion;
* Invest in 01 steel rolling mill with capacity of 500,000 tons/year in the form of merger and acquisition of existing steel production enterprises in the Southern region: Expected from VND 210.2 billion to VND 520.2 billion.
1. Investment in purchasing and upgrading fixed assets:
* Disbursement value: VND 18.41 billion;
* Source of capital for implementation: Owners’ equity
* Investment purpose: to carry out investment items of the Corporation Office and Phuong Nam Hotel.
1. Investment plan for development and investment in purchasing and upgrading fixed assets of subsidiaries and joint ventures:

Expected investment capital disbursement plan in 2024 of units in the Corporation's system is VND 673.829 billion to implement investment projects and investment items as follows:

1. Development and investment plan

The capital construction investment plan 2024 of units throughout the Corporation's system: expected to disburse VND 314.34 billion, of which:

* Owners' equity: VND 196.44 billion
* Commercial loan: VND 117.9 billion
1. Investment plan to purchase and upgrade fixed assets in 2024 of subsidiaries and joint ventures with a total implementation value of VND 359.489 billion, of which:
* Owners' equity: VND 183.827 billion.
* Loans: VND 86.862 billion.
* Other capital: VND 88.8 billion.

Article 5. Approve the Proposal on selecting an audit company for the Financial Statements 2024 of Viet Nam Steel Corporation.

Article 6. Approve the Proposal on salaries and remunerations implemented in 2023 and the remuneration plan for 2024 of the Board of Directors and the Supervisory Board of Viet Nam Steel Corporation, specifically:

1. The salary fund 2023 for the Board of Directors and the Executive Supervisory Board (including the Chief of the Supervisory Board and Supervisors): VND 2,690.38 million.
2. Remuneration fund of the Board of Directors and non-executive Supervisory Board: VND 251.10 million;

In which, remuneration:

* Chair of the Board of Directors (executive): VND 9.3 million/month;
* Member of the Board of Directors: VND 7.7 million/person/month;
* Member of the Supervisory Board: VND 4.1 million/person/month.
1. Planned remuneration fund 2024 for the Board of Directors and the non-executive Supervisory Board: VND 162 million.

In which, remuneration:

* Member of the Board of Directors: VND 6.5 million/person/month;
* Member of the Supervisory Board: VND 3.5 million/person/month.

Article 7. Approve Report No. 295 /BC-VNS dated April 25, 2024 on approval of credit limits signed with banks in 2024 of the Holding Company - Viet Nam Steel Corporation.

Article 8. Approve Proposal No. 455 /TTr-VNS dated April 25, 2024 of the Board of Directors of the Corporation on the dismissal and election of members of the Supervisory Board of Viet Nam Steel Corporation, term of 2021-2026.

Article 9. Approve the results of electing members of the Supervisory Board of Viet Nam Steel Corporation for the term 2021 - 2026 as follows:

Elected members of the Supervisory Board:

|  |  |
| --- | --- |
| No. | Full name |
| 1 | Mr. Nguyen Duc Vinh Nam |

Article 10. The Annual General Meeting of Shareholders 2024 authorizes the Board of Directors and the Supervisory Board of Viet Nam Steel Corporation to organize and supervise the implementation of the General Mandate.

The Annual General Meeting of Shareholders 2024 approved the full text of the General Mandate 2024.