

## INVITATION LETTER

### ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025 NAM KIM STEEL JOINT STOCK COMPANY (STOCK CODE: NKG)

#### **To THE RESPECTED SHAREHOLDERS OF NAM KIM STEEL JOINT STOCK COMPANY**

The Board of Directors of Nam Kim Steel Joint Stock Company respectfully invites you to attend the Annual General Meeting of Shareholders 2025, with the following details:

- 1. Time:** 08:00 AM – Friday, April 25, 2025.
- 2. Venue:** Tan Son Nhat Hotel, Topaz Hall, No. 202 Hoang Van Thu Street, Ward 9, Phu Nhuan District, Ho Chi Minh City.
- 3. Key matters of the General Meeting:**
  - Report on the Board of Directors' performance in 2024 and the operational orientation for 2025;
  - Report of the Board of Management on business performance in 2024 and the business plan for 2025;
  - Report on the Board of Supervisors' performance in 2024 and the operational plan for 2025;
  - Proposal for approval of the Audited Financial Statements 2024;
  - Proposal on fund appropriation and dividend payment for 2024;
  - Proposal on profit and dividend payment plan for 2025;
  - Proposal on authorization for the Board of Directors to select an independent audit firm for the fiscal year 2025;
  - Proposal for approval of remuneration for the Board of Directors, Board of Supervisors, and Board of Management in 2025;
  - Proposal on the plan for issuing stocks under the Employee Stock Ownership Program;
  - Proposal on amendments to the Regulations on operations of the Company's Board of Directors;
  - Proposal on nomination, candidacy, and election of members of the Board of Directors for the 2025 – 2030 term;
  - Proposal on nomination, candidacy, and election of members of the Board of Supervisors for the 2025 – 2030 term;
  - And other important matters.
- 4. Eligibility to attend:** All shareholders whose names are on the Company's shareholder list as of March 20, 2025, as provided by the Vietnam Securities Depository and Clearing Corporation.
- 5. Shareholders who wish to authorize another person to attend the General Meeting must complete the “Power of Attorney for attending the Annual General Meeting of Shareholders 2025”. Each shareholder may only authorize voting rights up to the total number of shares they own.**
- 6. Documents related to the General Meeting:** please see the Company's website <https://tonnamkim.com/>. The English version of the documents is available on the English version of the website.
- 7. If applicable, please submit the documents related to the General Meeting before 4:00 PM on April 24, 2025 to:**  
NAM KIM STEEL JOINT STOCK COMPANY  
Address: Lot A1, D2 Street, Dong An 2 Industrial Park, Hoa Phu Ward, Thu Dau Mot City, Binh Duong Province.  
Tel: 0274 3748 848 – extension (312) Email: [truongnn@namkingroup.vn](mailto:truongnn@namkingroup.vn)  
Contact person for receiving and providing information: Mr. Nguyen Nhat Truong – HR & Administration Dep.  
We look forward to your attendance!

#### **Notes:**

*When attending the General Meeting, Shareholders or authorized representatives must bring and present the following documents: (i) ID Card/Citizen ID Card/Passport; (ii) Invitation letter (original); (iii) Valid Power of Attorney (in case of being authorized to attend the meeting) for the Organizing Committee to check shareholder eligibility and distribute documents.*

**OBO. THE BOARD OF DIRECTORS  
CHAIRMAN OF THE BOARD OF DIRECTORS**



**HO MINH QUANG**

## POWER OF ATTORNEY

(Re: Attending the Annual General Meeting of Shareholders 2025)

Principal: .....

ID Card/Citizen ID Card/Passport/Business Registration Certificate No.: .....

Date of issue: ..... Place of issue: .....

Legal representative (for organizations): .....

Contact address/Head office: .....

Contact phone: ..... Email: .....

According to the list of shareholders of Nam Kim Steel Joint Stock Company, as of March 20, 2025,

I/We currently own: .....common shares.

(In words) .....common shares.

### NOW AUTHORIZES:

Authorized Party: .....

ID Card/Citizen ID Card/Passport/Business Registration Certificate No.: .....

Date of issue: ..... Place of issue: .....

Contact address/Head office: .....

Contact phone: ..... Email: .....

**Or authorize 01 member of the Board of Directors in the following list (mark ✓ in the box):**

- ☐ Ho Minh Quang
- ☐ Vo Hoang Vu
- ☐ Nguyen Vinh An

- ☐ Nguyen Trung Tin
- ☐ Vo Thoi

### Scope of authorization:

- The Authorized Party shall represent me/us to attend, speak, and vote at the Annual General Meeting of Shareholders 2025, as a representative for ..... shares that I/we own on the record date.
- The Principal and the Authorized Party take full responsibility for this authorization and commit to strictly complying with the applicable laws, the Regulations on the Organization of the Annual General Meeting of Shareholders 2025, and the Charter of Nam Kim Steel Joint Stock Company.
- This Power of Attorney is valid only for the Annual General Meeting of Shareholders 2025 of Nam Kim Steel Joint Stock Company on April 25, 2025.

I/We undertake to take full legal responsibility for this authorization and shall not raise any complaints or disputes regarding the authorized matters.

....., date ..... month ...2025

**AUTHORIZED PARTY**

**PRINCIPAL**

(Sign, write full name, and seal if applicable)

(Sign, write full name, and seal if applicable)

No: 001/2025/TB-HDQT

Binh Duong, April 4, 2025

## ANNOUNCEMENT

Re: Nomination, candidacy of members of the Board of Directors and the Board of Supervisors  
for the 2025 – 2030 term

### **To THE RESPECTED SHAREHOLDERS OF NAM KIM STEEL JOINT STOCK COMPANY**

- Pursuant to the current Law on Enterprises and related legal documents;
- Pursuant to the current Law on Securities and related legal documents;
- Pursuant to the Charter of organization and operation of Nam Kim Steel Joint Stock Company.

The Board of Directors of Nam Kim Steel Joint Stock Company respectfully informs Shareholders about the nomination and candidacy of members of the Board of Directors and the Board of Supervisors for the 2025–2030 term, to conduct the election at the Annual General Meeting of Shareholders in 2025 and replace members of the Board of Directors and the Board of Supervisors whose term has expired (5 years: 2020-2025), ensuring compliance with the provisions of law and the Company's Charter, with details as follows:

#### **I. Number and structure of the Board of Directors and the Board of Supervisors**

- Number of members of the Board of Directors for the 2025 - 2030 term: 05 members.
- Number of members of the Board of Supervisors for the 2025 - 2030 term: 03 members.
- The term of office for members of the Board of Directors and the Board of Supervisors: 05 years (2025 - 2030).
- The structure and number of members of the Board of Directors and the Board of Supervisors must comply with the law and the Company's Charter.

#### **II. Qualifications and conditions for members of the Board of Directors and the Board of Supervisors**

##### **1. Qualifications and conditions for members of the Board of Directors**

a. Members of the Board of Directors must meet the following qualifications and conditions:

- Not falling under the categories stipulated in Clause 2, Article 17 of the Law on Enterprises;
- Possessing professional qualifications and experience in business management or in the industry and business sector of the Company, and are not required to be shareholders of the Company;
- A member of the Board of Directors may only concurrently be a member of the Board of Directors of no more than 05 other companies.

b. Independent members of the Board of Directors must meet the following qualifications and conditions:

- Meeting the qualifications and conditions specified in point a, Item 1.a of this clause;
- Not receiving salaries or remuneration from the Company, except for allowances as permitted for members of the Board of Directors;
- Not directly or indirectly owning at least 01% of the total voting shares of the Company;

- Not working for the Company, its parent company, or its subsidiaries; not having worked for the Company, its parent company, or its subsidiaries for at least the previous 03 consecutive years;
- Not having a spouse, biological or adoptive parent, biological or adoptive child, or sibling who is a major shareholder of the Company; or a manager of the Company or its subsidiaries;
- Not having served as a member of the Board of Directors or the Board of Supervisors of the Company for at least the previous 05 consecutive years, except in cases of consecutive appointments for 02 terms.

## 2. Qualifications and conditions for members of the Board of Supervisors:

Members of the Board of Supervisors must meet the following qualifications and conditions:

- Not falling under the categories stipulated in Clause 2, Article 17 of the Law on Enterprises;
- Trained in one of the following majors: economics, finance, accounting, auditing, law, business administration, or other relevant majors related to the Company's business activities;
- Not having family relationships with members of the Board of Directors, the General Director, or other managers;
- Not being a manager of the Company, and not required to be a shareholder or employee of the Company;
- Not working in the Company's accounting or finance department;
- Not being a member or employee of an auditing organization that has conducted audits of the Company's financial statements within the past 03 years..



## III. Nomination and candidacy for members of the Board of Directors and the Board of Supervisors

- Shareholders or groups of shareholders holding at least 10% of the total common shares are entitled to nominate candidates for the Board of Directors and the Board of Supervisors in accordance with the Law on Enterprises and the Company's Charter.
- In case the number of candidates for the Board of Directors and the Board of Supervisors through nomination and candidacy is insufficient as required under Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors and the Board of Supervisors shall introduce additional candidates or organize nominations as stipulated in the Company's Charter, the Internal Corporate Governance Regulations, the Operational Regulations of the Board of Directors, and the Operational Regulations of the Board of Supervisors. The introduction of additional candidates by the incumbent Board of Directors and the Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes on the election of members of the Board of Directors and the Board of Supervisors in accordance with the law.

## IV. Application dossiers and deadline for receiving application dossiers for nomination and candidacy

The application dossier for the nomination or candidacy as a member of the Board of Directors and the Board of Supervisors includes:

- Application for nomination/candidacy as a member of the Board of Directors/Board of Supervisors, following the template issued by the Company;
- A curriculum vitae completed by the candidate, following the template issued by the Company;



- A certified copy of the Citizen ID Card/Passport;
- A certified copy of diplomas and certificates verifying educational and professional qualifications;
- Other required documents (if any).

Nominators and candidates for members of the Board of Directors and the Board of Supervisors are responsible before the law and the General Meeting of Shareholders for the accuracy and truthfulness of the information and documents provided.

**The method of submission and the deadline for receiving application dossier for nomination and candidacy as a member of the Board of Directors and the Board of Supervisors are as follows:**

To facilitate organizational arrangements, please submit the application dossier for nomination and candidacy to the Company in person or via registered mail (the time of receipt is determined based on the acknowledgment of receipt) by **4:00 PM on April 14, 2025**, at the following address:

NAM KIM STEEL JOINT STOCK COMPANY

Address: Lot A1, D2 Street, Dong An 2 Industrial Park, Hoa Phu Ward, Thu Dau Mot City, Binh Duong Province.

Tel: 0274 3748 848 – extension (312)

Email: [truongnn@namkingroup.vn](mailto:truongnn@namkingroup.vn)

Contact person for receiving and providing information: Mr. Nguyen Nhut Truong – Human Resources & Administration Department.

Based on the application dossier for nomination and candidacy submitted by shareholders or groups of shareholders, the Organizing Committee of the Annual General Meeting of Shareholders 2025 will compile a list of candidates who fully meet the above requirements. This list will then be submitted to the General Meeting of Shareholders for approval before voting for members of the Board of Directors and the Board of Supervisors for the 2025 – 2030 term.

Sincerely./.

**OBO. THE BOARD OF DIRECTORS  
CHAIRMAN OF THE BOARD OF DIRECTORS**



**HO MINH QUANG**

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**

**APPLICATION FOR CANDIDACY AS A MEMBER  
OF THE BOARD OF DIRECTORS  
OF NAM KIM STEEL JOINT STOCK COMPANY**

**To: NAM KIM STEEL JOINT STOCK COMPANY**

My name is:.....

Citizen ID Card No.:..... Date of issue: ..... Place of issue:.....

Permanent residence: .....

Contact address: .....

Education level:..... Major:.....

According to the list of shareholders of Nam Kim Steel Joint Stock Company, as of March 20, 2025  
currently holding and/or representing ownership of: ..... shares

(In words: ..... shares)

I respectfully request the General Meeting of Shareholders and the Board of Directors of Nam Kim Steel Joint Stock Company to consider my candidacy for the position of a member of the Board of Directors for the 2025–2030 term at the Annual General Meeting of Shareholders 2025.

If elected by the shareholders, I pledge to dedicate my utmost capabilities and commitment to contributing to the Company's development.

Sincerely./.

....., date .... month ..... 2025

**SHAREHOLDER**

(Signature and full name)

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**

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**APPLICATION FOR NOMINATION OF A CANDIDATE  
FOR THE BOARD OF DIRECTORS  
OF NAM KIM STEEL JOINT STOCK COMPANY**

**To: NAM KIM STEEL JOINT STOCK COMPANY**

I/We, as shareholders of Nam Kim Steel Joint Stock Company, representing..... shares,  
equivalent to ..... % of the Company's charter capital (See the List attached on the following  
page), respectfully request the General Meeting of Shareholders and the Board of Directors to  
nominate:

Mr./Ms.: .....

Citizen ID Card No.:..... Date of issue: ..... Place of issue:.....

Permanent residence: .....

Contact address: .....

Education level:..... Major:.....

Currently holding and/or representing ownership of: ..... shares

(In words: ..... shares)

To be a candidate for the Board of Directors of Nam Kim Steel Joint Stock Company for the  
2025 – 2030 term at the Annual General Meeting of Shareholders 2025.

Sincerely./.

....., date .... month ..... 2025

**NOMINEE**  
(Signature and full name)

**REPRESENTATIVE OF THE  
NOMINATING SHAREHOLDER GROUP**  
(Signature and full name)

**LIST OF SHAREHOLDERS NOMINATING A CANDIDATE  
FOR THE BOARD OF DIRECTORS  
OF NAM KIM STEEL JOINT STOCK COMPANY**

Nominee's full name: .....

Citizen ID Card No.: .....Date of issue: ..... Place of issue:

Permanent residence: .....

No.	Shareholder's full name	Citizen ID Card/ Business Registration Certificate	Address	Number of shares owned (*)	Signature for confirmation
1					
2					
3					
4					
5					
6					
7					
8					
9					
10					
11					
12					
13					
<b>Total</b>				.....	
<b>Equivalent to</b>				<b>.....% of charter capital</b>	

(\*) Based on the List of shareholders as of March 20, 2025.

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**

**CURRICULUM VITAE**

*(For candidates for election to the Board of Directors)*

1. Full name: .....
2. Gender:.....
3. Date of birth: .....
4. Place of birth: .....
5. Citizen ID Card No.:..... Date of issue: ..... Place of issue:.....
6. Nationality:..... Ethnic group:.....
7. Permanent address:.....
8. Current residence:.....
9. Contact phone number: .....
10. Professional qualifications: .....
11. Work experience:.....
12. Current position at the listed organization: .....
13. Other positions currently held at other organizations:.....
14. Commitments regarding shareholding (if any): .....
15. Number of shares held in the listed organization: .....Equivalent to:..... % of charter capital  
Of which: Represented ownership: .....Equivalent to:..... % of charter capital  
Personal ownership: .....Equivalent to:..... % of charter capital
16. Related persons holding shares in the listed organization: .....
17. Interests related to the listed organization and related parties of the listed organization: .....  
.....

I hereby declare that the above information is true and accurate, I will take full legal responsibility for any false declarations.

If elected as a member of the Board of Directors, I commit to performing my duties with integrity and due diligence.

....., date .... month ... 2025

**DECLARANT**

*(Signature and full name)*

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**

**APPLICATION FOR CANDIDACY AS A MEMBER  
OF THE BOARD OF SUPERVISORS  
OF NAM KIM STEEL JOINT STOCK COMPANY**

**To: NAM KIM STEEL JOINT STOCK COMPANY**

My name is:.....

Citizen ID Card No.:..... Date of issue: ..... Place of issue:.....

Permanent residence: .....

Contact address: .....

Education level:..... Major:.....

According to the list of shareholders of Nam Kim Steel Joint Stock Company, as of March 20, 2025  
currently holding and/or representing ownership of: ..... shares

(In words: ..... shares)

I respectfully request the General Meeting of Shareholders, the Board of Supervisors and the Board of Directors of Nam Kim Steel Joint Stock Company to consider my candidacy for the position of a member of the Board of Supervisors for the 2025–2030 term at the Annual General Meeting of Shareholders 2025.

If elected by the shareholders, I pledge to dedicate my utmost capabilities and commitment to contributing to the Company's development.

Sincerely./.

....., date .... month ..... 2025

**SHAREHOLDER**

(Signature and full name)



**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**

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**APPLICATION FOR NOMINATION OF A CANDIDATE  
FOR THE BOARD OF SUPERVISORS  
OF NAM KIM STEEL JOINT STOCK COMPANY**

**To: NAM KIM STEEL JOINT STOCK COMPANY**

I/We, as shareholders of Nam Kim Steel Joint Stock Company, representing ..... shares, equivalent to ..... % of the Company's charter capital (See the List attached on the following page), respectfully request the General Meeting of Shareholders, the Board of Supervisors and the Board of Directors to nominate:

Mr./Ms.: .....

Citizen ID Card No.: ..... Date of issue: ..... Place of issue: .....

Permanent residence: .....

Contact address: .....

Education level: ..... Major: .....

Currently holding and/or representing ownership of: ..... shares

(In words: ..... shares)

To be a candidate for the Board of Supervisors of Nam Kim Steel Joint Stock Company for the 2025 – 2030 term at the Annual General Meeting of Shareholders 2025.

Sincerely./.

....., date .... month ..... 2025

**NOMINEE**  
(Signature and full name)

**REPRESENTATIVE OF THE  
NOMINATING SHAREHOLDER GROUP**  
(Signature and full name)

**LIST OF SHAREHOLDERS NOMINATING A CANDIDATE  
FOR THE BOARD OF SUPERVISORS  
OF NAM KIM STEEL JOINT STOCK COMPANY**

Nominee's full name: .....

Citizen ID Card No.: .....Date of issue: ..... Place of issue:

Permanent residence: .....

No.	Shareholder's full name	Citizen ID Card/ Business Registration Certificate	Address	Number of shares owned (*)	Signature for confirmation
1					
2					
3					
4					
5					
6					
7					
8					
9					
10					
11					
12					
13					
<b>Total</b>				.....	
<b>Equivalent to</b>				<b>.....% of charter capital</b>	

(\*) Based on the List of shareholders as of March 20, 2025.

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**

**CURRICULUM VITAE**

*(For candidates for election to the Board of Supervisors)*

1. Full name:.....
2. Gender: .....
3. Date of birth: .....
4. Place of birth: .....
5. Citizen ID Card No.: ..... Date of issue: ..... Place of issue: .....
6. Nationality:..... Ethnic group:.....
7. Permanent address:.....
8. Current residence: .....
9. Contact phone number: .....
10. Professional qualifications: .....
11. Work experience: .....
12. Current position at the listed organization: .....
13. Other positions currently held at other organizations: .....
14. Commitments regarding shareholding (if any): .....
15. Number of shares held in the listed organization: .....Equivalent to: ..... % of charter capital  
    Of which:                      Represented ownership: .....Equivalent to: ..... % of charter capital  
  Personal ownership: .....Equivalent to: ..... % of charter capital
16. Related persons holding shares in the listed organization: .....
17. Interests related to the listed organization and related parties of the listed organization: .....  
.....

I hereby declare that the above information is true and accurate, I will take full legal responsibility for any false declarations.

If elected as a member of the Board of Supervisors, I commit to performing my duties with integrity and due diligence.

....., date .... month ... 2025

**DECLARANT**

*(Signature and full name)*



DOCUMENTS  
**2025 ANNUAL GENERAL MEETING  
OF SHAREHOLDERS**

Ho Chi Minh City – April 25, 2025

**NAM KIM STEEL JOINT STOCK COMPANY**

STOCK CODE **NKG**

**DRAFT**

**LIST OF DOCUMENTS**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025**  
**NAM KIM STEEL JOINT STOCK COMPANY**

No.	Content
1	Agenda at the General Meeting
2	Working regulations and voting rules
3	Regulations on nomination, candidacy, and election of members of the Board of Directors and the Board of Supervisors
4	Report on the Board of Directors' performance in 2024 and the operational orientation for 2025
5	Report of the Board of Management on business performance in 2024 and the business plan for 2025
6	Report on the Board of Supervisors' performance in 2024 and the operational plan for 2025
7	Proposal No. 001/2025/TT-DHDCD for approval of the Audited Financial Statements 2024
8	Proposal No. 002/2025/TT-DHDCD on fund appropriation and dividend payment for 2024
9	Proposal No. 003/2025/TT-DHDCD on profit and dividend payment plan for 2025
10	Proposal No. 004/2025/TT-DHDCD on authorization for the Board of Directors to select an independent audit firm for the fiscal year 2025
11	Proposal No. 005/2025/TT-DHDCD for approval of remuneration for the Board of Directors, Board of Supervisors, and Board of Management in 2025
12	Proposal No. 006/2025/TT-DHDCD on the plan for issuing stocks under the Employee Stock Ownership Program
13	Proposal No. 007/2025/TT-DHDCD on amendments to the Regulations on operations of the Company's Board of Directors
14	Proposal No. 008/2025/TT-DHDCD on nomination, candidacy, and election of members of the Board of Directors for the 2025 – 2030 term
15	Proposal No. 009/2025/TT-DHDCD on nomination, candidacy, and election of members of the Board of Supervisors for the 2025 – 2030 term
16	Draft Resolutions of the Annual General Meeting of Shareholders 2025 No. 001/2025/NQ-DHDCD

**DRAFT****AGENDA****ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025  
NAM KIM STEEL JOINT STOCK COMPANY****Time:** 08:00 AM – Friday, April 25, 2025.**Venue:** Tan Son Nhat Hotel, Topaz Hall, No. 202 Hoang Van Thu Street, Ward 9, Phu Nhuan District, Ho Chi Minh City.**Agenda:****1. Opening**

1. Registration and verification of registration procedures for attending the General Meeting
2. Submission of the Working Regulations and Voting Rules for approval by the General Meeting of Shareholders
3. Report on the verification of the eligibility of attendees
4. Nomination and election of the Presidium, Secretariat, and Vote Counting Committee

**2. Main agenda**

1. Report on the Board of Directors' performance in 2024 and the operational orientation for 2025;
2. Report of the Board of Management on business performance in 2024 and the business plan for 2025;
3. Report on the Board of Supervisors' performance in 2024 and the operational plan for 2025;
4. Proposal for approval of the Audited Financial Statements 2024;
5. Proposal on fund appropriation and dividend payment for 2024;
6. Proposal on profit and dividend payment plan for 2025;
7. Proposal on authorization for the Board of Directors to select an independent audit firm for the fiscal year 2025;
8. Proposal for approval of remuneration for the Board of Directors, Board of Supervisors, and Board of Management in 2025;
9. Proposal on the plan for issuing stocks under the Employee Stock Ownership Program;
10. Proposal on amendments to the Regulations on operations of the Company's Board of Directors;
11. Proposal on nomination, candidacy, and election of members of the Board of Directors for the 2025 – 2030 term;
12. Proposal on nomination, candidacy, and election of members of the Board of Supervisors for the 2025 – 2030 term;
13. And other important matters.

**3. Discussion and approval of key matters**

1. Discussion of main issues before approval at the General Meeting
2. Response to questions from shareholders and investors
3. Approval of presented reports

**4. Voting and election****5. Break****6. Announcement of voting and election results, approval of Meeting Minutes and Resolutions of the General Meeting**

1. Announcement of voting results on key matters
2. Announcement of election results for members of the Board of Directors and the Board of Supervisors for the 2025 – 2030 term
3. Newly elected members of the Board of Directors and the Board of Supervisors convene to elect the Chairman of the Board of Directors and Head of the Board of Supervisors
4. Announcement of election results for the Chairman of the Board of Supervisors and Head of the Board of Supervisors for the 2025 – 2030 term
5. Introduction of newly elected members of the Board of Directors and the Board of Supervisors for the 2025 – 2030 term
6. Approval of Meeting Minutes and Resolutions of the General Meeting

**7. Closing**



**DRAFT***Ho Chi Minh City, April 25, 2025*

## **WORKING REGULATIONS AND VOTING RULES AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025**

- Pursuant to the current Law on Enterprises and related legal documents;
- Pursuant to the current Law on Securities and related legal documents;
- Pursuant to the Charter of organization and operation of Nam Kim Steel Joint Stock Company.

### **Objectives of the Regulations:**

- Ensure principles of transparency, fairness, and democracy;
- Facilitate the organization and conduct of the General Meeting of Shareholders and ensure the early stabilization of business operations.

### **1. ORDER OF THE GENERAL MEETING**

- Shareholders/authorized persons attending the meeting (*hereinafter referred to as "Shareholders"*) must bring their Invitation Letter, original ID Card, Citizen ID Card, Passport, and Power of Attorney (if authorized) to the reception desk.
- Upon entering the General Meeting room, shareholders must sit in the designated positions or areas assigned by the Organizing Committee. They must comply with seating arrangements and maintain order during the General Meeting.
- Any audio or video recording of the General Meeting must be approved by the Presidium in advance.
- Shareholders are responsible for attending the General Meeting from start to finish. In case any shareholder, due to force majeure, must leave the meeting before the end, he/she is responsible for contacting the Organizing Committee to notify in writing his/her opinion regarding issues to be voted on at the General Meeting.
- Shareholders arriving after the meeting has commenced may still register and participate in voting immediately upon registration. The Presidium shall not pause the meeting for late registrants, and any prior voting results remain valid.

### **2. CONDITIONS FOR HOLDING THE GENERAL MEETING**

The General Meeting of Shareholders is considered duly convened when shareholders and authorized persons attending the meeting attending represent more than 50% of the total voting shares.

### **3. VOTING ON ISSUES AT THE GENERAL MEETING**

#### **a. Principles**

- All issues in the agenda of the General Meeting must be approved by direct voting at the General Meeting. Each Shareholder is issued a Vote, which includes the shareholder code, the number of voting shares (that the shareholder holds and/or is authorized to hold), and the official seal of Nam Kim Steel Joint Stock Company.

#### **b. Voting method**

- Shareholders vote (*approve, disapprove, or abstain*) on each issue by direct voting at the General Meeting.
- When voting to approve an issue raised by the General Meeting, shareholders who approve shall raise their Votes.
- Similarly, as instructed by the Organizing Committee, shareholders who disapprove or abstain shall raise their Votes accordingly.

#### **c. Voting rules**

- Each share owned or represented corresponds to a voting unit.

- A resolution of the General Meeting of Shareholders is passed at the meeting if it is approved by Shareholders representing more than 50% of the total votes of all shareholders attending and voting at the meeting.
- A resolution of the General Meeting of Shareholders is passed if it is approved by Shareholders representing at least 65% of the total votes of all shareholders attending and voting at the meeting for the following matters:
  - Types of shares and total number of shares of each type;
  - Changes in the Company's business lines and sectors;
  - Changes in the Company's organizational structure;
  - Investment projects or asset transactions valued at 35% or more of the Company's total assets as recorded in the latest financial statement, unless otherwise specified in the Company's Charter;
  - Reorganization or dissolution of the Company.

#### **4. SPEAKING OPINIONS AT THE GENERAL MEETING**

##### **a. Principles**

- Shareholders who wish to raise discussion points shall write their questions on the Question Form (which is sent with the General Meeting Documents when registering to attend the General Meeting) or raise their Votes to request to speak. The Question Form must be submitted to the Secretariat of the General Meeting within 5 minutes after all reports and proposals have been presented.
- To ensure order of the General Meeting during discussions, shareholders who have registered via the Question Form will be given priority to speak first, followed by shareholders who raise their Votes, according to the arrangement of the Presidium.

##### **b. Speaking procedures**

- Shareholders shall speak concisely and focus on key matters relevant to the approved General Meeting agenda. The Presidium will arrange the speaking order and provide responses to the questions.
- The Presidium has the right to remind or request speakers to stay on topic to save time and maintain the quality of discussions.

#### **5. RIGHTS AND RESPONSIBILITIES OF THE PRESIDIUM**

- The Presidium consists of 03 to 05 members, with the Chairman of the Board of Directors presiding over the General Meeting in accordance with the Law on Enterprises.
- Directing the General Meeting in accordance with the agenda and regulations approved by the General Meeting. The Presidium operates based on the principle of democratic centralism and makes decisions by majority vote.
- Guiding the General Meeting to discuss relevant issues throughout the General Meeting.
- Taking necessary measures to ensure the meeting is conducted in an orderly manner, follows the approved agenda, and reflects the collective will of the majority of attendees.
- Requiring all attendees to comply with security checks or other legal and reasonable security measures.
- Requiring competent authorities to maintain order in the meeting and expel any individuals who do not comply with the Presidium's instructions, disrupt order, obstruct the normal progress of the meeting, or refuse to comply with security checks.
- Addressing any arising issues during the General Meeting.

#### **6. RESPONSIBILITIES OF THE SECRETARIAT**

- The Secretariat of the General Meeting consists of 2 members, nominated by the Presidium and approved by the General Meeting through a vote of confidence. They are accountable to the Presidium and the General Meeting for their assigned tasks and operate under the direction of the Presidium.
- The Secretariat shall record all proceedings of the General Meeting accurately and truthfully, and issues approved by the shareholders or the notes at the General Meeting.

- Using recording devices to ensure the Minutes of the General Meeting are complete and accurately reflect the sequence of events.
- Preparing the Minutes of the General Meeting and the Resolutions on issues approved at the General Meeting.

#### **7. RESPONSIBILITIES OF THE SHAREHOLDERS' ELIGIBILITY VERIFICATION COMMITTEE**

- The Shareholders' Eligibility Verification Committee consists of 02 members, including 01 Head and 01 Member, nominated by the Presidium and approved by the General Meeting through a vote of confidence. They are accountable to the Presidium and the General Meeting for their assigned tasks.
- The Shareholders' Eligibility Verification Committee of the General Meeting is responsible for verifying the eligibility and status of shareholders and their representatives attending the meeting.
- The Head of the Shareholders' Eligibility Verification Committee reports to the General Meeting of Shareholders on shareholder attendance. If the meeting has enough shareholders entitled to attend the meeting representing more than 50% of the total voting shares, the General Meeting of Shareholders of the Company shall be held in accordance with the provisions of the Law on Enterprises.

#### **8. RESPONSIBILITIES OF THE VOTE COUNTING COMMITTEE**

- The Vote Counting Committee of the General Meeting consists of 03 members, including 01 Head and 02 Members, nominated by the Presidium and approved by the General Meeting through a vote of confidence.
- Determining the voting results of shareholders on issues approved at the General Meeting.
- Promptly reporting the voting results to the Presidium and the Secretariat of the General Meeting.

#### **9. MINUTES OF THE MEETING AND RESOLUTIONS OF THE GENERAL MEETING OF SHAREHOLDERS**

- All proceedings of the General Meeting of Shareholders must be recorded in the Minutes of the Meeting by the Secretariat. The Minutes of the Meeting and the Resolution of the General Meeting of Shareholders must be read and approved before the closing of the General Meeting, and must be announced within 24 hours from the end of the General Meeting and archived at the Company's head office.

#### **10. ENFORCEMENT OF THE REGULATIONS**

- Shareholders and authorized representatives attending the General Meeting must strictly comply with the Working Regulations of the General Meeting of Shareholders. Shareholders violating these Regulations will be subject to measures determined by the Presidium based on the Company's Charter and the Law on Enterprises.
- These Working Regulations and Voting Rules are presented at the General Meeting of Shareholders of Nam Kim Steel Joint Stock Company and shall take effect upon approval by shareholders representing more than 50% of the total voting shares attending the General Meeting.

**OBO. THE ORGANIZING COMMITTEE  
HEAD OF THE COMMITTEE  
GENERAL DIRECTOR**

**VO HOANG VU**

**DRAFT***Ho Chi Minh City, April 25, 2025*

## **REGULATIONS ON NOMINATION, CANDIDACY, AND ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS AND THE BOARD OF SUPERVISORS**

- Pursuant to the current Law on Enterprises and related legal documents;
- Pursuant to the current Law on Securities and related legal documents;
- Pursuant to the Charter of organization and operation of Nam Kim Steel Joint Stock Company.

### **Article 1. Purpose, scope and subjects of application**

1. These Regulations apply to the nomination, candidacy, and election of members of the Board of Directors and the Board of Supervisors of Nam Kim Steel Joint Stock Company for the 2025 - 2030 term, ensuring compliance with the law and the Company's Charter.
2. These Regulations govern activities related to the nomination, candidacy, and election of members of the Board of Directors and the Board of Supervisors, including:
  - Regulations on the nomination and candidacy of members of the Board of Directors and the Board of Supervisors;
  - Regulations on the election of members of the Board of Directors and the Board of Supervisors.
3. Subjects with voting rights: Shareholders holding voting shares as per the list of eligible shareholders (or authorized representatives of shareholders holding voting shares) attending the Annual General Meeting of Shareholders 2025 of Nam Kim Steel Joint Stock Company.

### **Article 2. Number and structure of the Board of Directors and the Board of Supervisors**

- Number of members of the Board of Directors for the 2025 - 2030 term: 05 members.
- Number of members of the Board of Supervisors for the 2025 - 2030 term: 03 members.
- The term of office for members of the Board of Directors and the Board of Supervisors: 05 years (2025 - 2030).
- The structure and number of members of the Board of Directors and the Board of Supervisors must comply with the law and the Company's Charter.

### **Article 3. Qualifications and conditions for members of the Board of Directors and the Board of Supervisors**

1. Qualifications and conditions for members of the Board of Directors
  - a. Members of the Board of Directors must meet the following qualifications and conditions:
    - Not falling under the categories stipulated in Clause 2, Article 17 of the Law on Enterprises;
    - Possessing professional qualifications and experience in business management or in the industry and business sector of the Company, and are not required to be shareholders of the Company;
    - A member of the Board of Directors may only concurrently be a member of the Board of Directors of no more than 05 other companies.

b. Independent members of the Board of Directors must meet the following qualifications and conditions:

- Meeting the qualifications and conditions specified in point a, Clause 1 of this Article;
- Not receiving salaries or remuneration from the Company, except for allowances as permitted for members of the Board of Directors;
- Not directly or indirectly owning at least 01% of the total voting shares of the Company;
- Not working for the Company, its parent company, or its subsidiaries; not having worked for the Company, its parent company, or its subsidiaries for at least the previous 03 consecutive years;
- Not having a spouse, biological or adoptive parent, biological or adoptive child, or sibling who is a major shareholder of the Company; or a manager of the Company or its subsidiaries;
- Not having served as a member of the Board of Directors or the Board of Supervisors of the Company for at least the previous 05 consecutive years, except in cases of consecutive appointments for 02 terms.

2. Qualifications and conditions for members of the Board of Supervisors:

Members of the Board of Supervisors must meet the following qualifications and conditions:

- Not falling under the categories stipulated in Clause 2, Article 17 of the Law on Enterprises;
- Trained in one of the following majors: economics, finance, accounting, auditing, law, business administration, or other relevant majors related to the Company's business activities;
- Not having family relationships with members of the Board of Directors, the General Director, or other managers;
- Not being a manager of the Company, and not required to be a shareholder or employee of the Company;
- Not working in the Company's accounting or finance department;
- Not being a member or employee of an auditing organization that has conducted audits of the Company's financial statements within the past 03 years..

**Article 4. Nomination and candidacy for members of the Board of Directors and the Board of Supervisors**

- Shareholders or groups of shareholders holding at least 10% of the total common shares are entitled to nominate candidates for the Board of Directors and the Board of Supervisors in accordance with the Law on Enterprises and the Company's Charter.
- In case the number of candidates for the Board of Directors and the Board of Supervisors through nomination and candidacy is insufficient as required under Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors and the Board of Supervisors shall introduce additional candidates or organize nominations as stipulated in the Company's Charter, the Internal Corporate Governance Regulations, the Operational Regulations of the Board of Directors, and the Operational Regulations of the Board of Supervisors. The introduction of additional candidates by the incumbent Board of Directors and the Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes on the election of members of the Board of Directors and the Board of Supervisors in accordance with the law.

**Article 5. Application dossiers and deadline for receiving application dossiers for nomination and candidacy**

The application dossier for the nomination or candidacy as a member of the Board of Directors and the Board of Supervisors includes:

- Application for nomination/candidacy as a member of the Board of Directors/Board of Supervisors, following the template issued by the Company;
- A curriculum vitae completed by the candidate, following the template issued by the Company;
- A certified copy of the Citizen ID Card/Passport;
- A certified copy of diplomas and certificates verifying educational and professional qualifications;
- Other required documents (if any).

Nominators and candidates for members of the Board of Directors and the Board of Supervisors are responsible before the law and the General Meeting of Shareholders for the accuracy and truthfulness of the information and documents provided.

**The method of submission and the deadline for receiving application dossier for nomination and candidacy as a member of the Board of Directors and the Board of Supervisors are as follows:**

To facilitate organizational arrangements, please submit the application dossier for nomination and candidacy to the Company in person or via registered mail (the time of receipt is determined based on the acknowledgment of receipt) by **4:00 PM on April 14, 2025**, at the following address:

NAM KIM STEEL JOINT STOCK COMPANY

Address: Lot A1, D2 Street, Dong An 2 Industrial Park, Hoa Phu Ward, Thu Dau Mot City, Binh Duong Province.

Tel: 0274 3748 848 – extension (312)

Email: [truongnn@namkingroup.vn](mailto:truongnn@namkingroup.vn)

Contact person for receiving and providing information: Mr. Nguyen Nhut Truong – Human Resources & Administration Department.

Based on the application dossier for nomination and candidacy submitted by shareholders or groups of shareholders, the Organizing Committee of the Annual General Meeting of Shareholders 2025 will compile a list of candidates who fully meet the above requirements. This list will then be submitted to the General Meeting of Shareholders for approval before voting for members of the Board of Directors and the Board of Supervisors for the 2025 – 2030 term.

**Article 6. Election method**

- The election of members of the Board of Directors and the Board of Supervisors shall be conducted by direct secret ballot during the General Meeting of Shareholders using the cumulative voting method.
- Shareholders/ their authorized representatives shall have a total number of voting rights equivalent to the total number of shares they own/are authorized to own, multiplied by the number of members to be elected for the Board of Directors and the Board of Supervisors. Shareholders/their authorized representatives may allocate all or part of their total votes to one or more candidates.



- Elected members of the Board of Directors and the Board of Supervisors shall be determined based on the number of votes received, ranked from highest to lowest, until the required number of members is reached.
- In the event that two or more candidates receive the same number of votes for the final seat on the Board of Directors or the Board of Supervisors, a re-election shall be conducted among those candidates with the same number of votes. If the vote remains equal after the second round, the selection of the elected candidate shall be based on criteria decided by the General Meeting of Shareholders.

## **Article 7. Election votes and vote recording**

### **1. Election votes**

- Each shareholder/authorized representative shall receive 01 election vote for members of the Board of Directors and 01 election vote for members of the Board of Supervisors.
- The election vote shall contain the shareholder code, full name of the shareholder/authorized representative, the number of shares owned/authorized, the total number of voting rights, and the list of candidates arranged in alphabetical order and stamped by Nam Kim Steel Joint Stock Company.
- Upon receiving the election vote, shareholders/authorized representatives must verify their shareholder code and the number of shares recorded on the election vote. Any discrepancies must be reported immediately at the time of election vote distribution for correction.

### **2. Vote recording**

- A shareholder/authorized representative who wishes to allocate all votes to a single candidate must mark the cumulative voting box corresponding to such candidate's name.
- A shareholder/authorized representative who wishes to distribute votes equally among multiple candidates must mark the cumulative voting box corresponding to the names of those candidates. The total number of votes will then be evenly divided among the selected candidates.
- A shareholder/authorized representative who wishes to distribute votes unevenly among multiple candidates must manually write the specific number of votes assigned to each candidate in the corresponding vote box.
- If a shareholder/authorized representative marks the cumulative voting box and writes a specific number of voting rights in the "voting rights" box, the result will be based on the number of voting rights in the "voting rights" box.
- During the vote recording process, shareholders/authorized representatives may request a replacement election vote in case of errors or mistakes. However, once a election vote has been placed into the ballot box, the election results cannot be changed.

### **3. Validity of votes**

Valid election votes shall be recorded by the Vote Counting Committee and counted in the election results. A election vote shall be considered invalid if it falls under any of the following cases:

- The election vote does not follow the official template or does not bear the Company's seal;
- The election vote is altered, erased, edited, contains additional information, or includes name of another individual not on the list of candidates approved by the General Meeting of Shareholders before the voting;

- The total number of voting rights exceeds the total number of voting rights that the shareholder/authorized representative is entitled to;
- The election vote is not signed by the shareholder/authorized representative or is left blank;
- The election vote is submitted after the voting process has concluded.

**Article 8. Vote Counting Committee**

- The Vote Counting Committee shall be nominated by the Presidium and approved by the General Meeting of Shareholders. Members of the Vote Counting Committee shall not be included in the list of nominees or candidates for the Board of Directors or the Board of Supervisors. They are responsible for ensuring integrity and objectivity in the election process.
- The Vote Counting Committee shall have the following responsibilities: presenting the election regulations to the General Meeting of Shareholders for approval, inspecting election preparations, supervising the voting process, conducting the vote counting, and announcing the election results at the General Meeting of Shareholders.

**Article 9. Principles of voting, vote counting, and announcement of election results**

- The Vote Counting Committee shall inspect the ballot box before the voting process begins, in the presence of the shareholders;
- Voting shall commence after the election regulations have been approved and shall conclude once the last shareholder has cast their vote into the ballot box;
- Vote counting must begin immediately after the voting process concludes;
- The Vote Counting Committee may utilize supporting personnel and technical means to assist in the vote counting process.
- The vote counting results shall be documented in writing and must include the total number of voting rights (including valid and invalid election votes), the total number of voting rights of each candidate, and the list of elected candidates.
- The Vote Counting Committee shall announce the vote counting results and the elected candidates at the meeting, and the results shall be recorded in the minutes of the meeting and the resolution of the General Meeting of Shareholders.
- Any complaints regarding the election and vote counting process shall be resolved by the Presidium and recorded in the minutes of the General Meeting of Shareholders.

**Article 10. Effectiveness**

These Regulations on nomination, candidacy, and election of members of the Board of Directors and the Board of Supervisors shall take effect immediately upon approval by the Annual General Meeting of Shareholders 2025 of Nam Kim Steel Joint Stock Company.

**OBO. THE BOARD OF DIRECTORS  
CHAIRMAN**

**HO MINH QUANG**

**DRAFT**

Ho Chi Minh City, April 25, 2025

## **REPORT ON THE BOARD OF DIRECTORS' PERFORMANCE IN 2024 AND THE OPERATIONAL ORIENTATION FOR 2025 TO ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025**

*The Board of Directors (BOD) respectfully reports to the General Meeting on the results of business operations, management activities in 2024, and the strategic direction for 2025, with the following contents:*

### **1. Assessments of the Board of Directors on the Company's operation**

#### **General Situation**

The global economic landscape in 2024 continued its recovery trend, with inflationary pressures gradually easing and financial market conditions loosening. However, it remained subject to various risks, including military conflicts, strategic competition among major powers, trade protectionist policies, and climate change, all of which had an impact on economic growth. In Vietnam, the economy and society recorded remarkable achievements across various sectors, creating a solid foundation for acceleration and breakthrough growth in a new era. According to the General Statistics Office, Vietnam's GDP growth rate in 2024 was estimated at 7.09% compared to the previous year. The total import and export turnover reached 786.29 billion USD, reflecting a 15.4% increase year-over-year. Foreign direct investment disbursed in Vietnam in 2024 was estimated at 25.35 billion USD, up 9.4% from the previous year, marking the highest level since 2020.

Facing intense competition, pressure from trade defense policies, and an unpredictable macroeconomic environment, Vietnam's steel market still achieved remarkable growth in 2024. According to the Vietnam Steel Association (VSA), total finished steel production in 2024 reached 29.443 million tons, an increase of 6.1% year-over-year. Total sales of finished steel products reached 29.09 million tons, marking a 10.4% growth compared to the same period last year. Notably, the coated steel and galvanized steel pipe segments showed positive signs in 2024, as the consumption of coated steel reached 5.4 million tons, up 26.9% year-over-year, with exports accounting for 2.9 million tons, an impressive increase of 34.7%. Meanwhile, galvanized steel pipe consumption reached 2.5 million tons, reflecting a 5.5% rise compared to the same period last year. However, the average HRC price in 2024 stood at 513.9 USD per ton, representing an 11.3% decline from the same period last year, which may require businesses to make provisions for devaluation of inventories.

Entering 2025, the Board of Directors anticipates that the steel industry will continue its recovery; however, the growth outlook remains uncertain, especially amid persistent risks of a global economic downturn. Therefore, the Board of Directors emphasizes that the business strategy 2025 must focus on enhancing competitiveness, optimizing cost efficiency, diversifying consumption markets, and proactively addressing trade barriers. These will be the key factors in shaping Ton Nam Kim's path toward sustainable development.

### **Business performance assessment**

In 2024, Ton Nam Kim achieved a total revenue of 20,707 billion VND and a profit before tax of 558 billion VND, reaching 98.6% and 132.8% of the set targets, respectively. This outstanding business performance exceeded expectations, the Board of Directors highly appreciates the remarkable efforts and dedication of the Board of Management and all employees of Ton Nam Kim. Their success in inventory management, cost control, and seizing market opportunities contributed to an impressive profit after tax of 453 billion VND in 2024, marking a significant 285.8% increase compared to the same period last year.

### **Production performance assessment**

In 2024, Ton Nam Kim's total sales volume reached 1.02 million tons, achieving 102.3% of the set target. This included 892,252 tons of coated steel products and 130,542 tons of various steel pipe products. Ton Nam Kim continuously strives to enhance product quality to strengthen its competitive position in the industry. The company has invested in modern production lines utilizing advanced technology from South Korea, Taiwan, Germany, and other European countries to improve productivity and efficiency.

### **Sales performance assessment**

To optimize business efficiency, maintain, and expand market share, Ton Nam Kim has implemented the following sales strategies:

- Continuously conducting market research to promptly understand customer demands;
- Regularly updating market fluctuations to swiftly develop appropriate plans;
- Strengthening the Ton Nam Kim brand and expanding the customer network in both domestic and international markets;
- Continuously researching and developing new products with superior quality and attractive designs to meet market demands;
- Meeting the requirements for the origin of raw materials when exporting, with raw materials purchased from Formosa and Nippon Steel (providing a competitive advantage for the Company).

### **Responsibility toward employees, the environment, and society**

In 2024, Ton Nam Kim contributed 1,092 billion VND to the state budget. Additionally, the Company is providing employment for over 1,500 workers, thereby contributing to local social welfare and strictly complying with all relevant environmental protection regulations.

## **2. Assessment of Board of Directors on Board of Management's performance**

### **Board of Directors' supervision of the Board of Management**

The Board of Directors conducts regular and periodic supervision of the General Director and members of the Board of Management through reports presented at Board of Directors meetings, supplementary reports, monthly reports, and ad-hoc reports on the implementation of approved business strategies and plans. Based on this supervision, the Board of Directors provides timely assessments and conclusions, enabling the General Director and members of the Board of Management to effectively implement and manage business operations.

### **Board of Directors' assessment of the Board of Management**

The Board of Directors acknowledges that the General Director and members of the Board of Management have effectively developed and adapted business strategies in response to market fluctuations. They have prioritized management efficiency, optimized financial, production, and sales costs, and successfully organized export activities by diversifying markets and minimizing risks associated with trade defense and anti-dumping measures. Additionally, the General Director and members of the Board of Management have strictly complied with legal regulations, the Company's Charter, and operational guidelines, while continuously improving the management and control system. The Board of Directors highly appreciates the Executive Board's efforts in overcoming numerous challenges, making timely decisions, and successfully fulfilling their assigned responsibilities.

### **3. Activities of the Board of Directors**

In 2024, the Board of Directors successfully held 25 meetings with 100% of members participating. The list of Resolutions/Decisions issued by the Board of Directors in 2024 is listed and announced in the 2024 Corporate Governance Report.

#### **Executive activities of the Board of Directors**

The Board of Directors continues to play a strategic advisory role and provide guidance to the Board of Management in business operations. During regular meetings, each member closely monitors the Company's business performance to make timely and well-informed decisions. The Board of Directors remains focused on the objectives and responsibilities assigned by the General Meeting of Shareholders, while also maintaining strict oversight over the Board of Management's activities. In 2024, the Board of Directors' activities were centered on the following contents:

- Providing strategic guidance to the Board of Management in developing business plans and actively seeking new markets;
- Supervising and advising on corporate governance and ensuring the Company's compliance with legal regulations;
- Supporting the Board of Management and relevant departments in formulating medium- and long-term strategic plans;
- Overseeing and advising on production operations, contributing insights for cost-saving initiatives in manufacturing;
- Collaborating with the Board of Management in sales and export activities, strengthening relationships with traditional markets, and expanding into high-value markets;
- Making flexible strategic adjustments based on market conditions, optimizing the supply allocation between domestic and export markets to meet business objectives.

In 2024, the Board of Directors implemented the Resolutions of the General Meeting of Shareholders. Accordingly, the Board of Directors approved the selection of an independent auditing firm for the financial year 2024, executed profit distribution, and carried out other tasks in line with the approved policies. As of the Annual General Meeting of Shareholders 2025, the Company had completed the issuance of shares to increase charter capital from equity and conducted a public offering of additional shares to existing shareholders under the approved plan. In addition, the Board of Directors submitting the General Meeting of Shareholders for consideration and approval of an alternative plan for the issuance of shares under the Company's Employee Stock Ownership Plan (ESOP) 2024, ensuring efficiency and alignment with actual market conditions.

### **Remuneration, operating expenses, and other benefits of the BOD**

Members of the Board of Directors receive salaries, remuneration, allowances, bonuses, and other benefits in accordance with the Company's Charter, Corporate Governance Regulations, Board of Directors's Operational Regulations, and resolutions of the Annual General Meeting of Shareholders. Detailed information is provided in the Company's Consolidated Financial Statements 2024 and the Annual Report 2024.

### **Activities of the BOD's subcommittees**

In 2024, the Internal Audit Committee successfully completed its internal audit plan as approved. The Committee assessed compliance with internal processes, regulations, and policies across various departments and conducted periodic reviews of the Company's financial information. Through this process, the Committee evaluated the effectiveness of the internal control system and identified potential risks in the Company's operations. Based on its oversight, the Internal Audit Committee recommended corrective measures to mitigate risks and enhance the internal control system. With continuous improvement efforts, the Board of Directors highly appreciates the Internal Audit Committee's contributions in assisting both the Board of Directors and the Board of Management in closely monitoring the Company's production and business activities.

### **Transactions between the Company and related parties**

The approval process and procedures for transactions between the Company and related parties have been carried out in full compliance with legal regulations, the Company's Charter, and resolutions approved by the General Meeting of Shareholders. Detailed information is provided in the Company's Consolidated Financial Statements 2024 and the Corporate Governance Report 2024.

### **Assessment by independent members of the Board of Directors**

In 2024, the independent members of the Board of Directors fully participated in the responsibilities entrusted by the General Meeting of Shareholders. Additionally, they effectively fulfilled their supervisory function, ensuring the Company's compliance with legal regulations, the Company's Charter, internal regulations, and the implementation progress of the Resolutions adopted by the General Meeting of Shareholders. Furthermore, the independent members of the Board of Directors provided objective and timely contributions to the Board of Directors and the Board of Management in corporate governance and strategic planning.

Regarding the performance of the Board of Directors, the independent members of the Board of Directors highly appreciate the Board of Directors' contributions. Specifically, they recognize the Board of Directors' strong focus on corporate governance, especially in the context of intense market competition. Through periodic reports and both in-person and online meetings, the Board of Directors has demonstrated effective oversight in implementing the resolutions set by the General Meeting of Shareholders. Additionally, the independent members of the Board of Directors acknowledge the Board of Directors' steadfast commitment to ensuring legal compliance, actively coordinating with subcommittees in supervising the Company's operations.

## **4. Business plan and orientation of the Board of Directors for 2025**

### **Business plan of the Board of Directors for 2025**

Total production volume	:	1,050,000	tons
Total revenue	:	23,000	billion VND
Profit before tax	:	440	billion VND



### **Orientation of the Board of Directors for 2025**

To maximize the internal potential of Ton Nam Kim and seize opportunities for sustainable development, the Board of Directors proactively and actively implements the following strategic directions:

- Restructuring resources and supplementing regulations on the appointment, reappointment, and rotation of management personnel at all levels to align with the Company's scale and characteristics;
- Conducting corporate financial management in compliance with current legal regulations and the Company's financial policies, ensuring the rational use of loan capital;
- Researching investment plans and reasonably implementing the construction of the Ton Nam Kim Phu My Factory Project;
- Closely monitoring and supervising production, business, and investment costs to achieve efficiency;
- Enhancing the effectiveness of sales channels by expanding and seeking new markets and customers while continuously researching market trends to capture customer preferences;
- Increasing the proportion of high-margin products through a closed production process, particularly high-value-added products such as Pre-painted Aluminium-Zinc Alloy Coated Steel Sheet in Coil and Alloy Coated Steel Sheet;
- Monitoring production volume, selling prices, profitability, inventory, and specifications of each product in each market to develop appropriate production plans, adjust product distribution, and propose timely solutions.

Above is the report on the Board of Directors' performance in 2024 and the operational orientation in 2025, respectfully submit to the General Meeting of Shareholders for approval.

**OBO. THE BOARD OF DIRECTORS  
CHAIRMAN**

**HO MINH QUANG**

**DRAFT***Ho Chi Minh City, April 25, 2025*

## **REPORT OF THE BOARD OF MANAGEMENT ON BUSINESS PERFORMANCE IN 2024 AND THE BUSINESS PLAN FOR 2025 TO ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025**

*The Board of Management (BOM) respectfully reports to the General Meeting on the results of business performance in 2024 and the business plan for 2025, with the following contents:*

### **1. Assessment of business performance**

In 2024, Vietnam's steel industry overcame challenges and achieved remarkable milestones despite the global economic difficulties. The BOM remained highly aware of potential risks, conducted thorough evaluations of market fluctuations, and aligned its strategies with the Board of Directors (BOD). At the same time, the company adopted a flexible and practical approach to production management, proactively seizing opportunities to achieve its business objectives and advance further along the value-added chain of the steel industry. By the end of 2024, Ton Nam Kim successfully attained key achievements in the following areas:

- ❖ Optimized production output in response to market developments;
- ❖ Business growth aligned with a sustainable economic model;
- ❖ A healthy financial structure, laying a solid foundation for future development;
- ❖ Research and development efforts to enhance the quality of coated steel products;
- ❖ Employee welfare ensured in conjunction with corporate social responsibility.

In 2024, both domestic and international markets experienced significant fluctuations, posing challenges to Ton Nam Kim's objectives and operational strategies. However, with determination, effective management by the BOM, and continuous guidance from the BOD, Ton Nam Kim managed to maintain its growth momentum and successfully fulfill the business plan assigned by the General Meeting of Shareholders. Total sales volume in 2024 reached 1.02 million tons, an 18.8% increase compared to the same period last year, achieving 102.3% of the set target. The sales volume of coated steel and galvanized steel pipes reached 892,252 tons, up 23.5% year-on-year and 130,542 tons, down 5.9% year-on-year, respectively.

Regarding business performance, Ton Nam Kim recorded a total revenue of 20,707 billion VND in 2024, marking an 11.2% increase compared to the same period last year and fulfilling 98.6% of the target. Profit before tax reached 558 billion VND, representing a 214.8% increase year-on-year and achieving 132.8% of the target. Thanks to effective inventory management, strict cost control, and the ability to capitalize on steel price movements in the market, operating profit margin in 2024 maintained a stable upward trend at 2.70%, compared to 0.95% in 2023. Meanwhile, profit after tax for 2024 amounted to 453 billion VND, an impressive 285.8% increase compared to the same period last year.

<b>Indicator</b> ( <i>Million VND</i> )	<b>2023</b>	<b>2024</b>	<b>% decrease/ increase 2024/2023</b>
Revenue from sale of goods and provision of services	18,621,212	20,707,517	11.2%
Net revenue from sale of goods and provision of services	18,595,974	20,609,022	10.8%
Gross profit from sale of goods and provision of services	1,112,263	1,831,773	64.6%
Net operating profit	177,072	557,452	214.8%
Profit before tax	177,310	558,169	214.8%
Profit after tax	117,408	453,008	285.8%
Number of outstanding shares	263,277,806	315,931,978	20.0%
Basic earnings per share (VND/share)	357	1,434	

## 2. Financial situation

### Asset situation

In 2024, Ton Nam Kim's total assets reached 13,519 billion VND, an increase of 10.5% compared to the same period last year. Current assets amounted to 10,202 billion VND, accounting for 75.5% of total assets. Inventories were adjusted to an appropriate level of 6,690 billion VND, representing 49.5% of total assets, ensuring stable business operations and growth. Amid fluctuations in HRC prices, which trended downward, particularly in the second half of 2024, putting pressure on domestic steel manufacturers, Ton Nam Kim continued to maintain a provision for devaluation of inventories at 130 billion VND. Through a reasonable debt policy, the company successfully reduced short-term trade receivables to 1,129 billion VND, a 35% decrease compared to the same period last year, thereby enhancing asset utilization efficiency.

### Capital and debt situation

In 2024, Ton Nam Kim continued to implement a financial structure aligned with safety and efficiency, with most borrowings coming from current liabilities and no overdue liabilities. Specifically, current liabilities in 2024 amounted to 6,311 billion VND, equivalent to 46.7% of total assets, providing opportunities for utilizing working capital in line with business development and investment activities. Currently, Ton Nam Kim has almost no non-current liabilities, with a remaining balance of only 26 billion VND. Despite the impact of exchange rate fluctuations increasing financial costs, maintaining a healthy balance sheet and securing short-term loans with preferential interest rates have contributed to financial cost optimization. In particular, it only increased from 426 billion VND in 2023 to 477 billion VND in 2024, while interest expenses in 2024 were recorded at 207 billion VND, a 29% decrease compared to the same period last year. Ton Nam Kim's total equity in 2024 reached 5,871 billion VND, with retained earnings accounting for 37% of total equity.

### **3. Improvements in organizational structure, policies, and management operations**

Recognizing the challenges to overcome and the opportunities to seize in the new landscape, Ton Nam Kim has continued to implement positive improvements in its organizational structure, policies, and management operations, as follows:

#### **Enhancing management capabilities and improving labor productivity**

The company has conducted a reassessment of its workforce, streamlining its organizational structure to maximize individual strengths and improve overall productivity. On-the-job training has been prioritized, expanding specialized knowledge from management to staff, ensuring cost efficiency while maintaining work effectiveness. Additionally, Ton Nam Kim has continued to develop and refine operational processes based on the successful implementation of the comprehensive ERP management system – SAP S/4 HANA. Currently, all company operations are fully systematized on a unified data platform, ensuring efficiency and consistency.

#### **Solid financial support and a foundation for sustainable development**

A strong focus on long-term strategy and diversification of capital sources has enabled Ton Nam Kim to establish a solid financial foundation, confidently navigating the challenges of an ever-evolving business environment. In 2024, Ton Nam Kim was granted a Public Offering Certificate by the State Securities Commission. This milestone has facilitated the company's efforts in restructuring its investment capital to seize growth opportunities and optimize business performance, thereby delivering sustainable value to both shareholders and the broader investment community.

#### **Ensuring competitive benefits and fostering corporate culture**

Ton Nam Kim remains committed to creating a healthy and supportive working environment that values unity, fosters motivation, ensures optimal employee welfare, and upholds the company's core values in building a strong corporate culture. This commitment allows the Company to overcome challenges collectively, advance deeper into the steel industry's value chain, and achieve sustainable growth in harmony with the community and society.

#### **Market development, protection, and sustainable market share**

Leveraging its more than 20-year legacy as a national brand with a well-established reputation for product quality in key markets such as the United States, Mexico, Australia, Europe, and Southeast Asia, Ton Nam Kim continues to intensify its research efforts to enhance product quality and deliver outstanding value to customers. The core factors that differentiate Ton Nam Kim include (1) competing through superior product quality, (2) competing through exceptional customer satisfaction, (3) competing through attractive pricing strategies, and (4) providing dedicated and comprehensive customer care services. As evidence of its market strength, in 2024, Ton Nam Kim successfully maintained its position as one of the top three companies in the coated steel industry nationwide.

### **4. Business plan and strategic orientation for 2025**

#### **Business plan for 2025**

Building upon the achievements attained, the Board of Management aims to execute the business plan entrusted by the Board of Directors with the following indicators:

Total production volume	:	1,050,000	tons
Total revenue	:	23,000	billion VND
Profit before tax	:	440	billion VND

**Strategic orientation for 2025**

To accomplish the business plan for 2025, the Board of Management has outlined the following strategic solutions:

- Optimizing resource utilization to enhance productivity, reduce operating costs, and strengthen competitive positioning;
- Developing an efficient inventory management policy, diversifying raw material supply sources, and effectively mitigating price fluctuation risks;
- Focusing on research and development of high-end coated steel products for applications in industrial production, the automotive industry, and household appliances;
- Expanding the domestic market and diversifying export markets, with the goal of penetrating deeper into the value chain of the coated steel segment in the European and North American markets;
- Executing investment and construction plans for the key project – Ton Nam Kim Phu My Factory, ensuring timely completion as scheduled;
- Maintaining a robust financial structure, strengthening internal capabilities, and striving for sustainable growth and international integration.

Above is the report of the Board of Management on business performance in 2024 and the business plan for 2025, respectfully submit to the General Meeting of Shareholders for approval.

**OBO. BOARD OF MANAGEMENT  
GENERAL DIRECTOR**

**VO HOANG VU**

**DRAFT***Ho Chi Minh City, April 25, 2025*

## **REPORT ON THE BOARD OF SUPERVISORS' PERFORMANCE IN 2024 AND THE OPERATIONAL PLAN FOR 2025 TO ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025**

*The Board of Supervisors (BOS) respectfully reports to the General Meeting on the results of performance in 2024 and the operational plan for 2025, with the following contents:*

### **I. Personnel of the Board of Supervisors**

Including members:

- Ms. Vo Thi Vui                      - Head
- Mr. Dang Van Hoa                - Member
- Mr. Le Nhat Tan                  - Member

### **II. Activities of the Board of Supervisors in 2024**

#### **1. Activities of the Board of Supervisors**

In 2024, the Board of Supervisors conducted inspections and supervisions through the following main activities:

- Participating in the Company's Leadership meetings regarding project implementation, project progress monitoring, as well as monthly and quarterly business plans and performance reporting.
- Monitoring the progress of project execution.
- Inspecting accounting, statistical activities, and financial statement preparation to ensure completeness, systematic consistency, and accuracy.
- Overseeing compliance with financial obligations towards the State and employees.
- Monitoring the implementation of Resolutions passed by the General Meeting of Shareholders and the Board of Directors, as well as adherence to the Company's Charter and the Internal Regulations on Corporate Governance.
- Supervising the organization of the Annual General Meeting of Shareholders.
- Inspecting and overseeing the activities of the Board of Directors, the General Director, and other executives.

#### **2. Meetings of the Board of Supervisors**

Between the two Annual General Meetings of Shareholders in 2024 – 2025, the Board of Supervisors held four meetings with full participation of its members and agreed on the following issues:

- Assessment of the reviewed semi-annual financial statements 2024 of the Parent Company and the consolidated financial statements for the first half of 2024.
- Assessment of the audited financial statements 2024 of the Parent Company and the audited consolidated financial statements 2024.
- Appointment of the Head of the Board of Supervisors for the 2020 – 2025 term following the operational regulations approved by the General Meeting of Shareholders.
- Approval of the Board of Supervisors' report on its performance and results in 2024 to be submitted to the Annual General Meeting of Shareholders 2025.

Member of the Board of Supervisors	Number of meetings attended	Attendance rate	Voting rate	Reason for non-attendance
Ms. Nguyen Thi Bich Nhi	1/4	100%	100%	Dismissed from April 26, 2024
Ms. Vo Thi Vui	4/4	100%	100%	
Mr. Dang Van Hoa	3/4	100%	100%	Appointed from April 26, 2024
Mr. Le Nhat Tan	4/4	100%	100%	

### 3. Self-assessment report on the performance of the Board of Supervisors and each Supervisor

- The Board of Supervisors has diligently fulfilled its functions and duties in strict compliance with the Company's Charter, internal regulations, and legal provisions.
- The Supervisors have consistently strived to apply their professional expertise, accounting and financial experience, and legal knowledge in their monitoring activities.
- The Supervisors have actively participated in all Board of Supervisors meetings and designated representatives to attend most Board of Directors meetings as observers.

### III. Supervision results on the Company's operations and financial performance

- The Board of Supervisors has closely monitored the Board of Directors and the Board of Management in executing the business strategies and objectives approved by the General Meeting of Shareholders, and continuously tracked the implementation of business objectives and targets assigned by the Board of Directors and the Board of Management to units in the entire system to achieve the goals assigned by the General Meeting of Shareholders.
- In accordance with legal regulations, the Board of Supervisors has conducted reviews of the Company's quarterly, semi-annual, and annual financial statements to assess the accuracy, transparency, and reasonableness of financial data presented to the Annual General Meeting of Shareholders, ensuring compliance with applicable laws and internal regulations.
- No significant changes in accounting systems, accounting standards, or tax policies were identified that could materially impact the Company's financial position or published financial statements.
- No material misstatements or unreasonable accounting estimates (such as provisions, goodwill calculations, etc.) were detected in the financial statements
- All related-party transactions have been conducted in full compliance with the provisions of law and the Company's Charter.
- The Board of Supervisors has ensured strict adherence to the General Meeting of Shareholders' Resolutions regarding remuneration, operational expenses, and other benefits for the Board of Supervisors and each of its members.
- A summary of key figures achieved in 2024:

#### Business Performance

• Net revenue	:	20,609,022,190,077 (VND)
• Total profit before tax	:	558,169,985,495 (VND)
• Profit after tax	:	453,008,144,440 (VND)



**Company Assets**

• Total assets	:	13,519,085,552,805 (VND)
• Current assets	:	10,202,370,500,547 (VND)
• Non-current assets	:	3,316,715,052,258 (VND)

**Owner's equity**

• Beginning balance (January 1, 2024)	:	5,423,073,956,647 (VND)
• Ending balance (December 31, 2024)	:	5,871,406,574,473 (VND)

**IV. Report on the evaluation of the coordination between the Board of Supervisors, the Board of Directors, the Board of Management, and Shareholders**

- The Board of Supervisors has always worked closely with the Board of Directors and the Board of Management, while ensuring independence in accordance with the principle of maximizing shareholder interests and adhering to legal regulations. Through participation in key meetings, the Board of Supervisors has kept up-to-date with the Company's strategies, objectives, and business investment plans. This enables the Board of Supervisors to contribute ideas and effectively perform the tasks assigned by the General Meeting of Shareholders.
- In the past year, the Board of Directors, Board of Management, and departments have facilitated the Board of Supervisors in gathering information and documents. The Board of Directors has received all Resolutions of the Board of Directors promptly and in full.
- In 2024, the Board of Supervisors did not receive any requests from shareholders or shareholder groups directed to the Company.

**V. Operational plan for 2025 of the Board of Supervisors**

- Review the annual, semi-annual, and quarterly financial statements before submitting them to the competent authorities for review and approval.
- Examine the management letter from the independent auditor and the feedback from the Company's management, while monitoring the implementation of corrective actions based on the recommendations from the auditing firm.
- Discuss any difficulties or unresolved issues identified in the interim or year-end audit results, as well as any matters that the independent auditor wishes to address.

**VI. Recommendations from the Board of Supervisors to the General Meeting of Shareholders, the Board of Directors, and the Board of Management**

- Strengthen the management of operational costs in accordance with the set plan.
- Enhance internal control and supervision activities to detect, warn, and take timely corrective and preventive measures.
- Continue to review and improve the Company's regulations and policies to ensure compliance with current legal documents and adjustments in the Company's business objectives.

Above is the report on the board of supervisors' performance in 2024 and the operational plan for 2025, respectfully submit to the General Meeting of Shareholders for approval.

**OBO. BOARD OF SUPERVISORS  
HEAD OF THE BOARD**

**VO THI VUI**



No.: 001/2025/TT-DHDCD

Ho Chi Minh City, April 25, 2025

**DRAFT**

## **PROPOSAL**

Re: Approval of the Audited Financial Statements 2024

**To: ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025  
NAM KIM STEEL JOINT STOCK COMPANY**

- Pursuant to the current Law on Enterprises and related legal documents;
- Pursuant to the current Law on Securities and related legal documents;
- Pursuant to the current Charter of organization and operation of Nam Kim Steel Joint Stock Company;
- Pursuant to the Audited Financial Statement 2024 of Nam Kim Steel Joint Stock Company.

The Board of Directors of Nam Kim Steel Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval of the Company's Financial Statements for the fiscal year ended December 31, 2024, which have been audited by PwC (Vietnam) Limited.

The Financial Statements 2024 have been disclosed in accordance with regulations and are available on the Company's website ([www.tonnamkim.com](http://www.tonnamkim.com)) as well as sent to the Shareholders.

We respectfully submit to the General Meeting of Shareholders for consideration and approval.

**OBO. THE BOARD OF DIRECTORS  
CHAIRMAN**

**HO MINH QUANG**

No.: 002/2025/TT-DHDCD

Ho Chi Minh City, April 25, 2025

**DRAFT**

## **PROPOSAL**

Re: Fund appropriation and dividend payment for 2024

**To: ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025  
NAM KIM STEEL JOINT STOCK COMPANY**

- Pursuant to the current Law on Enterprises and related legal documents;
- Pursuant to the current Charter of organization and operation of Nam Kim Steel Joint Stock Company;
- Pursuant to the Audited Financial Statement 2024 of Nam Kim Steel Joint Stock Company.

### **I. PROFIT DISTRIBUTION PLAN FOR 2024**

Pursuant to Resolution No. 001/2024/NQ-DHDCD dated April 26, 2024 by the General Meeting of Shareholders approving the profit distribution plan for 2024 as follows:

Fund appropriation: The Board of Directors is authorized to consider and determine the appropriate allocation ratio.

Dividend payment for 2024: The remaining profit after fund appropriation will be used to supplement the capital for the Company's business operations.

### **II. FUND APPROPRIATION AND DIVIDEND PAYMENT FOR 2024**

According to the Audited Consolidated Financial Statements 2024, the Company's profit after tax is 453,008,144,440 VND. The Board of Directors respectfully submits to the General Meeting of Shareholders for approval of the fund appropriation and dividend payment for 2024 as follows:

- Reserve Fund appropriation: : 2% of profit after tax
- Development Investment Fund appropriation : 3% of profit after tax
- Bonus and Welfare Fund appropriation : 5% of profit after tax
- Dividend payment for 2024: : No dividend payment
- The remaining profit after fund appropriation will be used to supplement the capital for the Company's business operations.

We respectfully submit to the General Meeting of Shareholders for consideration and approval.

**OBO. THE BOARD OF DIRECTORS  
CHAIRMAN**

**HO MINH QUANG**

No.: 003/2025/TT-DHDCD

Hồ Chí Minh City, April 25, 2025

**DRAFT**

## **PROPOSAL**

Re: Profit and dividend payment plan for 2025

**To: ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025  
NAM KIM STEEL JOINT STOCK COMPANY**

- Pursuant to the current Law on Enterprises and related legal documents;
- Pursuant to the Production - Business and Investment Plan for 2025 of Nam Kim Steel Joint Stock Company.

The Board of Directors of Nam Kim Steel Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval of the profit and dividend payment plan for 2025 as follows:

### **1. Revenue and profit plan for 2025**

- Total revenue : 23,000 billion VND
- Profit before tax : 440 billion VND

### **2. Profit distribution plan for 2025**

- Fund appropriation : The Board of Directors is authorized to determine the appropriate allocation ratio.
- Dividend payment for 2025 : The remaining profit after fund appropriation will be used to supplement the capital for the Company's business operations.

We respectfully submit to the General Meeting of Shareholders for consideration and approval.

**OBO. THE BOARD OF DIRECTORS  
CHAIRMAN**

**HO MINH QUANG**

No.: 004/2025/TT-DHDCD

Ho Chi Minh City, April 25, 2025

**DRAFT****PROPOSAL**

Re: Authorization for the Board of Directors to select an independent audit firm for the fiscal year 2025

**To: ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025  
NAM KIM STEEL JOINT STOCK COMPANY**

- Pursuant to the current Law on Enterprises and related legal documents;
- Pursuant to the current Charter of organization and operation of Nam Kim Steel Joint Stock Company,

The Board of Supervisors of Nam Kim Steel Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval of the authorization for the Board of Directors to select an auditing firm from the list of firms approved by the State Securities Commission to conduct the financial audit 2025 for Nam Kim Steel Joint Stock Company:

**1. KPMG Company**

Year of establishment : 1994

Overview : Recognized by the Ministry of Finance and VACPA as a leading audit firm in Vietnam, KPMG ranks first in revenue, number of clients, and number of certified auditors.

**2. PwC Company**

Year of establishment : 1998

Overview : Formed from the merger of Coopers & Lybrand and Price Waterhouse. PwC specializes in accounting advisory (45%), financial consulting (29%), and taxation (26%) services.

**3. Deloitte Vietnam Company Limited**

Year of establishment : 1991

Overview : Deloitte Vietnam is a member of Deloitte Touche Tohmatsu, the largest audit firm in Vietnam.

**4. Ernst & Young Company**

Year of establishment : 1989

Overview : Formed from the merger of Ernst & Whinney and Arthur Young & Co., EY, specializes in providing auditing, financial consulting, IT risk assessment (ITRA), and taxation services.

We respectfully submit to the General Meeting of Shareholders for consideration and approval.

**OBO. THE BOARD OF SUPERVISORS  
HEAD OF THE BOARD**

**VO THI VUI**

No.: 005/2025/TT-DHDCD

Ho Chi Minh City, April 25, 2025

**DRAFT**

## **PROPOSAL**

Re: Approval of remuneration for the Board of Directors, Board of Supervisors,  
and Board of Management in 2025

**To: ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025  
NAM KIM STEEL JOINT STOCK COMPANY**

- Pursuant to the current Law on Enterprises and related legal documents;
- Pursuant to the current Charter of organization and operation of Nam Kim Steel Joint Stock Company,

The Board of Directors of Nam Kim Steel Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval of the remuneration for the Board of Directors (BOD), Board of Supervisors (BOS), and Board of Management (BOM) in 2025 as follows:

- The total remuneration for the Board of Directors, Board of Supervisors, and Board of Management in 2025 shall be 2% of profit after tax, sourced from profit after tax.
- The Board of Directors is authorized to determine the specific remuneration rate for each member based on actual business performance.
- The Board of Directors is authorized to decide on operating expenses, total salaries, and specific remuneration rate for each member of the Board of Supervisors.

We respectfully submit to the General Meeting of Shareholders for consideration and approval.

**OBO. THE BOARD OF DIRECTORS  
CHAIRMAN**

**HO MINH QUANG**

No.: 006/2025/TT-DHDCD

Ho Chi Minh City, April 25, 2025

**DRAFT**

## PROPOSAL

Re: Plan for issuing stocks under the Employee Stock Ownership Program

**To: ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025  
NAM KIM STEEL JOINT STOCK COMPANY**

- Pursuant to the current Law on Enterprises and related legal documents;
- Pursuant to the current Law on Securities and related legal documents;
- Pursuant to the current Charter of organization and operation of Nam Kim Steel Joint Stock Company;
- Pursuant to Resolution of the Annual General Meeting of Shareholders 2024 No. 001/2024/NQ-DHDCD dated April 26, 2024 by Nam Kim Steel Joint Stock Company (“Resolution 001”).

The Board of Directors (BOD) respectfully submits to the General Meeting of Shareholders (GMS) for approval of the stock issuance plan under the Employee Stock Ownership Plan with details as follows:

- A. Cancellation of the plan to issue stocks under the Employee Stock Option Program 2024 approved by the GMS in Article 9 of Resolution 001 due to the change in the implementation time of the plan and the number of outstanding voting stocks.
- B. Approval of the plan to issue stocks under the Employee Stock Option Program (“ESOP 2025 Program”) with the following contents:

### I. ESOP 2025 ISSUANCE PLAN:

1. **Issuer** : Nam Kim Steel Joint Stock Company (“Company”)
2. **Stock name** : Stock of Nam Kim Steel Joint Stock Company  
(Stock code: NKG)
3. **Stock type** : Common stock
4. **Par value** : 10.000 VND/stock
5. **Total number of stocks issued** : 447,570,881 stocks
6. **Total number of outstanding stocks at the present time:** : 447,570,881 stocks
7. **Total number of treasury stocks** : 0 stocks
8. **Number of stocks expected to be issued** : Maximum 4,500,000 (Four million and five hundred thousand) stocks, equivalent to 1.0054% of the total number of outstanding stock at the present time.
9. **Issue price** : 10,000 (Ten thousand) VND/stock, equivalent to the par value.
10. **Total expected maximum issuance value** : 45,000,000,000 (Forty-five billion) dong.

- |   |  |
|---|--|
| <b>11. Issuance subjects</b>  | <ul style="list-style-type: none"> <li>: - Staff of Nam Kim Steel Joint Stock Company (excluding the Chairman of the Board of Directors and the General Director) and staff of subsidiaries (with 100% charter capital owned by Nam Kim Steel Joint Stock Company) according to the List approved by the Board of Directors.</li> <li>- The General Meeting of Shareholders authorizes the Board of Directors to issue the Regulations on issuance of stocks under the Employee Stock Option Program ("ESOP Regulations") and determine the criteria and specific list of employees participating in the ESOP 2025 Program.</li> </ul> |
| <b>12. Principles for determining the number of stocks distributed to each subject</b>  | <ul style="list-style-type: none"> <li>: The General Meeting of Shareholders authorizes the Board of Directors to decide on the principles for determining the number of stocks to be distributed to each subject.</li> </ul>  |
| <b>13. Purpose of issuance</b>  | <ul style="list-style-type: none"> <li>: Linking the interests of staff with the Company.</li> </ul>   |
| <b>14. Plan for using capital from the issuance</b>   | <ul style="list-style-type: none"> <li>: All proceeds from the issuance will be used to supplement working capital serving the Company's business activities.</li> </ul>   |
| <b>15. Transfer restriction</b>   | <ul style="list-style-type: none"> <li>: 50% of the stocks are restricted from transfer within 01 year from the issuance completion date (according to the principle of rounding down to the nearest unit).<br/>The remaining stocks are restricted from transfer for 02 years from the issuance completion date.</li> </ul>   |
| <b>16. Implementation time</b>  | <ul style="list-style-type: none"> <li>: - Expected to be implemented in 2025 and/or 2026, after receiving confirmation from the State Securities Commission of Vietnam ("SSC") regarding the receipt of complete issuance documents.</li> <li>- The General Meeting of Shareholders authorizes the Board of Directors to determine the implementation time.</li> </ul>  |
| <b>17. Plan for handling stocks that employees do not pay to buy</b>  | <ul style="list-style-type: none"> <li>: After the registration and payment period for stock purchases ends, if staff do not fully subscribe to the offered stocks, the General Meeting of Shareholders authorizes the Board of Directors to continue distributing the remaining stocks to the issuance subjects specified in Section I.11 above at a price not lower than 10,000 (<i>ten thousand</i>) dong per stock, ensuring full compliance with legal regulations</li> </ul>   |
| <b>18. Plan to ensure that the stock issuance meets the regulations on the maximum foreign ownership ratio at the Company</b> | <ul style="list-style-type: none"> <li>: The General Meeting of Shareholders authorizes the Board of Directors to approve measures ensuring that the issuance complies with the Company's foreign ownership limit regulations in cases where stocks are issued to foreign employees.</li> </ul>  |
| <b>19. Registration for depository and registration for additional stocks</b>   | <ul style="list-style-type: none"> <li>: Approval for all stocks issued under the ESOP program to be additionally registered with the Vietnam Securities Depository and Clearing Corporation ("VSDC") and listed on the Stock Exchange ("SE") as prescribed.</li> </ul>  |



- 20. Approvals related to changes in charter capital** : - Approval of the Company's charter capital increase based on the issuance results.
- Approval of amendments to the Company's charter capital in the Charter of Organization and Operation based on the issuance results.
- Approval of amendments to the Enterprise Registration Certificate reflecting the new charter capital based on the issuance results.

## **II. APPROVAL OF AUTHORIZATION**

To ensure the effective implementation of the ESOP 2025 Program, the General Meeting of Shareholders authorizes the Board of Directors to decide on all matters related to the issuance, based on its functions and duties, including but not limited to:

- Issuing the ESOP Regulations to implement the stock issuance plan under the ESOP 2025 Program;
- Approving the selection criteria for staff eligible to participate in the stock purchase, the list of participants, and the number of stocks to be purchased based on the criteria outlined in the ESOP Regulations;
- Approving measures to ensure that the issuance complies with the regulations on the maximum foreign ownership ratio at the Company;
- Carrying out the necessary procedures for registering the stock issuance with the State Securities Commission and providing explanations to the State Securities Commission if required;
- Signing contracts and relevant documents related to the stock issuance under the ESOP 2025 Program and handling stocks not fully purchased (if any);
- Completing the necessary procedures for enterprise registration and amending the Company's Charter in accordance with the new charter capital after the issuance.
- Carrying out the necessary procedures for additional securities registration and supplementary listing of all newly issued stocks with the Vietnam Securities Depository and Clearing Corporation and the Stock Exchange;
- Implementing the plan for utilizing the proceeds from the ESOP 2025 Program;
- Performing other tasks necessary to complete the assigned work related to the issuance of stocks under the ESOP 2025 Program;
- Depending on specific circumstances, the Board of Directors is authorized to the General Director to perform one or more of the specific tasks mentioned above.

We respectfully submit to the General Meeting of Shareholders for consideration and approval.

**OBO. THE BOARD OF DIRECTORS  
CHAIRMAN**

**HO MINH QUANG**

No.: 007/2025/TT-DHDCD

Ho Chi Minh City, April 25, 2025

**DRAFT**

## PROPOSAL

Re: Amendments to the Regulations on operations of the Company's Board of Directors

**To: ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025  
NAM KIM STEEL JOINT STOCK COMPANY**

- Pursuant to the current Law on Enterprises and related legal documents;
- Pursuant to the current Law on Securities and related legal documents;
- Pursuant to the current Charter of organization and operation of Nam Kim Steel Joint Stock Company;

The Board of Directors of Nam Kim Steel Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval of the amendment of the Operating Regulations of the Company's Board of Directors to align with the Company's Charter and legal regulations. The details of the proposed amendment are as follows:

Clause	Current regulations	Proposed amendment
<b>Clause 1, Article 5. Term and number of members of the Board of Directors</b>	The Board of Directors consists of 6 members.	The Board of Directors has between 03 and 11 members in accordance with the Company's Charter.

*(Attached is the Draft Operating Regulation of the Company's Board of Directors)*

We respectfully submit to the General Meeting of Shareholders for consideration and approval.

**OBO. THE BOARD OF DIRECTORS  
CHAIRMAN**

**HO MINH QUANG**

**DRAFT**

**SOCIALIST REPUBLIC OF VIETNAM**

**Independence - Freedom - Happiness**

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**REGULATIONS ON  
OPERATIONS OF THE BOARD OF DIRECTORS  
OF NAM KIM STEEL JOINT STOCK COMPANY**

Binh Duong, April 25, 2025

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## **REGULATIONS ON OPERATIONS OF THE BOARD OF DIRECTORS**

- Pursuant to the Law on Enterprises dated June 17, 2020;;
- Pursuant to the Law on Securities dated November 26, 2019;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 by the Minister of Finance guiding a number of articles on corporate governance applicable to public companies in Decree No. 155/2020/ND-CP dated December 31, 2020 by the Government detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to the Charter of Nam Kim Steel Joint Stock Company;
- Pursuant to Resolution of the General Meeting of Shareholders No. 001/2025/NQ-DHDCCD dated April 25, 2025.

The Board of Directors hereby issues the “**Regulations on operations of the Board of Directors**” of Nam Kim Steel Joint Stock Company, including the following contents:

### **CHAPTER I. GENERAL PROVISIONS**

#### **Article 1. Scope of regulation and subjects of application**

1. Scope of regulation: The Regulations on operations of the Board of Directors define the organizational structure, operational principles, powers, and obligations of the Board of Directors and its members in accordance with the Law on Enterprises, the Company's Charter, and other relevant legal provisions.
2. Subjects of application: These Regulations apply to the Board of Directors and all its members.

#### **Article 2. Operating principles of the Board of Directors**

1. The Board of Directors operates on the principle of collective decision-making. Members of the Board of Directors are individually responsible for their assigned duties and collectively accountable to the General Meeting of Shareholders and the law for the resolutions and decisions made by the Board of Directors regarding the Company's development.
2. The Board of Directors assigns the General Director the responsibility of implementing the resolutions and decisions of the Board of Directors.

### **CHAPTER II. MEMBERS OF THE BOARD OF DIRECTORS**

#### **Article 3. Rights and obligations of members of the Board of Directors**

1. Members of the Board of Directors have full rights as stipulated in the Law on Securities, related laws, and the Company's Charter, including the right to receive information and documents regarding the Company's financial status and business operations, as well as those of its subsidiaries.
2. Members of the Board of Directors have the obligations prescribed in the Company's Charter and the following obligations:
  - a. Performing their duties honestly and prudently for the best interests of shareholders and the Company;
  - b. Attending all meetings of the Board of Directors and provide opinions on discussed matters;

- c. Promptly and fully reporting to the Board of Directors on any remuneration received from subsidiaries, affiliates, and other organizations;
  - d. Reporting to the Board of Directors at the nearest meeting regarding transactions between the Company, its subsidiaries, other companies in which the Company controls 50% or more of the charter capital with members of the Board of Directors and related persons of such members; transactions between the Company and companies in which members of the Board of Directors are founding members or business managers within the last 3 years prior to the transaction;
  - e. Disclosing information when engaging in the Company's stock transactions in accordance with legal regulations.
3. Independent members of the Board of Directors must provide an assessment report on the Board of Directors' activities.

#### **Article 4. Right to access information of members of the Board of Directors**

1. Members of the Board of Directors have the right to request the General Director, Deputy General Directors, and other Company managers to provide information and documents regarding the Company's financial situation and business operations and of the units within the Company.
2. The requested managers must provide timely, complete, and accurate information as required by the members of the Board of Directors. The order and procedures for requesting and providing information shall be governed by the Company's Charter.

#### **Article 5. Term and number of members of the Board of Directors**

1. The Board of Directors shall consist of between 03 and 11 members, as stipulated in the Company's Charter.
2. The term of office for a member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms.
3. In cases where the terms of all members of the Board of Directors expire simultaneously, they shall continue their roles until new members are elected and assume their responsibilities, unless otherwise stipulated in the Company's Charter.
4. The Company's Charter shall specify the number, rights, obligations, organization and coordination of activities of independent members of the Board of Directors.

#### **Article 6. Qualifications and conditions for members of the Board of Directors**

1. Members of the Board of Directors must meet the following qualifications and conditions:
  - a. Not falling under the categories stipulated in Clause 2, Article 17 of the Law on Enterprises;
  - b. Possessing professional qualifications and experience in business management or in the industry and business sector of the Company, and are not required to be shareholders of the Company, unless otherwise provided in the Company Charter;
  - c. A member of the Board of Directors of a public company may only concurrently be a member of the Board of Directors in no more than five (05) companies.
  - d. Other qualifications and conditions as stipulated in the Company's Charter.
2. An independent member of the Board of Directors, as defined in Point b, Clause 1, Article 137 of the Law on Enterprises, must meet the following qualifications and conditions:

- a. Not working for the Company, its parent company, or its subsidiaries; not having worked for the Company, its parent company, or its subsidiaries for at least the previous 03 consecutive years;
  - b. Not receiving salaries or remuneration from the Company, except for allowances as permitted for members of the Board of Directors;
  - c. Not having a spouse, biological or adoptive parent, biological or adoptive child, or sibling who is a major shareholder of the Company; or a manager of the Company or its subsidiaries;
  - d. Not directly or indirectly owning at least 01% of the total voting shares of the Company;
  - e. Not having served as a member of the Board of Directors or the Board of Supervisors of the Company for at least the previous 05 consecutive years, except in cases of consecutive appointments for 02 terms;
  - f. Other qualifications and conditions as stipulated in the Company's Charter.
3. An independent member of the Board of Directors must notify the Board of Directors if he/she no longer meets the qualifications and conditions specified in Clause 2 of this Article and shall automatically cease to be an independent member of the Board of Directors from the date they no longer satisfy the qualifications and conditions. The Board of Directors must notify the case where an independent member of the Board of Directors no longer meets the qualifications and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect additional or replace an independent member of the Board of Directors within 06 months from the date of receiving the notice of the relevant independent member of the Board of Directors.

#### **Article 7. Chairman of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected, dismissed, or removed by the Board of Directors from among its members.
2. The Chairman of the Board of Directors of the Company shall not concurrently serve as the General Director.
3. The Chairman of the Board of Directors shall have the following rights and obligations:
  - a. Developing the program and operational plan of the Board of Directors;
  - b. Preparing the agenda, content, and documents for meetings; convening, presiding over, and chairing meetings of the Board of Directors;
  - c. Organizing the adoption of resolutions and decisions of the Board of Directors;
  - d. Supervising the implementation of resolutions and decisions of the Board of Directors;
  - e. Presiding over the General Meeting of Shareholders;
  - f. Other rights and obligations as prescribed by the Law on Enterprises and the Company's Charter.
4. In case the Chairman of the Board of Directors submits a resignation letter or is dismissed, the Board of Directors must elect a replacement within 14 days from the date of receiving the resignation letter or dismissal. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize another member in writing to exercise the rights and obligations of the Chairman of the Board of Directors according to the principles set forth in the Company's Charter. If there is no authorized person or if the Chairman of the Board of Directors has passed away, is missing, is under temporary detention, is serving a prison sentence, is undergoing administrative handling measures at a compulsory



drug rehabilitation center or a compulsory education institution, has fled residence, is restricted or has lost legal act capacity, has difficulties in cognition or behavior control, or is prohibited by a Court from holding a position, practicing a profession, or performing certain work, the remaining members shall elect one of them as Chairman of the Board of Directors based on the principle of majority approval of the remaining members until a new decision is made by the Board of Directors.

5. When deemed necessary, the Board of Directors shall decide on the appointment of a Corporate Secretary. The Corporate Secretary shall have the following rights and obligations:
  - a. Assisting in organizing the convening of General Meetings of Shareholders and Board of Directors meetings; and recording minutes of the meeting;
  - b. Assisting members of the Board of Directors in performing their assigned rights and obligations;
  - c. Assisting the Board of Directors in applying and implementing corporate governance principles;
  - d. Assisting the Company in shareholder relations and in protecting the legitimate rights and interests of shareholders, ensuring compliance with information disclosure obligations and administrative procedures;
  - e. Other rights and obligations as prescribed in the Company's Charter.

**Article 8. Dismissal, removal, replacement, and supplementation of members of the Board of Directors**

1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:
  - a. The member no longer meets the qualifications and conditions prescribed in Article 155 of the Law on Enterprises;
  - b. The member submits a resignation letter, and the resignation is approved;
  - c. Other cases as prescribed in the Company's Charter.
2. The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:
  - a. The member fails to participate in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;
  - b. Other cases as prescribed in the Company's Charter.
3. When deemed necessary, the General Meeting of Shareholders shall decide on the replacement of a member of the Board of Directors or the dismissal and removal of a member of the Board of Directors beyond the cases specified in Clauses 1 and 2 of this Article.
4. The Board of Directors must convene the General Meeting of Shareholders to elect additional members to the Board of Directors in the following cases:
  - a. The number of members of the Board of Directors is reduced by more than one-third of the number prescribed in the Company's Charter. In this case, the Board of Directors must convene the General Meeting of Shareholders within sixty 60 days from the date the number of members is reduced by more than one-third;
  - b. Except for the case specified in Point a of this Clause, the General Meeting of Shareholders shall elect new members to replace those who have been dismissed or removed at the nearest meeting.

**Article 9. Methods for election, dismissal, and removal of members of the Board of Directors**

1. Shareholders or groups of shareholders holding at least ten percent 10% of the total ordinary shares shall have the right to nominate candidates for the Board of Directors. The nomination process shall be as follows:
  - a. Ordinary shareholders forming a group to nominate candidates for the Board of Directors must notify the shareholders attending the meeting of the group meeting before the opening of the General Meeting of Shareholders;
  - b. Based on the number of members of the Board of Directors, shareholders or groups of shareholders as prescribed in this Clause shall have the right to nominate one or more candidates for the Board of Directors, as determined by the General Meeting of Shareholders. If the number of candidates nominated by shareholders or groups of shareholders is less than the number they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors and other shareholders.
2. If the number of candidates for the Board of Directors through nomination and candidacy is still insufficient as required under Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Company's Charter, the Internal Corporate Governance Regulations, and the Regulations on operations of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be publicly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.
3. The election of members of the Board of Directors must be conducted using the cumulative voting method. Accordingly, each shareholder shall have a total number of voting rights equal to the total number of shares they own multiplied by the number of elected members of the Board of Directors. Shareholders may allocate all or part of their total votes to one or several candidates. The elected members of the Board of Directors shall be determined based on the number of votes received, ranked from highest to lowest, starting with the candidate who receives the most votes until the required number of members, as specified in the Company's Charter, is reached. In the event that two or more candidates receive the same number of votes for the final seat on the Board of Directors, a re-election shall be conducted among the candidates with the same number of votes, or a selection shall be made based on the election regulations or the Company's Charter.
4. The election, dismissal, and removal of members of the Board of Directors shall be decided by the General Meeting of Shareholders based on the voting principle.

**Article 10. Announcement of election, dismissal, removal of members of the Board of Directors**

1. In cases where candidates for the Board of Directors have been identified, the Company must disclose information related to these candidates at least ten 10 days before the opening of the General Meeting of Shareholders on the Company's official website so that shareholders can review the candidates before voting. Candidates for the Board of Directors must provide a written commitment confirming the truthfulness and accuracy of their disclosed personal information and pledge to perform their duties with honesty, diligence, and in the best

interests of the Company if elected as a member of the Board of Directors. The disclosed information regarding the candidates for the Board of Directors shall include:

- a. Full name, and date of birth;
  - b. Professional qualifications;
  - c. Work experience;
  - d. Other managerial positions (including Board of Directors positions at other companies);
  - e. Interests related to the Company and its related parties;
  - f. Other information (if any) as prescribed in the Company's Charter;
  - g. For public companies, information must also be disclosed regarding companies where the candidate currently holds a Board of Directors position, other managerial positions, and any interests related to such companies (if applicable).
2. The announcement of election, dismissal, and removal results of members of the Board of Directors shall be conducted in accordance with regulations and guidelines on information disclosure.

### **CHAPTER III. BOARD OF DIRECTORS**

#### **Article 11. Rights and obligations of the Board of Directors**

1. The Board of Directors is the managing body of the Company, possessing full authority to act on behalf of the Company in deciding and executing its rights and obligations, except for the rights and obligations under the authority of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors are determined by law, the Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:
  - a. Determining the Company's strategic direction, medium-term development plans, and annual business plans;
  - b. Proposing the types of shares and the total number of shares to be offered for each type;
  - c. Deciding on the sale of unsold shares within the authorized number of shares for each type; and deciding to raise additional capital in other forms;
  - d. Deciding on the selling price of the Company's shares and bonds;
  - e. Deciding to repurchase shares as prescribed in Clauses 1 and 2, Article 133 of the Law on Enterprises;
  - f. Deciding on investment plans and projects within its authority and limits as prescribed by law;
  - g. Deciding on solutions for market development, marketing, and technology;
  - h. Approving purchase, sale, loan, lending contracts, and other transactions valued at 35% or more of the total assets recorded in the Company's most recent financial statement, except for contracts and transactions under the General Meeting of Shareholders' decision-making authority as stipulated in Point d, Clause 2, Article 138, and Clauses 1 and 3, Article 167 of the Law on Enterprises;
  - i. Electing, dismissing, and removing the Chairman of the Board of Directors; appointing, dismissing, entering into, and terminating contracts with the General Director and other key managers as stipulated in the Company's Charter; determining salaries, remuneration, bonuses, and other benefits for such manager; authorized representatives to the Members'

- Council or the General Meeting of Shareholders of other companies and determine their remuneration and benefits;
- j. Supervising and directing the General Director and other managers in conducting the Company's daily business operations;
  - k. Determining the Company's organizational structure, internal management regulations, and establishing subsidiaries, branches, and representative offices; and deciding on capital contributions and share purchases in other enterprises;
  - l. Approving the agenda, contents, and documents for the General Meeting of Shareholders, convening the meeting, or collecting shareholders' opinions to pass resolutions;
  - m. Presenting the audited annual financial statements to the General Meeting of Shareholders;
  - n. Proposing the dividend payment rate, deciding on the timing and procedures for dividend distribution, or handling business losses;
  - o. Proposing the restructuring or dissolution of the Company; and requesting the bankruptcy of the Company;
  - p. Issuing the Regulations on operations of the Board of Directors and the Corporate Internal Governance Regulations after approval by the General Meeting of Shareholders; and determining the Company's Information Disclosure Regulations;
  - q. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law and the Company's Charter.
3. The Board of Directors shall pass resolutions and decisions through voting at meetings, written consultations, or other forms as stipulated in the Company's Charter. Each member of the Board of Directors shall have one vote.
4. In cases where a resolution or decision of the Board of Directors is contrary to legal regulations, the resolutions of the General Meeting of Shareholders, or the Company's Charter, resulting in damage to the Company, the members who approved such a resolution or decision shall bear joint personal liability and compensate the Company for the damages; members who opposed such a resolution or decision shall be exempt from liability. In such cases, the Company's shareholders have the right to request the Court to suspend or annul the above resolution or decision.

**Article 12. Duties and powers of the Board of Directors in approving and executing contracts and transactions**

1. The Board of Directors shall approve contracts and transactions with a value of less than 35% or transactions that, when aggregated within 12 months from the date of the first transaction, have a total value of less than 35% of the total assets recorded in the Company's most recent financial statements, or a lower percentage or value as stipulated in the Company's Charter, between the Company and any of the following parties:
- Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their related persons;
  - Shareholders, authorized representatives of shareholders holding more than 10% of the Company's total ordinary shares, and their related persons;
  - Enterprises related to the subjects specified in Clause 2, Article 164 of the Law on Enterprises.
2. The Company's legal representative who signs the contract or transaction must notify the members of the Board of Directors and the Board of Supervisors of the entities involved in the

contract or transaction and provide a draft contract or key transaction details. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receiving the notification, unless otherwise stipulated in the Company's Charter; any member of the Board of Directors with interests related to parties in contracts and transactions do not have voting rights.

**Article 13. Responsibilities of the Board of Directors in convening an extraordinary General Meeting of Shareholders**

1. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:
  - a. When the Board of Directors deems it necessary for the benefit of the Company;
  - b. When the number of remaining members of the Board of Directors or the Board of Supervisors is less than the minimum number of members as required by law;
  - c. At the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises; such a request must be made in writing, clearly stating the reasons and purposes of the meeting, and must bear the signatures of relevant shareholders or be compiled into multiple documents with the required signatures of the relevant shareholders;
  - d. At the request of the Board of Supervisors;
  - e. Other cases as prescribed by law and the Company's Charter.
2. Convening the Extraordinary General Meeting of Shareholders

Unless otherwise stipulated in the Company's Charter, the Board of Directors must convene the Extraordinary General Meeting of Shareholders within 30 days from the date when the number of remaining members of the Board of Directors, independent members of the Board of Directors, or members of the Board of Supervisors is less than the minimum number of members as prescribed in the Company's Charter, or from the date of receiving a request as specified in Points c and d, Clause 1 of this Article;
3. The convener of the General Meeting of Shareholders must carry out the following tasks:
  - a. Preparing a list of shareholders entitled to attend the meeting;
  - b. Providing information and resolving complaints related to the list of shareholders;
  - c. Developing the agenda and contents of the meeting;
  - d. Preparing meeting documents;
  - e. Drafting resolutions of the General Meeting of Shareholders based on the anticipated meeting content; preparing a list and detailed information of candidates in case of the election of members of the Board of Directors or the Board of Supervisors;
  - f. Determining the time and venue of the meeting;
  - g. Sending invitation letter to each shareholder entitled to attend the meeting in accordance with the Law on Enterprises;
  - h. Carrying out other tasks necessary for the meeting.

**Article 14. Subcommittees supporting the Board of Directors**

1. The Board of Directors may establish subcommittees responsible for development policies, human resources, remuneration, internal audit, and risk management. The number of members in each subcommittee is determined by the Board of Directors but must be at least three, including members of the Board of Directors and external members. Independent or non-

executive members of the Board of Directors should constitute the majority of each subcommittee, and one of them shall be appointed as the Head of the subcommittee by decision of the Board of Directors. The subcommittee must operate in accordance with the regulations of the Board of Directors. Resolutions of the subcommittee are valid only when approved by the majority of attending members through voting at the meeting of the subcommittee.

2. The implementation of decisions made by the Board of Directors or its subcommittees must comply with applicable laws, the Company's Charter, and Internal Corporate Governance Regulations.

## **CHAPTER IV. MEETINGS OF THE BOARD OF DIRECTORS**

### **Article 15. Meetings of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the date of completion of the election of the Board of Directors. This meeting shall be convened and chaired by the member receiving the highest number of votes or the highest voting percentage. In case there are multiple members with the highest and equal number of votes, the members shall vote by majority to select one among them to convene a meeting of the Board of Directors.
2. The Board of Directors must meet at least once per quarter and may hold extraordinary meetings as necessary.
3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
  - a. At the request of the Board of Supervisors or an independent member of the Board of Directors;
  - b. At the request of the General Director or at least 05 other managers;
  - c. At the request of at least 02 members of the Board of Directors;
  - d. Other cases as stipulated in the Company's Charter.
4. Requests specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and matters under the authority of the Board of Directors to decide.
5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receiving the request specified in Clause 3 of this Article. If the meeting of the Board of Director is not convened as requested, the Chairman of the Board of Directors shall be liable for any damage incurred by the Company. In such a case, the requesting party has the right to convene the meeting of the Board of Directors in place of the Chairman.
6. The Chairman of the Board of Directors or the convener must send the meeting invitation no later than 03 working days before the scheduled meeting date, unless otherwise stipulated in the Company's Charter. The meeting invitation must specify the time and location of the meeting, the agenda, and matters to be discussed and decided.

The meeting invitation must be accompanied by documents used in the meeting and votes for members. The meeting invitation of the Board of Directors may be sent via invitation letter, phone, fax, electronic means, or other methods as stipulated in the Company's Charter, ensuring it reaches the registered contact address of each member of the Board of Directors registered with the Company.



7. The Chairman of the Board of Directors or the convener must send the meeting invitation and accompanying documents to the members of the Board of Supervisors as to the members of the Board of Directors.  
Members of the Board of Supervisors have the right to attend meetings of the Board of Directors and participate in discussions but do not have voting rights.
8. A meeting of the Board of Directors shall be conducted when at least 3/4 of the total members are present. In case the meeting convened in accordance with the provisions of this Clause does not have enough members to attend the meeting as prescribed, it shall be convened for the second time within 07 days from the date of the first meeting, unless the Company's Charter stipulates a shorter period. In this case, the meeting shall be held if more than half of the members of the Board of Directors attend the meeting.
9. A member of the Board of Directors shall be deemed present and eligible to vote at the meeting in the following cases:
  - a. Attending and voting in person at the meeting;
  - b. Authorizing another person to attend and vote as stipulated in Clause 11 of this Article;
  - c. Attending and voting via online conference, electronic voting, or other electronic means;
  - d. Sending a vote to the meeting via mail, fax, or email;
  - e. Sending a vote via other means as stipulated in the Company's Charter.
10. If a vote is sent via mail, it must be enclosed in a sealed envelope and submitted to the Chairman of the Board of Directors no later than one (01) hour before the meeting starts. The vote shall only be opened in the presence of all attendees.
11. Members must attend all meetings of the Board of Directors. A member may authorize another person to attend meetings and vote if approved by a majority of members of the Board of Directors.
12. Resolutions and decisions of the Board of Directors shall be passed if approved by the majority of votes from attendees; in case of equal votes, the final decision shall belong to the side with the opinion of the Chairman of the Board of Directors.

#### **Article 16. Minutes of meetings of the Board of Directors**

1. All meetings of the Board of Directors must be recorded in minutes and may be audio recorded, video recorded, or electronically stored. The minutes must be prepared in Vietnamese and may be prepared in additional foreign languages, including the following key contents:
  - a. Name, head office address, and enterprise registration number;
  - b. Time and venue of the meeting;
  - c. Purpose, agenda, and content of the meeting;
  - d. Full names of attending members or authorized representatives and the method of attendance; full names of absent members and reasons for their absence;
  - e. Issues discussed and voted on at the meeting;
  - f. Summary of opinions presented by each attending member in the order of discussion;
  - g. Voting results, clearly stating members who approve, disapprove and abstain;
  - h. Issues approved and the corresponding voting ratios;
  - i. Full names and signatures of the chairperson and the minutes taker, except in cases specified in Clause 2 of this Article.



2. In case the chairperson or the minutes taker refuses to sign the minutes, if all other members of the Board of Directors attend and agree to sign the minutes of the meeting and have full content as prescribed in Points a, b, c, d, e, f, g and h, Clause 1 of this Article, the minutes shall be valid.

The minutes of the meeting must clearly state the refusal of the chairperson and the minutes taker to sign. Those who sign the minutes shall be jointly responsible for the accuracy and truthfulness of its content. The chairperson and the minutes taker shall bear personal liability for any damage caused to the company due to their refusal to sign the minutes of the meeting, in accordance with the Law on Enterprises, the Company's Charter, and relevant laws.

3. The chairperson, the minutes taker, and all signatories of the minutes shall be responsible for ensuring the truthfulness and accuracy of the content of the minutes of the Board of Directors' meeting.
4. The minutes of the Board of Directors' meeting and the documents used in the meeting must be kept at the Company's head office.
5. The minutes prepared in both Vietnamese and a foreign language shall have equal legal validity. In case of any discrepancies between the Vietnamese and foreign language versions, the Vietnamese version shall prevail.

## **CHAPTER V. REPORTING AND DISCLOSURE OF BENEFITS**

### **Article 17. Submission of annual report**

1. At the end of the fiscal year, the Board of Directors must submit the following reports to the General Meeting of Shareholders:
  - a. Income Statement of the Company;
  - b. Financial Statements;
  - c. Report on the assessment of the Company's management and operation;
  - d. Appraisal report of the Board of Supervisors.
2. The reports specified in Points a, b, and c of Clause 1 of this Article must be submitted to the Board of Supervisors for appraisal no later than 30 days before the opening of the Annual General Meeting of Shareholders unless otherwise stipulated in the Company's Charter.
3. The reports specified in Clauses 1 and 2 of this Article, along with the appraisal report of the Board of Supervisors and the Audit Report, must be kept at the Company's head office at least 10 days before the opening of the Annual General Meeting of Shareholders. Shareholders who have continuously held shares of the Company for at least 01 year have the right to directly review these reports, either independently or together with a certified lawyer, accountant, or auditor.

### **Article 18. Remuneration, bonuses, and other benefits of members of the Board of Directors**

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business performance and efficiency.
2. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration is calculated based on the number of working days required to fulfill the duties of a member of the Board of Directors and the remuneration per day. The Board of Directors shall estimate the remuneration for each member based on the principle of unanimity. The total remuneration and bonuses for the Board of Directors shall be determined by the General Meeting of Shareholders at the annual meeting.
3. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with corporate income tax regulations, presented

as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors holding executive positions, serving on subcommittees of the Board of Directors, or performing tasks beyond their usual responsibilities as a member of the Board of Directors may receive additional remuneration in the form of a lump sum, salary, commission, profit percentage, or other forms as determined by the Board of Directors.
5. Members of the Board of Directors are entitled to reimbursement for all reasonable expenses incurred in fulfilling their responsibilities, including travel, accommodation, and other expenses related to attending General Meetings of Shareholders, Board of Directors, or subcommittees of the Board of Directors.
6. Members of the Board of Directors may be covered by liability insurance purchased by the Company upon approval of the General Meeting of Shareholders. This insurance does not include coverage for the liabilities of the members of the Board of Directors related to violations of the law and the Company's Charter.

#### **Article 19. Disclosure of related benefits**

Unless otherwise stipulated in the Company's Charter with stricter provisions, the disclosure of benefits and related persons of the Company shall comply with the following regulations:

1. Members of the Board of Directors must declare their related benefits to the Company, including;
  - a. The name, enterprise registration number, head office address, and business sectors of any enterprise in which they own contributed capital or shares; ratio and time of ownership of such contributed capital or shares;
  - b. The name, enterprise registration number, head office address, and business sectors of any enterprise in which their related persons collectively or individually own contributed capital or shares of more than 10% of the charter capital.
2. The declaration stipulated in Clause 1 of this Article must be made within seven (07) working days from the date of arising related benefits; any amendments or supplements must be reported to the Company within 07 working days from the date of such amendments or supplements.
3. Members of the Board of Directors, acting on their behalf or on behalf of another person to conduct business activities within the Company's scope of business must disclose the nature and content of such activities to the Board of Directors and may only proceed with approval from the majority of the remaining members of the Board of Directors. If such activities are conducted without disclosure or approval, all resulting income shall belong to the Company.

### **CHAPTER VI. RELATIONSHIPS OF THE BOARD OF DIRECTORS**

#### **Article 20. Relationship between members of the Board of Directors**

1. The relationship among members of the Board of Directors is a cooperative relationship, the members of the Board of Directors are responsible for informing each other about related issues in the process of handling their assigned tasks.
2. In the process of handling work, the member of the Board of Directors assigned as the primary responsible person must proactively coordinate with others to handle the matter, especially if the issue involves areas managed by other members of the Board of Directors. In case there are differing opinions among member of the Board of Directors, the primary responsible member must report to the Chairman of the Board of Directors for consideration and decision-

making within their authority, or organize a meeting, or gather opinions from member of the Board of Directors in accordance with the law, the Company's Charter, and these Regulations.

3. In the case of a reassignment of duties among members of the Board of Directors, they must hand over the work, documents, and related materials. This handover must be documented in writing and reported to the Chairman of the Board of Directors.

#### **Article 21. Relationship with the Executive Board**

As the governing body, the Board of Directors issues resolutions for the General Director and the executive apparatus to implement. At the same time, the Board of Directors inspects and supervises the implementation of the resolutions.

#### **Article 22. Relationship with the Board of Supervisors**

1. The relationship between the Board of Directors and the Board of Supervisors is a cooperative relationship. Their working relationship is based on the principles of equality and independence while ensuring close cooperation and mutual support in fulfilling their duties.
2. Upon receiving inspection reports or summary reports from the Board of Supervisors, the Board of Directors is responsible for reviewing them and directing relevant departments to develop and implement timely corrective measures.

### **CHAPTER VII. IMPLEMENTATION PROVISIONS**

#### **Article 23. Effective date**

The Regulations on operations of the Board of Directors of Nam Kim Steel Joint Stock Company consist of seven 07 chapters and 23 articles and take effect from April 25, 2025. These Regulations replace the Regulations on operations of the Board of Directors issued on April 21, 2023, and all Regulations on operations of the Board of Directors previously approved Board of Directors' Operating Regulations adopted at prior General Meetings of Shareholders.

**OBO. THE BOARD OF DIRECTORS  
CHAIRMAN**

**HO MINH QUANG**

No.: 008/2025/TT-DHDCD

Hồ Chí Minh City, April 25, 2025

**DRAFT**

## **PROPOSAL**

Re: Nomination, candidacy, and election of members of the Board of Directors for the 2025 – 2030 term

**To: ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025  
NAM KIM STEEL JOINT STOCK COMPANY**

- Pursuant to the current Law on Enterprises and related legal documents;
- Pursuant to the current Charter of organization and operation of Nam Kim Steel Joint Stock Company;
- Based on the results of the receipt of nomination and candidacy applications for members of the Board of Directors for the 2025 – 2030 term.

The Board of Directors of Nam Kim Steel Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval of the nomination, candidacy, and election of members of the Board of Directors for the 2025 – 2030 term to replace members of the Board of Directors whose term has expired (05 years: 2020 – 2025). This process ensures compliance with legal regulations and the Company's Charter, with details as follows:

1. Number and structure of member of the Board of Directors for the 2025 – 2030 term:

- Number of members of the Board of Directors for the 2025 - 2030 term: 05 members.
- Term of members of the Board of Directors: 05 years (2025 – 2030).
- The structure and number of members of the Board of Directors shall comply with legal regulations and the Company's Charter.

2. List of candidates for election to the Board of Directors for the 2025 - 2030 term:

*(Based on the results of the receipt of nomination and candidacy applications for members of the Board of Directors, the Company will consolidate, review, and disclose information in accordance with regulations)*

We respectfully submit to the General Meeting of Shareholders for consideration and approval.

**OBO. THE BOARD OF DIRECTORS  
CHAIRMAN**

**HO MINH QUANG**

No.: 009/2025/TT-DHDCCD

Ho Chi Minh City, April 25, 2025

**DRAFT**

## **PROPOSAL**

Re: Nomination, candidacy, and election of members of the Board of Supervisors for the 2025 – 2030 term

**To: ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025  
NAM KIM STEEL JOINT STOCK COMPANY**

- Pursuant to the current Law on Enterprises and related legal documents;
- Pursuant to the current Charter of organization and operation of Nam Kim Steel Joint Stock Company;
- Based on the results of the receipt of nomination and candidacy applications for members of the Board of Supervisors for the 2025 – 2030 term.

The Board of Directors of Nam Kim Steel Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval of the nomination, candidacy, and election of members of the Board of Supervisors for the 2025 – 2030 term to replace members of the Board of Supervisors whose term has expired (05 years: 2020 – 2025). This process ensures compliance with legal regulations and the Company's Charter, with details as follows:

1. Number and structure of member of the Board of Supervisors for the 2025 – 2030 term:

- Number of members of the Board of Supervisors for the 2025 - 2030 term: 03 members.
- Term of members of the Board of Supervisors: 05 years (2025 – 2030).
- The structure and number of members of the Board of Supervisors shall comply with legal regulations and the Company's Charter.

2. List of candidates for election to the Board of Supervisors for the 2025 - 2030 term:

*(Based on the results of the receipt of nomination and candidacy applications for members of the Board of Supervisors, the Company will consolidate, review, and disclose information in accordance with regulations)*

We respectfully submit to the General Meeting of Shareholders for consideration and approval.

**OBO. THE BOARD OF DIRECTORS  
CHAIRMAN**

**HO MINH QUANG**

No.: 001/2025/NQ-DHDCD

Ho Chi Minh City, April 25, 2025

**DRAFT**

## **RESOLUTION**

### **ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025**

### **NAM KIM STEEL JOINT STOCK COMPANY**

- Pursuant to the current Law on Enterprises and related legal documents;
- Pursuant to the current Charter of organization and operation of Nam Kim Steel Joint Stock Company;
- Pursuant to the Reports and Proposals of the Board of Directors, the Board of Management, and the Board of Supervisors presented at the 2025 Annual General Meeting of Shareholders on April 25, 2025;
- Pursuant to the Minutes of Meeting No. 001/2025/BBH-DHDCD of the 2025 Annual General Meeting of Shareholders of Nam Kim Steel Joint Stock Company on April 25, 2025.

### **HEREBY RESOLVES:**

**Article 1: Approval of Report on the Board of Directors' performance in 2024 and the operational orientation for 2025**

**1. Results of the Board of Directors' performance in 2024**

No	Resolution of the GMS 2024	Results of implementation in 2024	Completion rate
1	Total production volume: 1,000,000 tons	Total production volume: 1,022,794 tons	102.3%
2	Total revenue: 21,000 billion VND	Total revenue: 20,707 billion VND	98.6%
3	Profit before tax: 420 billion VND	Profit before tax: 558 billion VND	132.8%

**2. Business orientation of the Board of Directors in 2025**

Total production volume : 1,050,000 tons  
Total revenue : 23,000 billion VND  
Profit before tax : 440 billion VND

**Article 2: Approval of Report of the Board of Management on business performance in 2024 and the business plan for 2025**

No	Indicator	Unit	Plan 2024	Performance 2024	Plan 2025
1	Total production volume	Tons	1,000,000	1,022,794	1,050,000
2	Total revenue	Billion VND	21,000	20,707	23,000
3	Profit before tax	Billion VND	420	558	440

**Article 3: Approval of Report on the Board of Supervisors' performance in 2024 and the operational plan for 2025**

**Article 4: Approval of Proposal No. 001/2025/TT-DHDCD for approval of the Audited Financial Statements 2024**

**Article 5: Approval of Proposal No. 002/2025/TT-DHDCD on fund appropriation and dividend payment for 2024, specifically:**

- Reserve Fund appropriation: : 2% of profit after tax
- Development Investment Fund appropriation : 3% of profit after tax
- Bonus and Welfare Fund appropriation : 5% of profit after tax
- Dividend payment for 2024: : No dividend payment
- The remaining profit after fund appropriation will be used to supplement the capital for the Company's business operations.

**Article 6: Approval of Proposal No. 003/2025/TT-DHDCD on profit and dividend payment plan for 2025, specifically:**

**1. Revenue and profit plan for 2025**

- Total revenue : 23,000 billion VND
- Profit before tax : 440 billion VND

**2. Profit distribution plan for 2025**

- Fund appropriation : The Board of Directors is authorized to determine the appropriate allocation ratio.
- Dividend payment for 2025 : The remaining profit after fund appropriation will be used to supplement the capital for the Company's business operations

**Article 7: Approval of Proposal No. 004/2025/TT-DHDCD on authorization for the Board of Directors to select an independent audit firm for the fiscal year 2025, specifically:**

Authorize the Board of Directors to select one of the following auditing companies:

- KPMG Company
- PwC Company
- Deloitte Vietnam Company Limited
- Ernst & Young Company

**Article 8: Approval of Proposal No. 005/2025/TT-DHDCD for approval of remuneration for the Board of Directors, Board of Supervisors, and Board of Management in 2025, specifically:**

- The total remuneration for the Board of Directors, Board of Supervisors, and Board of Management in 2025 shall be 2% of profit after tax, sourced from profit after tax.
- The Board of Directors is authorized to determine the specific remuneration rate for each member based on actual business performance.
- The Board of Directors is authorized to decide on operating expenses, total salaries, and specific remuneration rate for each member of the Board of Supervisors.



**Article 9: Approval of Proposal No. 006/2025/TT-DHDCD on the plan for issuing stocks under the Employee Stock Ownership Program, specifically:**

- A. Cancellation of the plan to issue stocks under the Employee Stock Option Program 2024 approved by the GMS in Article 9 of Resolution 001 due to the change in the implementation time of the plan and the number of outstanding voting stocks.
- B. Approval of the plan to issue stocks under the Employee Stock Option Program (“**ESOP 2025 Program**”) with the following contents:

**I. ESOP 2025 ISSUANCE PLAN:**

- 1. Issuer** : Nam Kim Steel Joint Stock Company (“Company”)
- 2. Stock name** : Stock of Nam Kim Steel Joint Stock Company  
(*Stock code: NKG*)
- 3. Stock type** : Common stock
- 4. Par value** : 10.000 VND/stock
- 5. Total number of stocks issued** : 447,570,881 stocks
- 6. Total number of outstanding stocks at the present time:** : 447,570,881 stocks
- 7. Total number of treasury stocks** : 0 stocks
- 8. Number of stocks expected to be issued** : Maximum 4,500,000 (*Four million and five hundred thousand*) stocks, equivalent to 1.0054% of the total number of outstanding stock at the present time.
- 9. Issue price** : 10,000 (*Ten thousand*) VND/stock, equivalent to the par value.
- 10. Total expected maximum issuance value** : 45,000,000,000 (*Forty-five billion*) dong.
- 11. Issuance subjects** :
  - Staff of Nam Kim Steel Joint Stock Company (excluding the Chairman of the Board of Directors and the General Director) and staff of subsidiaries (with 100% charter capital owned by Nam Kim Steel Joint Stock Company) according to the List approved by the Board of Directors.
  - The General Meeting of Shareholders authorizes the Board of Directors to issue the Regulations on issuance of stocks under the Employee Stock Option Program (“ESOP Regulations”) and determine the criteria and specific list of employees participating in the ESOP 2025 Program.
- 12. Principles for determining the number of stocks distributed to each subject** : The General Meeting of Shareholders authorizes the Board of Directors to decide on the principles for determining the number of stocks to be distributed to each subject.

- |   |  |
|---|--|
| <b>13. Purpose of issuance</b>  | : Linking the interests of staff with the Company.   |
| <b>14. Plan for using capital from the issuance</b>   | : All proceeds from the issuance will be used to supplement working capital serving the Company's business activities.   |
| <b>15. Transfer restriction</b>   | : 50% of the stocks are restricted from transfer within 01 year from the issuance completion date (according to the principle of rounding down to the nearest unit).<br>The remaining stocks are restricted from transfer for 02 years from the issuance completion date.  |
| <b>16. Implementation time</b>  | : - Expected to be implemented in 2025 and/or 2026, after receiving confirmation from the State Securities Commission of Vietnam (“SSC”) regarding the receipt of complete issuance documents.<br>- The General Meeting of Shareholders authorizes the Board of Directors to determine the implementation time.  |
| <b>17. Plan for handling stocks that employees do not pay to buy</b>  | : After the registration and payment period for stock purchases ends, if staff do not fully subscribe to the offered stocks, the General Meeting of Shareholders authorizes the Board of Directors to continue distributing the remaining stocks to the issuance subjects specified in Section I.11 above at a price not lower than 10,000 ( <i>ten thousand</i> ) dong per stock, ensuring full compliance with legal regulations |
| <b>18. Plan to ensure that the stock issuance meets the regulations on the maximum foreign ownership ratio at the Company</b> | : The General Meeting of Shareholders authorizes the Board of Directors to approve measures ensuring that the issuance complies with the Company's foreign ownership limit regulations in cases where stocks are issued to foreign employees.  |
| <b>19. Registration for depository and registration for additional stocks</b>   | : Approval for all stocks issued under the ESOP program to be additionally registered with the Vietnam Securities Depository and Clearing Corporation (“VSDC”) and listed on the Stock Exchange (“SE”) as prescribed.  |
| <b>20. Approvals related to changes in charter capital</b>  | : - Approval of the Company's charter capital increase based on the issuance results.<br>- Approval of amendments to the Company's charter capital in the Charter of Organization and Operation based on the issuance results.<br>- Approval of amendments to the Enterprise Registration Certificate reflecting the new charter capital based on the issuance results.  |

## II. APPROVAL OF AUTHORIZATION

To ensure the effective implementation of the ESOP 2025 Program, the General Meeting of Shareholders authorizes the Board of Directors to decide on all matters related to the issuance, based on its functions and duties, including but not limited to:

- Issuing the ESOP Regulations to implement the stock issuance plan under the ESOP 2025 Program;
- Approving the selection criteria for staff eligible to participate in the stock purchase, the list of participants, and the number of stocks to be purchased based on the criteria outlined in the ESOP Regulations;
- Approving measures to ensure that the issuance complies with the regulations on the maximum foreign ownership ratio at the Company;
- Carrying out the necessary procedures for registering the stock issuance with the State Securities Commission and providing explanations to the State Securities Commission if required;
- Signing contracts and relevant documents related to the stock issuance under the ESOP 2025 Program and handling stocks not fully purchased (if any);
- Completing the necessary procedures for enterprise registration and amending the Company's Charter in accordance with the new charter capital after the issuance.
- Carrying out the necessary procedures for additional securities registration and supplementary listing of all newly issued stocks with the Vietnam Securities Depository and Clearing Corporation and the Stock Exchange;
- Implementing the plan for utilizing the proceeds from the ESOP 2025 Program;
- Performing other tasks necessary to complete the assigned work related to the issuance of stocks under the ESOP 2025 Program;
- Depending on specific circumstances, the Board of Directors is authorized to the General Director to perform one or more of the specific tasks mentioned above.

**Article 10: Approval of Proposal No. 007/2025/TT-DHDCD on amendments to the Regulations on operations of the Company's Board of Directors**

**Article 11: Approval of Proposal No. 008/2025/TT-DHDCD on nomination, candidacy, and election of members of the Board of Directors for the 2025 – 2030 term, specifically:**

1. Number and structure of member of the Board of Directors for the 2025 – 2030 term:
  - Number of members of the Board of Directors for the 2025 - 2030 term: 05 members.
  - Term of members of the Board of Directors: 05 years (2025 – 2030).
  - The structure and number of members of the Board of Directors shall comply with legal regulations and the Company's Charter.
2. List of candidates for election to the Board of Directors for the 2025 - 2030 term:

*(Based on the results of the receipt of nomination and candidacy applications for members of the Board of Directors, the Company will consolidate, review, and disclose information in accordance with regulations)*

**Article 12: Approval of Proposal No. 009/2025/TT-DHDCD on nomination, candidacy, and election of members of the Board of Supervisors for the 2025 – 2030 term, specifically:**

1. Number and structure of member of the Board of Supervisors for the 2025 – 2030 term:

- Number of members of the Board of Supervisors for the 2025 - 2030 term: 03 members.
- Term of members of the Board of Supervisors: 05 years (2025 – 2030).
- The structure and number of members of the Board of Supervisors shall comply with legal regulations and the Company's Charter.

2. List of candidates for election to the Board of Supervisors for the 2025 - 2030 term:

*(Based on the results of the receipt of nomination and candidacy applications for members of the Board of Supervisors, the Company will consolidate, review, and disclose information in accordance with regulations)*

**Article 13: Approval of the election results of members of the Board of Directors and the Board of Supervisors for the 2025 - 2030 term, specifically:**

1. Results of the election of members of the Board of Directors for the 2025 – 2030 term
2. Results of the election of members of the Board of Supervisors for the 2025 – 2030 term

**Article 14:** Assign the Board of Directors to organize, implement, and carry out the contents approved at the General Meeting in accordance with the Company's Charter and current laws. The Board of Supervisors is responsible for inspecting and supervising the implementation of the contents approved by the Shareholders' General Meeting.

**Article 15:** The resolution approved by the Annual General Meeting of Shareholders in 2025 on April 25, 2025, has been made in 5 copies, each of equal value, and is published on the Company's website ([www.tonnamkim.com](http://www.tonnamkim.com)) for shareholders and investors to access information./.

**To:**

- Members of BOD, BOS;
- Shareholders of the Company;
- State Securities Commission;
- Ho Chi Minh Stock Exchange;
- Company Website;
- Archive: Office.

**OBO. THE GENERAL MEETING OF SHAREHOLDERS  
CHAIRMAN OF THE BOARD OF DIRECTORS**

**HO MINH QUANG**



## **NAM KIM STEEL JOINT STOCK COMPANY**

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**ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025**  
**NAM KIM STEEL JOINT STOCK COMPANY**

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**VOTING CARD**

**SHAREHOLDER CODE:**

Shareholder's full name:

Number of shares owned:

shares

Number of shares authorized:

shares

Total number of represented shares:

**shares**

**(Delegate raises ballot and votes on each voting content)**

ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025  
NAM KIM STEEL JOINT STOCK COMPANY

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## BOARD OF DIRECTORS ELECTION VOTE

**SHAREHOLDER CODE:**

Shareholder's full name:

Number of shares owned: \_\_\_\_\_ shares

Number of shares authorized: \_\_\_\_\_ shares

Total number of represented shares: \_\_\_\_\_ shares

**Total number of voting rights:** \_\_\_\_\_ **voting rights**

**I agree to elect members of the Board of Directors for the 2025-2030 term as follows:**

No.	Candidate's full name	Cumulative voting (for candidates)	Number of voting rights (for each candidate)
1		<input type="checkbox"/>	
2		<input type="checkbox"/>	
3		<input type="checkbox"/>	
4		<input type="checkbox"/>	
5		<input type="checkbox"/>	

**Instructions**

1. Shareholders may vote for up to the **maximum** number of candidates allowed. .
2. If voting cumulatively for a single candidate, mark the "**Cumulative Voting**" box for the chosen candidate.
3. If distributing voting rights unevenly among multiple candidates, indicate the number of voting rights in the "**Number of voting rights**" box for each respective candidate.

April 25, 2025  
**SHAREHOLDER**  
(Signature and full name)



ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025  
NAM KIM STEEL JOINT STOCK COMPANY

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## BOARD OF SUPERVISORS ELECTION VOTE

**SHAREHOLDER CODE:**

Shareholder's full name:

Number of shares owned: \_\_\_\_\_ shares

Number of shares authorized: \_\_\_\_\_ shares

Total number of represented shares: \_\_\_\_\_ shares

**Total number of voting rights:** \_\_\_\_\_ **voting rights**

**I agree to elect members of the Board of Supervisors for the 2025-2030 term as follows:**

No.	Candidate's full name	Cumulative voting (for candidates)	Number of voting rights (for each candidate)
1		<input type="checkbox"/>	
2		<input type="checkbox"/>	
3		<input type="checkbox"/>	
4		<input type="checkbox"/>	
5		<input type="checkbox"/>	

**Instructions**

- Shareholders may vote for up to the **maximum** number of candidates allowed. .
- If voting cumulatively for a single candidate, mark the "**Cumulative Voting**" box for the chosen candidate.
- If distributing voting rights unevenly among multiple candidates, indicate the number of voting rights in the "**Number of voting rights**" box for each respective candidate.

April 25, 2025  
**SHAREHOLDER**  
(Signature and full name)