

No.: 001/2025/BBH-DHDCD

Ho Chi Minh City, April 25, 2025

## **MINUTES**

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

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

#### **COMPANY INFORMATION:**

Company name: NAM KIM STEEL JOINT STOCK COMPANY

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

Enterprise registration number: 3700477019

#### **TIME, METHOD, AND VENUE OF THE GENERAL MEETING:**

Time: 08:00 AM, April 25, 2025.

Method: In-person meeting at Tan Son Nhat Hotel, Topaz Hall, No. 202 Hoang Van Thu Street, Ward 9, Phu Nhuan District, Ho Chi Minh City.

### **PART I: INTRODUCTION TO OPENING OF THE GENERAL MEETING**

#### **I. Adoption of the Working Regulations and Voting Rules at the General Meeting**

Regulations on the voting method at the General Meeting:

1. Shareholders or their authorized representatives shall cast their votes to *Approve*, *Disapprove*, or *Abstain* on matters put to vote at the General Meeting by *raising Votes*.
2. Voting shall be conducted by raising the GREEN Votes that were distributed to shareholders by the Organizing Committee for the contents submitted to the General Meeting for approval.
3. Each delegate attending and representing one or more voting rights shall be granted one (01) Vote.

*(Details of the Regulations are provided in the attached General Meeting Documents)*

The General Meeting voted and unanimously approved with a 100% approval rate.

#### **II. Report on shareholder eligibility verification**

1. Reporter: Mr. Le Nhat Tan – Member of the Company's Board of Supervisors.
2. Report content:
  - a. Total number of shareholders of the Company according to the list finalized on March 20, 2025, as provided by the Vietnam Securities Depository and Clearing Corporation: **42,156** shareholders.
  - b. Total number of currently outstanding shares: **447,570,881** shares, equivalent to **447,570,881** voting rights.

- c. Upon verification, 100% of the shareholders are eligible to attend the General Meeting in accordance with regulations.
- d. Number of Invalid attendees:
  - Shareholders attending in person and by authorized person: **393** shareholders, holding **224,480,706** shares.
  - Total number of shares present at the General Meeting: **224,480,706** shares.
  - Equivalent to: **50.16%** of the total number of voting shares.

Pursuant to the Law on Enterprises and the current Company's Charter, with a participation rate exceeding 50% of the total voting shares, the General Meeting has met the conditions to proceed according to regulations.

### **III. Introduction of the Presidium, Secretariat, Shareholders' Eligibility Verification Committee, and Vote Counting Committee**

#### **1. Presidium:**

- |                      |                                      |   |
|----------------------|--------------------------------------|---|
| - Mr. Ho Minh Quang  | - Chairman of the Board of Directors | - Chairperson                           |
| - Mr. Vo Hoang Vu    | - Member of the Board of Directors   | - Member<br>cum General Director        |
| - Mr. Nguyen Vinh An | - Member of the Board of Directors   | - Member<br>cum Deputy General Director |

#### **2. Secretariat:**

- |                         |         |          |
|-------------------------|---------|----------|
| - Ms. Phan Thi Yen Lieu | - Staff | - Head   |
| - Ms. Nguyen Thi Van    | - Staff | - Member |

#### **3. Shareholders' Eligibility Verification Committee:**

- |                    |                                      |          |
|--------------------|--------------------------------------|----------|
| - Mr. Le Nhat Tan  | - Member of the Board of Supervisors | - Head   |
| - Mr. Dang Van Hoa | - Member of the Board of Supervisors | - Member |

#### **4. Vote Counting Committee:**

- |                            |         |          |
|----------------------------|---------|----------|
| - Mr. Tran Minh Tien       | - Staff | - Head   |
| - Ms. Nguyen Ngoc Bao Chau | - Staff | - Member |
| - Ms. Truong Thi Hai Yen   | - Staff | - Member |

The General Meeting voted and unanimously approved the list of the Presidium, the Secretariat, the Shareholder's Eligibility Verification Committee, and the Vote Counting Committee with a 100% approval rate.

### **IV. Adoption of the General Meeting 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 Company's Charter, Internal Regulations on Corporate Governance and 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.

The General Meeting voted and unanimously approved the agenda with a 100% approval rate.

## **PART II: CONTENT OF THE GENERAL MEETING**

The General Meeting listened to the presentation of the following reports and proposals:

1. **Report on the Board of Directors' performance in 2024 and the operational orientation for 2025**  
Presenter: Mr. Pham Thanh Tu – Host of the General Meeting
2. **Report of the Board of Management on business performance in 2024 and the business plan for 2025**  
Presenter: Mr. Pham Thanh Tu – Host of the General Meeting
3. **Report on the Board of Supervisors' performance in 2024 and the operational plan for 2025**  
Presenter: Mr. Dang Van Hoa – Member of the Board of Supervisors
4. **Proposal No. 001/2025/TT-DHDCD for approval of the Audited Financial Statements 2024**  
Presenter: Ms. Nguyen Thi Yen – Host of the General Meeting
5. **Proposal No. 002/2025/TT-DHDCD on fund appropriation and dividend payment for 2024**  
Presenter: Ms. Nguyen Thi Yen – Host of the General Meeting
6. **Proposal No. 003/2025/TT-DHDCD on profit and dividend payment plan for 2025**  
Presenter: Ms. Nguyen Thi Yen – Host of the General Meeting
7. **Proposal No. 004/2025/TT-DHDCD on authorization for the Board of Directors to select an independent audit firm for the fiscal year 2025**  
Presenter: Ms. Nguyen Thi Yen – Host of the General Meeting
8. **Proposal No. 005/2025/TT-DHDCD for approval of remuneration for the Board of Directors, Board of Supervisors, and Board of Management in 2025;**  
Presenter: Ms. Nguyen Thi Yen – Host of the General Meeting

**9. Proposal No. 006/2025/TT-DHDCD on the plan for issuing stocks under the Employee Stock Ownership Program**

Presenter: Ms. Nguyen Thi Yen – Host of the General Meeting

**10. Proposal No. 007/2025/TT-DHDCD on amendments to the Company's Charter, Internal Regulations on Corporate Governance and Regulations on operations of the Company's Board of Directors**

Presenter: Ms. Nguyen Thi Yen – Host of the General Meeting

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

Presenter: Ms. Nguyen Thi Yen – Host of the General Meeting

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

Presenter: Ms. Nguyen Thi Yen – Host of the General Meeting

### **PART III: DISCUSSION**

Delegates attending the General Meeting raised several questions directly, and the Presidium provided responses.

### **PART IV: VOTING BY SHAREHOLDERS**

Voting results at the Annual General Meeting of Shareholders 2025 are as follows:

**Content 1. 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

**Voting results:**

- Approve : 224,480,706 shares, accounting for 100% of the total voting shares.
- Disapprove : 0 shares, accounting for 0% of the total voting shares.
- Abstain : 0 shares, accounting for 0% of the total voting shares.
- Invalid : 0 shares, accounting for 0% of the total voting shares.



**Content 2. 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	Revenue	Billion VND	21,000	20,707	23,000
3	Profit before tax	Billion VND	420	558	440

**Voting results:**

- Approve : 224,480,706 shares, accounting for 100% of the total voting shares.
- Disapprove : 0 shares, accounting for 0% of the total voting shares.
- Abstain : 0 shares, accounting for 0% of the total voting shares.
- Invalid : 0 shares, accounting for 0% of the total voting shares.

**Content 3. Report on the Board of Supervisors' performance in 2024 and the operational plan for 2025**

**Voting results:**

- Approve : 224,480,706 shares, accounting for 100% of the total voting shares.
- Disapprove : 0 shares, accounting for 0% of the total voting shares.
- Abstain : 0 shares, accounting for 0% of the total voting shares.
- Invalid : 0 shares, accounting for 0% of the total voting shares.

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

**Voting results:**

- Approve : 224,480,706 shares, accounting for 100% of the total voting shares.
- Disapprove : 0 shares, accounting for 0% of the total voting shares.
- Abstain : 0 shares, accounting for 0% of the total voting shares.
- Invalid : 0 shares, accounting for 0% of the total voting shares.

**Content 5. 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.

**Voting results:**

- Approve : 224,480,706 shares, accounting for 100% of the total voting shares.
- Disapprove : 0 shares, accounting for 0% of the total voting shares.
- Abstain : 0 shares, accounting for 0% of the total voting shares.
- Invalid : 0 shares, accounting for 0% of the total voting shares.

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

- Revenue and profit plan for 2025:
  - Total revenue : 23,000 billion VND
  - Profit before tax : 440 billion VND
- 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.

**Voting results:**

- Approve : 224,480,706 shares, accounting for 100% of the total voting shares.
- Disapprove : 0 shares, accounting for 0% of the total voting shares.
- Abstain : 0 shares, accounting for 0% of the total voting shares.
- Invalid : 0 shares, accounting for 0% of the total voting shares.

**Content 7. 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:**

The Board of Directors is authorized to select one of the following auditing firms:

- KPMG Limited
- PwC (Vietnam) Limited
- Deloitte Vietnam Audit Company Limited
- Ernst & Young Viet Nam Limited

**Voting results:**

- Approve : 222,365,062 shares, accounting for 99.06% of the total voting shares.
- Disapprove : 0 shares, accounting for 0% of the total voting shares.
- Abstain : 2,115,644 shares, accounting for 0.94% of the total voting shares.
- Invalid : 0 shares, accounting for 0% of the total voting shares.



**Content 8. 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.

**Voting results:**

- Approve : 224,480,706 shares, accounting for 100% of the total voting shares.
- Disapprove : 0 shares, accounting for 0% of the total voting shares.
- Abstain : 0 shares, accounting for 0% of the total voting shares.
- Invalid : 0 shares, accounting for 0% of the total voting shares.

**Content 9. 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 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.
- 12. Criteria for staff eligible for stock allocation** : Leaders, Administrators, Executives, Managers, and Employees with outstanding achievements of Nam Kim Steel Joint Stock Company and subsidiaries with 100% charter capital owned by Nam Kim Steel Joint Stock Company shall be eligible based on 04 criteria:
- (1) Rank and position held;
  - (2) Work performance;
  - (3) Length of service;
  - (4) Potential future contribution.
- 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 based on the standards approved by the General Meeting of Shareholders.
- 13. 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.
- 14. Purpose of issuance** : Linking the interests of staff with the Company.
- 15. Plan for using capital from the issuance** : All proceeds from the issuance will be used to supplement working capital serving the Company's business activities.
- 16. Transfer restriction** : 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).
- The remaining stocks are restricted from transfer for 02 years from the issuance completion date.



- |   |  |
|---|--|
| <b>17. 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><br>- The General Meeting of Shareholders authorizes the Board of Directors to determine the implementation time.  |
| <b>18. 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>19. 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>20. 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>21. Approvals related to changes in charter capital</b>  | : - Approval of the Company's charter capital increase based on the issuance results.<br><br>- Approval of amendments to the Company's charter capital in the Charter of Organization and Operation based on the issuance results.<br><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 VSDC and SE;
- 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.

**Voting results:**

- Approve : 222,053,953 shares, accounting for 98.92% of the total voting shares.
- Disapprove : 2,426,753 shares, accounting for 1.08% of the total voting shares.
- Abstain : 0 shares, accounting for 0% of the total voting shares.
- Invalid : 0 shares, accounting for 0% of the total voting shares.

**Content 10. Proposal No. 007/2025/TT-DHDCD on amendments to the Company's Charter, Internal Regulations on Corporate Governance and Regulations on operations of the Company's Board of Directors****Voting results:**

- Approve : 224,480,706 shares, accounting for 100% of the total voting shares.
- Disapprove : 0 shares, accounting for 0% of the total voting shares.
- Abstain : 0 shares, accounting for 0% of the total voting shares.
- Invalid : 0 shares, accounting for 0% of the total voting shares.

**Content 11. 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:

- Mr. Ho Minh Quang
- Mr. Vo Hoang Vu
- Mr. Nguyen Vinh An
- Mr. Nguyen Trung Tin
- Mr. Vo Thoi

**Voting results:**

- Approve : 224,480,706 shares, accounting for 100% of the total voting shares.
- Disapprove : 0 shares, accounting for 0% of the total voting shares.
- Abstain : 0 shares, accounting for 0% of the total voting shares.
- Invalid : 0 shares, accounting for 0% of the total voting shares.

**Content 12. 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 members 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 (from 2025 - 2030).
  - Structure and number of members of the Board of Supervisors ensure compliance with the provisions of law and the Company's Charter.
2. List of candidates for election of members of the Board of Supervisors for the 2025 - 2030 term includes:
  - Mr. Dang Van Hoa
  - Mr. Le Nhat Tan
  - Ms. Tran Thi Tuyet Mai

**Voting results:**

- Approve : 224,480,706 shares, accounting for 100% of the total voting shares.
- Disapprove : 0 shares, accounting for 0% of the total voting shares.
- Abstain : 0 shares, accounting for 0% of the total voting shares.
- Invalid : 0 shares, accounting for 0% of the total voting shares.

**PART V: ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS AND  
THE BOARD OF SUPERVISORS FOR THE 2025 - 2030 TERM**

1. The Congress voted and unanimously approved the Regulations on nomination, candidacy and election of members of the Board of Directors and the Board of Supervisors according to the attached General Meeting Documents with a 100% approval rate.
2. The General Meeting proceeded with the election.

**PART VI: BREAK SESSION**

The attending shareholders took a break.

## PART VII: ELECTION RESULTS REPORT

### Election results for members of the Board of Directors for the 2025–2030 term:

- Election method: cumulative voting by direct secret ballot.
- Number of election vote issued for the election of members of the Board of Directors: 139 election vote.
- Number of election vote collected for the election of members of the Board of Directors: 125 election vote. Of which:
  - Number of valid election vote: 112 election vote, corresponding to 1,039,498,325 voting rights;
  - Number of invalid election vote: 13 election vote, corresponding to 13,516,505 voting rights;
- Election results for members of the Board of Directors are as follows:

No.	Full name	Number of voting rights	Results
1	Mr. Vo Hoang Vu	236,872,320	Elected
2	Mr. Ho Minh Quang	204,788,985	Elected
3	Mr. Nguyen Vinh An	199,905,787	Elected
4	Mr. Nguyen Trung Tin	199,441,683	Elected
5	Mr. Vo Thoi	198,489,550	Elected

### Election results for members of the Board of Directors for the 2025 - 2030 term:

- Election method: cumulative voting by direct secret ballot.
- Number of election vote issued for the election of members of the Board of Supervisors: 139 election vote.
- Number of election vote collected for the election of members of the Board of Supervisors: 125 election vote. Of which:
  - Number of valid election vote: 113 election vote, corresponding to 623,714,499 voting rights;
  - Number of invalid election vote: 12 election vote, corresponding to 8,094,399 voting rights;
- Election results for members of the Board of Supervisors are as follows:

No.	Full name	Number of voting rights	Results
1	Mr. Dang Van Hoa	223,612,102	Elected
2	Mr. Le Nhat Tan	201,009,163	Elected
3	Ms. Tran Thi Tuyet Mai	199,093,234	Elected

## PART VIII: MEETING OF THE MEMBERS OF THE BOARD OF DIRECTORS AND BOARD OF SUPERVISORS FOR THE 2025 – 2030 TERM TO ELECT THE CHAIRMAN OF THE BOARD OF DIRECTORS AND HEAD OF THE BOARD OF SUPERVISORS

### Election result for Chairman of the Board of Directors for the 2025 - 2030 term:

Mr. Ho Minh Quang was elected as Chairman of the Board of Directors of Nam Kim Steel Joint Stock Company for the 2025 - 2030 term.



**Election result for Head of the Board of Supervisors for the 2025 - 2030 term:**

Mr. Dang Van Hoa was elected as Head of the Board of Supervisors of Nam Kim Steel Joint Stock Company for the 2025–2030 term.

**PART IX: APPROVAL OF THE MINUTES OF THE MEETING**

Presenter: Phan Thi Yen Lieu - Head of the Secretariat.

The General Meeting voted and unanimously approved the full text of the Minutes of the Annual General Meeting of Shareholders 2025 with 100% approval votes.

This Minutes was prepared in 05 originals of equal legal value.

The General Meeting was adjourned at 12 hours 10 minutes on the same day.

**ON BEHALF OF THE SECRETARIAT  
HEAD OF THE SECRETARIAT**



**PHAN THI YEN LIEU**

**ON BEHALF OF THE PRESIDUM  
CHAIRPERSON**



**HO MINH QUANG**

No.: 001/2025/NQ-DHDCD

Ho Chi Minh City, April 25, 2025

**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 Annual General Meeting of Shareholders 2025 on April 25, 2025;
- Pursuant to the Minutes of Meeting No. 001/2025/BBH-DHDCD of the Annual General Meeting of Shareholders 2025 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 Limited
- PwC (Vietnam) Limited
- Deloitte Vietnam Audit Company Limited
- Ernst & Young Viet Nam Limited

**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 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.
- 12. **Criteria for staff eligible for stock allocation** : Leaders, Administrators, Executives, Managers, and Employees with outstanding achievements of Nam Kim Steel Joint Stock Company and subsidiaries with 100% charter capital owned by Nam Kim Steel Joint Stock Company shall be eligible based on 04 criteria:



- (1) Rank and position held;
- (2) Work performance;
- (3) Length of service;
- (4) Potential future contribution.

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 based on the standards approved by the General Meeting of Shareholders.

- |   |   |
|---|---|
| <b>13. Principles for determining the number of stocks distributed to each subject</b>  | <b>:</b> 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>14. Purpose of issuance</b>  | <b>:</b> Linking the interests of staff with the Company.   |
| <b>15. Plan for using capital from the issuance</b>   | <b>:</b> All proceeds from the issuance will be used to supplement working capital serving the Company's business activities.   |
| <b>16. Transfer restriction</b>   | <b>:</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><br>The remaining stocks are restricted from transfer for 02 years from the issuance completion date.  |
| <b>17. Implementation time</b>  | <b>:</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><br>- The General Meeting of Shareholders authorizes the Board of Directors to determine the implementation time.  |
| <b>18. Plan for handling stocks that employees do not pay to buy</b>  | <b>:</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>19. Plan to ensure that the stock issuance meets the regulations on the maximum foreign ownership ratio at the Company</b> | <b>:</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.  |

- 20. Registration for depository and registration for additional stocks** : 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.
- 21. 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.



**Article 10. Approval of Proposal No. 007/2025/TT-DHDCD on amendments to the Company's Charter, Internal Regulations on Corporate Governance and 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:
  - Mr. Ho Minh Quang
  - Mr. Vo Hoang Vu
  - Mr. Nguyen Vinh An
  - Mr. Nguyen Trung Tin
  - Mr. Vo Thoi

**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:
  - Mr. Dang Van Hoa
  - Mr. Le Nhat Tan
  - Ms. Tran Thi Tuyet Mai

**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  
Number of members of the Board of Directors for the 2025 - 2030 term: 05 members, including:

• Mr. Ho Minh Quang	- Chairman of the Board of Directors
• Mr. Vo Hoang Vu	- Members of the Board of Directors
• Mr. Nguyen Vinh An	- Members of the Board of Directors
• Mr. Nguyen Trung Tin	- Members of the Board of Directors
• Mr. Vo Thoi	- Members of the Board of Directors

2. Results of the election of members 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, including:

- |                          |                                       |
|--------------------------|---------------------------------------|
| • Mr. Dang Van Hoa       | - Head of the Board of Supervisors    |
| • Mr. Le Nhat Tan        | - Members of the Board of Supervisors |
| • Ms. Tran Thi Tuyet Mai | - Members of the Board of Supervisors |

**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./.

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

**To:**

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



**HO MINH QUANG**





**SOCIALIST REPUBLIC OF VIETNAM**

**Independence - Freedom - Happiness**

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# **CHARTER**

**NAM KIM STEEL JOINT STOCK COMPANY**

**(25<sup>th</sup> amendment)**



Binh Duong, April 25, 2025

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## INTRODUCTION

This Charter is adopted in accordance with the Resolution of the Annual General Meeting of Shareholders No. 001/2025/NQ-DHDCD dated April 25, 2025 of Nam Kim Steel Joint Stock Company.

This Charter replaces the Company's Charter issued on March 17, 2025 and all Charters of Nam Kim Steel Joint Stock Company adopted at previous General Meetings of Shareholders.



## **I. DEFINITIONS OF TERMS IN THE CHARTER**

### **Article 1. Interpretation of terms**

1. In this Charter, the following terms shall be construed as follows:

- Company: means Nam Kim Steel Joint Stock Company;
  - Charter capital: means the total par value of shares sold or registered for subscription at the time of establishment of the joint stock company and as prescribed in Article 6 of this Charter;
  - Voting capital: means the share capital entitling the holder to vote on matters within the authority of the General Meeting of Shareholders;
  - Law on Enterprises: means Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
  - Law on Securities: means Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
  - Vietnam: means the Socialist Republic of Vietnam;
  - Date of establishment: means the date on which the Company was first issued the Enterprise Registration Certificate (or Business Registration Certificate or equivalent documents);
  - Enterprise executives: mean the General Director, Deputy General Directors, Chief Accountant, and other executives as prescribed in the Company's Charter;
  - Enterprise managers: mean the company managers, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and individuals holding other managerial positions as defined in the Company's Charter;
  - Related persons: means individuals or organizations defined in Clause 46, Article 4 of the Law on Securities;
  - Shareholder: means an individual or organization owning at least one share of the joint stock company;
  - Founding shareholder: means a shareholder who owns at least one ordinary share and has signed the list of founding shareholders of the joint stock company;
  - Major shareholder: means a shareholder defined in Clause 18, Article 4 of the Law on Securities;
  - Operational term: means the operational duration of the Company as stipulated in Article 2 of this Charter and any extensions (if any) approved by the General Meeting of Shareholders;
  - Stock Exchange: means the Vietnam Stock Exchange and its subsidiaries.
2. In this Charter, references to one or more provisions or documents shall include any amendments, supplements, or replacements thereof.
3. The headings (Sections, Articles of this Charter) are used for ease of reference only and shall not affect the interpretation of the content of this Charter.

## **II. NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATIONAL TERM, AND LEGAL REPRESENTATIVE OF THE COMPANY**

### **Article 2. Name, form, head office, branches, representative offices, business locations and operational term of the Company**

1. Company name:

- Company name in Vietnamese : **CÔNG TY CỔ PHẦN THÉP NAM KIM**
- Company name in English : **NAM KIM STEEL JOINT STOCK COMPANY**
- Abbreviated Company name : **NAKISCO**

2. The Company is a joint stock company with legal entity status in accordance with the current laws of Vietnam.

3. Registered head office of the Company:

- Head office address : **Lot A1, D2 Street, Dong An 2 Industrial Park, Hoa Phu Ward, Thu Dau Mot City, Binh Duong Province.**
- Tel : **0274 3748 848**
- Fax : **0274 3748 868**
- Email : **info@namkingroup.vn**
- Website : **www.tonnamkim.com**

4. The Company may establish branches and representative offices in business locations to carry out its operational objectives, subject to decisions of the Board of Directors and within the scope permitted by law.

5. Unless the operation is terminated earlier as specified in Clause 2, Article 53 or is extended according to the provisions of Article 54 of this Charter, the operational term of the Company is indefinite.

### **Article 3. Legal representative of the Company**

The Company has 01 legal representative who is the General Director of the Company.

## **III. OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS OF THE COMPANY**

### **Article 4. Operational objectives of the Company**

1. Business lines of the Company:

- a. Manufacturing of other metal products not elsewhere classified. Details: Manufacturing various types of steel sheets: zinc-coated steel sheet, aluminum-zinc alloy coated steel sheet (cold-rolled steel sheet), pre-painted aluminum-zinc alloy coated steel sheet, and pre-painted zinc-coated steel sheet.
- b. Manufacturing of iron, steel, and cast iron. Details: Manufacturing steel pipes, box steel, shaped steel, and other steel products including rolled steel, cold-rolled steel, galvanized steel, black steel strips, and galvanized steel strips.
- c. Wholesale of metals and metal ores. Details: Wholesale of various types of iron and steel.
- d. Mechanical processing, metal treatment and coating (excluding metal processing and coating activities conducted at the head office).



- e. Other specialized wholesale not elsewhere classified. Details: Trading scrap materials (excluding storing, sorting, treating, or recycling at the head office).

If necessary, the Board of Directors may propose the General Meeting of Shareholders to decide on expanding or narrowing the Company's business lines in accordance with this Charter and applicable laws.

2. The Company's operational objective is to operate in business lines permitted under its Business Registration Certificate and by law, aiming to maximize profit, develop production and business activities, bring optimal benefits to shareholders, contribute to the State budget through taxes from production and business activities, and provide jobs and income to employees.

#### **Article 5. Scope of business and operations of the Company**

The Company is allowed to conduct business activities in the business lines specified in this Charter that have been registered, with any changes duly notified to the business registration authority and disclosed on the National Business Registration Portal.

### **IV. CHARTER CAPITAL, SHARES, AND FOUNDING SHAREHOLDERS**

#### **Article 6. Charter capital, shares, and founding shareholders**

1. The Company's charter capital is 4,475,708,810,000 VND (*In words: Four thousand four hundred and seventy-five billion seven hundred and eight million eight hundred and ten thousand dong*).

The total charter capital of the Company is divided into 447,570,881 shares with a par value of 10,000 VND/share.

2. The Company may change its charter capital upon approval by the General Meeting of Shareholders and in accordance with the provisions of law.
3. As of the date of adoption of this Charter, all issued shares of the Company are ordinary shares. Rights and obligations of shareholders holding each class of share are specified in Articles 11 and 12 of this Charter.
4. The Company may issue other classes of preferred shares upon approval by the General Meeting of Shareholders and in accordance with the provisions of law.
5. Ordinary shares must be preferentially offered to existing shareholders in proportion to their ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. Shares not subscribed for by shareholders will be disposed of at the discretion of the Board of Directors. The Board of Directors may allocate these shares to shareholders and other persons under conditions not more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.
6. The Company may repurchase up to 30% of the total number of ordinary shares it has issued, and may repurchase part or all of its issued dividend-preferred or redeemable preferred shares, in accordance with the methods provided in this Charter and current laws. Treasury shares and the repurchase of shares of the Company shall comply with the provisions of law.
7. The Company may issue other types of securities in accordance with the provisions of law.



**Article 7. Stock certificates**

1. Shareholders of the Company shall be issued stock certificates corresponding to the number and class of shares they own.
2. Stock is a type of security that certifies the lawful rights and interests of the holder in a portion of the charter capital of the issuing organization. A stock must include all contents as prescribed in Clause 1, Article 121 of the Law on Enterprises.

**Article 8. Other securities certificates**

Bond certificates or other securities certificates issued by the Company shall bear the signature of the legal representative and the Company's seal.

**Article 9. Transfer of shares**

1. All shares are freely transferable unless otherwise provided in this Charter and by law. Listed shares and shares registered for trading on the Stock Exchange shall be transferred in accordance with the provisions of the laws on securities and the securities market.
2. Shares that have not been fully paid up are not transferable and are not entitled to related rights such as the right to receive dividends, the right to receive shares issued to increase share capital from owner's equity, the right to purchase newly issued shares, and other rights as prescribed by law.

**V. ORGANIZATIONAL STRUCTURE FOR MANAGEMENT AND SUPERVISION****Article 10. Organizational structure for management and supervision**

The organizational structure for management and supervision of the Company includes:

1. General Meeting of Shareholders
2. Board of Directors
3. Board of Supervisors
4. General Director

**VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS****Article 11. Rights of Shareholders**

1. Ordinary shareholders shall have the following rights:
  - a. Attend and speak at the General Meeting of Shareholders and exercise the right to vote directly or through an authorized representative or in another form as prescribed in the Company's Charter and the law. Each ordinary share carries one vote;
  - b. Receive dividends at the rate determined by the General Meeting of Shareholders;
  - c. Have preemptive rights to purchase newly issued shares corresponding to their ownership ratio of ordinary shares in the Company;
  - d. Freely transfer their shares to others, except as provided in Clause 3, Article 120 and Clause 1, Article 127 of the Law on Enterprises and other relevant legal provisions;
  - e. Review, access, and extract information regarding names and contact addresses in the list of shareholders with voting rights; and request correction of inaccurate information;
  - f. Review, access, extract, or copy the Company's Charter, minutes of the General Meeting of Shareholders, and its resolutions;



- g. Upon dissolution or bankruptcy of the Company, receive a portion of remaining assets in proportion to their shareholding in the Company;
  - h. Request the Company to repurchase their shares in cases specified in Article 132 of the Law on Enterprises;
  - i. Be treated equally. Each share of the same class shall grant shareholders equal rights, obligations, and benefits. In case the Company has different classes of preferred shares, the rights and obligations associated with such preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
  - j. Access sufficient periodic and ad hoc information disclosed by the Company as required by law;
  - k. Be protected in terms of their lawful rights and interests; request suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Law on Enterprises;
  - l. Other rights as provided by law and this Charter.
2. A shareholder or group of shareholders holding at least 5% of the total ordinary shares shall have the following rights:
- a. Request the Board of Directors to convene the General Meeting of Shareholders under the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;
  - b. Review, access, and extract minutes and resolutions/decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts, transactions requiring approval from the Board of Directors, and other documents, except for those related to the Company's trade secrets or business secrets;
  - c. Request the Board of Supervisors to examine specific issues relating to the management and operation of the Company when deemed necessary. Such request must be in writing and include the following contents: full name, contact address, nationality, legal document number for individual shareholders; name, enterprise registration number or legal document number, and head office address for institutional shareholders; number of shares and time of share registration of each shareholder; total number of shares of the group and percentage ownership in the total number of shares of the Company; the issue to be examined and the purpose of the examination;
  - d. Propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and submitted to the Company no later than 3 working days before the opening date. It must clearly state the shareholder's name, the number and classes of shares held, and the proposed issues to be included in the meeting agenda;
  - e. Other rights as prescribed by law and this Charter.
3. A shareholder or group of shareholders holding at least 10% of total ordinary shares shall have the right to nominate candidates for the Board of Directors and Board of Supervisors. The nomination shall be carried out as follows:
- a. Ordinary shareholders forming a group to nominate candidates for the Board of Directors and the Board of Supervisors must inform other shareholders attending the General Meeting of Shareholders about the group meeting before the opening of the General Meeting of Shareholders;



- b. Based on the number of members of the Board of Directors and Board of Supervisors, the shareholder or group of shareholders specified in this clause shall have the right to nominate one or more candidates as decided by the General Meeting of Shareholders. If the number of nominated candidates 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, the Board of Supervisors, and other shareholders.

## **Article 12. Obligations of Shareholders**

Ordinary shareholders have the following obligations:

1. Pay in full and on time the number of shares committed to be subscribed.
2. Do not withdraw the capital contributed by ordinary shares from the Company in any form, unless the shares are repurchased by the Company or another party. In case a shareholder withdraws part or all of the contributed share capital in violation of this provision, such shareholder and related parties with interests in the Company shall be jointly liable for the Company's debts and other property obligations to the extent of the value of the withdrawn shares and any resulting damages
3. Comply with the Company's Charter and Internal Management Regulations.
4. Abide by the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. Keep confidential the information provided by the Company in accordance with the Charter and laws; such information must only be used to exercise and protect the shareholder's lawful rights and interests. It is strictly prohibited to disseminate, copy, or send such information to any organization or individual.
6. Attend the General Meeting of Shareholders and exercise the right to vote through the following methods:
  - a. Attend and vote directly at the meeting;
  - b. Authorize another individual or organization to attend and vote at the meeting;
  - c. Attend and vote via online conference, electronic voting or other electronic forms;
  - d. Send votes to the meeting via mail, fax, or email.
7. Bear personal liability when acting on behalf of the Company in any of the following acts:
  - a. Violating the law;
  - b. Conducting business and other transactions for self-interest or for the benefit of another organization or individual;
  - c. Making payments for debts not yet due in the face of financial risks to the Company;
  - d. Fulfill other obligations in accordance with applicable laws.

## **Article 13. General Meeting of Shareholders**

1. The General Meeting of Shareholders includes all shareholders with voting rights and is the highest decision-making body of the Company. The annual General Meeting of Shareholders



shall be held once a year within four (04) months from the end of the fiscal year. The Board of Directors may extend the time for holding the annual General Meeting of Shareholders if necessary, but not exceeding six (06) months from the end of the fiscal year. Apart from the annual meeting, the General Meeting of Shareholders may be held on an extraordinary basis. The meeting venue is determined as the location where the chairperson is present and must be within the territory of Vietnam.

2. The Board of Directors shall convene the annual General Meeting of Shareholders and select a suitable venue. The annual General Meeting of Shareholders shall decide on matters prescribed by law and the Company's Charter, especially the approval of the audited annual financial statements. If the Audit Report on the Company's annual financial statements contains material exceptions, contrary audit opinions or rejections, the Company must invite a representative of the approved auditing organization to audit the Company's financial statements to attend the annual General Meeting of Shareholders and such representative is responsible for attending the Annual General Meeting of Shareholders of the Company.
3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:
  - a. When deemed necessary in the interest of the Company;
  - b. The number of remaining members of the Board of Directors or the Board of Supervisors is less than the minimum number of members as prescribed 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, the request to convene a General Meeting of Shareholders must be made in writing, stating the reasons and purposes of the meeting, and bearing the signatures of all relevant shareholders or must be made in multiple copies and include sufficient signatures of the relevant shareholders;
  - d. At the request of the Board of Supervisors;
  - e. Other cases as prescribed by law and this Charter.
4. Convening of an extraordinary General Meeting of Shareholders:
  - a. The Board of Directors must convene the General Meeting of Shareholders within 30 days from the date the number of members of the Board of Directors, independent members of the Board of Directors, or members of the Board of Supervisors falls below the statutory minimum as stipulated at Point b, Clause 3 of this Article, or upon receiving the request as stated at Points c and d, Clause 3 of this Article;
  - b. If the Board of Directors fails to convene the General Meeting of Shareholders as stipulated at Point a, Clause 4 of this Article, within the next 30 days, the Board of Supervisors shall convene the General Meeting of Shareholders in place of the Board of Directors as stipulated in Clause 3, Article 140 of the Law on Enterprises;
  - c. If the Board of Supervisors fails to convene the General Meeting of Shareholders as stipulated at Point b, Clause 4 of this Article, the shareholder or group of shareholders defined at Point c, Clause 3 of this Article shall have the right to request the legal representative of the Company to convene the General Meeting of Shareholders in accordance with the Law on Enterprises;



In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the order and procedures for convening, conducting the meeting and making decisions of the General Meeting of Shareholders. All costs for convening and holding the General Meeting of Shareholders shall be borne by the Company. These costs do not include expenses incurred by shareholders attending the meeting, including accommodation and travel expenses.

- d. The procedures for organizing the General Meeting of Shareholders shall comply with Clause 5, Article 140 of the Law on Enterprises.

#### **Article 14. Rights and obligations of the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall have the following rights and obligations:
  - a. Approve the development orientation of the Company;
  - b. Decide on the classes of shares and the total number of shares of each class to be offered for sale; decide the annual dividend rate for each class of share;
  - c. Elect, dismiss, or remove members of the Board of Directors and members of the Board of Supervisors;
  - d. Decide on investment in or sale of assets valued at 50% or more of the total asset value recorded in the latest financial statements of the Company;
  - e. Decide to amend and supplement the Company's Charter;
  - f. Approve the annual financial statements;
  - g. Decide on the repurchase of more than 10% of the total number of shares sold of each class;
  - h. Review and address violations committed by members of the Board of Directors or the Board of Supervisors that cause damage to the Company and its shareholders;
  - i. Decide on the reorganization or dissolution of the Company;
  - j. Determine the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
  - k. Approve the internal governance regulations; Regulations of operations of the Board of Directors and the Board of Supervisors;
  - l. Approve the list of approved auditing firms; designate an approved auditing firm to inspect the Company's operations; or dismiss approved auditors when deemed necessary;
  - m. Other rights and obligations as prescribed by law and this Charter.
2. The General Meeting of Shareholders shall discuss and approve the following matters:
  - a. The Company's annual business plan;
  - b. The audited annual financial statements;
  - c. The report of the Board of Directors on corporate governance and the performance of the Board of Directors and each of its members;
  - d. The report of the Board of Supervisors on the business performance of the Company, the performance of the Board of Directors, and the General Director;



- e. The self-assessment report on the performance of the Board of Supervisors and its members;
  - f. The dividend rate for each class of share;
  - g. The number of members of the Board of Directors and the Board of Supervisors;
  - h. Election, dismissal, or removal of members of the Board of Directors and the Board of Supervisors;
  - i. Determination of the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
  - j. Approval of the list of approved auditing firms and decision on the auditing firm to review the Company's operations when deemed necessary;
  - k. Amendment and supplementation of the Company's Charter;
  - l. Determination of the classes and quantity of newly issued shares of each class and the transfer of shares by founding shareholders within the first three years from the date of establishment;
  - m. Division, separation, consolidation, merger, or conversion of the Company;
  - n. Reorganization and dissolution (liquidation) of the Company and appointment of the liquidator(s);
  - o. Decision on investment in or sale of assets valued at 50% or more of the total asset value recorded in the latest financial statements of the Company;
  - p. Decision on the repurchase of more than 10% of the total number of shares sold of each class;
  - q. Approval of contracts and transactions with related parties as stipulated in Clause 1, Article 167 of the Law on Enterprises, with a value equal to or greater than 35% of the total asset value recorded in the Company's latest financial statements;
  - r. Approval of transactions stipulated in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 by the Government detailing the implementation of certain articles of the Law on Securities;
  - s. Approval of internal regulations on corporate governance, regulations on the operation of the Board of Directors, and regulations on the operation of the Board of Supervisors;
  - t. Other matters as prescribed by law and this Charter.
3. All resolutions and issues included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

#### **Article 15. Authorization to attend the General Meeting of Shareholders**

- 1. Shareholders or authorized representatives of institutional shareholders may attend the meeting in person or authorize one or more individuals or organizations to attend the meeting on their behalf, or participate in the meeting via one of the methods stipulated in Clause 3, Article 144 of the Law on Enterprises.
- 2. The authorization for an individual or organization to attend the General Meeting of Shareholders under Clause 1 of this Article must be made in writing. The power of attorney shall be prepared in accordance with the provisions of civil law and must clearly state the



name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the scope and content of authorization, the term of authorization, and bear the signatures of both the authorizing party and the authorized party.

The authorized person must submit the power of attorney upon registration for the meeting. In the case of sub-authorization, the attendee must also present the original power of attorney from the shareholder or the authorized representative of the institutional shareholder (if not previously registered with the Company).

3. Votes cast by an authorized person within the scope of authorization remain valid in the following cases unless:
  - a. The authorizing party has died, been restricted in civil act capacity, or has lost civil act capacity;
  - b. The authorizing party has revoked the authorization;
  - c. The authorizing party has revoked the authority of the authorized person.

This provision shall not apply if the Company receives notice of any of the aforementioned events prior to the opening of the General Meeting of Shareholders or before the meeting is reconvened.

#### **Article 16. Changes of rights**

1. Any changes or revocation of special rights attached to a class of preferred shares shall only take effect when approved by shareholders representing at least 65% of the total voting rights of all shareholders attending and voting at the meeting. Any resolution of the General Meeting of Shareholders that adversely alters the rights and obligations of holders of preferred shares shall only be passed if approved by shareholders of the same class of preferred shares attending and voting at the meeting who hold at least 75% of the total number of that class of preferred shares, or if approved in writing by shareholders of the same class holding at least 75% of the total number of that class of preferred shares.
2. A meeting of shareholders holding a class of preferred shares to approve such changes in rights shall only be valid if attended by at least two shareholders (or their authorized representatives) holding at least one-third of the par value of the issued shares of that class. If the number of attendees does not meet this requirement, the meeting shall be reconvened within 30 days, and any number of shareholders of that class (regardless of the number of people and shares) present in person or via authorized representatives shall be deemed to constitute a quorum. At meetings of shareholders holding the above-mentioned preferred shares, the holders of such shares present in person or through a representative may request a secret ballot. Each share of the same class shall have equal voting rights at the above-mentioned meetings.
3. The procedures for holding such separate meetings shall be implemented in accordance with Articles 18, 19, and 20 of this Charter.
4. Unless otherwise provided in the share issuance terms, the special rights attached to a class of preferred shares regarding the distribution of profits or assets of the Company shall not be affected by the issuance of additional shares of the same class.



**Article 17. Convening, agenda, and notice of invitation to the General Meeting of Shareholders**

1. The Board of Directors shall convene the annual and extraordinary General Meetings of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases stipulated in Clause 3, Article 13 of this Charter.
2. The person convening the General Meeting of Shareholders must carry out the following tasks:
  - a. Prepare the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders must be made no more than 10 days prior to the date of sending the notice of invitation to the General Meeting of Shareholders. The Company must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the final registration date;
  - b. Prepare the agenda and contents of the general meeting;
  - c. Prepare documents for the general meeting;
  - d. Draft resolutions of the General Meeting of Shareholders according to the expected agenda of the meeting;
  - e. Determine the time and venue of the general meeting;
  - f. Notify and send the notice of invitation to the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
  - g. Perform other tasks in service of the general meeting.
3. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures it reaches the shareholders' contact addresses and shall also be published on the website of the Company, the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading. The person convening the General Meeting of Shareholders must send the notice of meeting invitation to all shareholders in the List of shareholders entitled to attend the meeting no later than 21 days prior to the opening date of the meeting (calculated from the date the notice is validly sent or delivered). The meeting agenda and documents related to the matters to be voted on at the general meeting shall be sent to shareholders and/or published on the Company's website. In cases where such documents are not attached to the notice of the General Meeting of Shareholders, the notice must clearly state the link to all meeting documents for shareholders to access, including:
  - a. The meeting agenda and documents used in the meeting;
  - b. The list and detailed information of candidates in case of election of members of the Board of Directors or members of the Board of Supervisors;
  - c. Votes;
  - d. Draft resolution for each issue in the meeting agenda.
4. Shareholders or groups of shareholders as stipulated in Clause 2, Article 12 of this Charter have the right to propose matters to be included in the agenda of the General Meeting of



Shareholders. Proposals must be made in writing and sent to the Company no later than 03 working days prior to the opening date of the meeting. The proposal must clearly state the name(s) of the shareholder(s), the number and class of shares held, and the proposed issue(s) to be included in the agenda

5. The person convening the General Meeting of Shareholders has the right to refuse the proposals mentioned in Clause 4 of this Article in the following cases:
  - a. The proposal is not submitted in accordance with Clause 4 of this Article;
  - b. At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the ordinary shares as stipulated in Clause 2, Article 11 of this Charter;
  - c. The proposed matter is not within the decision-making authority of the General Meeting of Shareholders;
  - d. Other cases as prescribed by law and this Charter.
6. The person convening the General Meeting of Shareholders must accept and include the proposal mentioned in Clause 4 of this Article in the tentative agenda and contents of the meeting, except in cases specified in Clause 5 of this Article; the proposal shall be officially added to the agenda and contents of the meeting if approved by the General Meeting of Shareholders.

#### **Article 18. Conditions for holding a General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be conducted when shareholders attending the meeting represent more than 50% of the total voting shares.
2. In case the first meeting fails to satisfy the conditions prescribed in Clause 1 of this Article, the notice of invitation to the second meeting shall be sent within 30 days from the scheduled date of the first meeting. The second General Meeting of Shareholders shall be conducted when the attending shareholders represent at least 33% of the total voting shares.
3. If the second meeting still fails to satisfy the conditions prescribed in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within 20 days from the scheduled date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total voting shares of the shareholders attending the meeting.

#### **Article 19. Procedures for conducting the meeting and voting at the General Meeting of Shareholders**

1. Before the meeting is opened, the Company must carry out shareholder registration procedures, which shall continue until all eligible shareholders attending the meeting have completed registration, in the following sequence:
  - a. Upon registration, the Company shall issue each shareholder or authorized representative eligible to vote a voting card indicating the registration number, full name of the shareholder, the authorized representative, and the number of voting shares held. The General Meeting of Shareholders shall discuss and vote on each matter on the agenda. Voting shall be carried out in the form of approval, disapproval, or abstention. Approval votes shall be collected first, followed by disapproval votes, and finally, the total number of votes for and against shall be counted to determine the result. The vote counting result shall be announced by the



chairperson before the meeting is adjourned. The Meeting shall elect vote counters or vote counting supervisors at the proposal of the chairperson. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the Chairperson's proposal;

- b. Shareholders, authorized representatives of institutional shareholders, or other proxies arriving after the meeting has commenced shall have the right to register and then immediately participate and vote at the general meeting upon registration. The chairperson shall not be required to pause the general meeting to allow latecomers to register, and the validity of resolutions passed prior to their registration shall remain unaffected.
2. The election of the chairperson, secretary, and vote counting committee shall be as follows:
  - a. The Chairperson of the Board of Directors shall act as the chairperson of the General Meeting convened by the Board of Directors or may authorize another member of the Board of Directors to do so. If the Chairperson is absent or temporarily unable to perform duties, the remaining members of the Board of Directors shall elect one among them to act as chairperson by majority vote. If no chairperson is elected, the Head of the Board of Supervisors shall preside over the election of the meeting chairperson from among the attendees, and the person receiving the highest number of votes shall act as chairperson;
  - b. Except as stipulated in point a of this Clause, the person signing the notice convening the General Meeting of Shareholders shall preside over the election of the meeting chairperson by the General Meeting of Shareholders, and the person with the highest number of votes shall act as chairperson;
  - c. The chairperson shall appoint one or more persons to act as secretaries of the meeting;
  - d. The General Meeting of Shareholders shall elect one or more members to the vote counting committee at the proposal of the chairperson.
3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must specify the time allocation for each matter to be discussed.
4. The chairperson of the meeting shall have the right to take necessary and reasonable measures to manage the General Meeting in an orderly manner, in accordance with the approved agenda and to reflect the wishes of the majority of attendees:
  - a. Arranging seating at the venue of the General Meeting of Shareholders;
  - b. Ensuring safety for all attendees at the venue;
  - c. Creating conditions for shareholders to attend (or continue to attend) the general meeting. The convener of the General Meeting of Shareholders shall have full authority to change such measures and apply any necessary measures, including issuing admission passes or using other selection methods.
5. The General Meeting of Shareholders shall discuss and vote on each matter on the agenda. Voting shall be conducted in the form of approval, disapproval, or abstention. The vote counting result shall be announced by the chairperson before the meeting is adjourned.
6. Shareholders or authorized representatives arriving after the meeting has commenced shall still be allowed to register and vote immediately after registration; in such cases, resolutions adopted prior to their registration shall remain valid.



7. The convener or chairperson of the General Meeting of Shareholders shall have the right to:
  - a. Require all attendees to undergo checks or other legal and reasonable security measures;
  - b. Request competent authorities to maintain order at the meeting; expel persons who refuse to comply with the chairperson's authority, intentionally disrupt the meeting, hinder the normal course of the meeting, or refuse security check requirements.
8. The chairperson shall have the right to postpone a General Meeting of Shareholders with a sufficient number of registered attendees for no more than 03 working days from the date of the scheduled opening of the meeting and may only postpone the meeting or change the meeting venue in the following cases:
  - a. The venue does not have adequate seating for all attendees;
  - b. Communication facilities at the venue do not ensure participation, discussion, and voting of shareholders;
  - c. Attendees cause disruption or pose risks that may prevent the meeting from being conducted fairly and legally.
9. If the chairperson postpones or suspends the meeting in contravention of Clause 8 of this Article, the General Meeting of Shareholders shall elect another attendee to act as chairperson until the meeting concludes; all resolutions passed at such a meeting shall remain valid.
10. In case the Company applies modern technology to organize the General Meeting through online conferencing, the Company must ensure that shareholders can attend, discuss, and vote electronically, including via electronic voting or other electronic means in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of 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.

**Article 20. Conditions for resolutions of the General Meeting of Shareholders to be passed**

1. A resolution on the following matters shall be passed if it is approved by shareholders representing at least 65% of the total voting shares of all shareholders attending and voting at the meeting, except as provided in Clauses 3, 4, and 6, Article 148 of the Law on Enterprises:
  - a. Class of shares and total number of shares of each class;
  - b. Changes in business lines and sectors;
  - c. Changes in the organizational and management structure of the Company;
  - d. Investment projects or sale of assets valued at 50% or more of the total asset value recorded in the latest financial statements of the Company;
  - e. Reorganization or dissolution of the Company.
2. Resolutions shall be passed if approved by shareholders holding more than 50% of the total voting shares of all shareholders attending and voting at the meeting, except for the cases specified in Clause 1 of this Article and Clauses 3, 4, and 6, Article 148 of the Law on Enterprises.
3. Resolutions of the General Meeting of Shareholders passed with 100% of the total voting shares shall be considered lawful and take effect immediately, even if the order and procedures for convening the meeting and passing the resolutions violate the provisions of the Law on Enterprises and the Company's Charter.



**Article 21. Authority and procedures for collecting shareholders' written opinions to pass resolutions of the General Meeting of Shareholders**

The authority and procedures for collecting shareholders' written opinions to pass resolutions of the General Meeting of Shareholders shall be implemented as follows:

1. The Board of Directors has the authority to collect shareholders' opinions in writing to pass resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company, except as provided in Clause 2, Article 147 of the Law on Enterprises.
2. The Board of Directors must prepare written opinion forms, a draft resolution of the General Meeting of Shareholders, explanatory materials for the draft resolution, and send them to all shareholders with voting rights no later than 10 days before the deadline for submitting the completed opinion forms. The requirements and methods for sending the written opinion forms and accompanying materials shall comply with Clause 3, Article 17 of this Charter.
3. The written opinion form must include the following principal contents:
  - a. Name, head office address, and enterprise registration number;
  - b. Purpose of collecting opinions;
  - c. Full name, contact address, nationality, and legal document number for individual shareholders; name, enterprise registration number or legal document number, and head office address for institutional shareholders; or full name, contact address, nationality, and legal document number for the representative of institutional shareholders; the number of shares of each class and the corresponding number of voting rights of the shareholder;
  - d. The issues for which opinions are being sought;
  - e. Voting options including approval, disapproval, or abstention for each issue;
  - f. Deadline for returning the completed written opinion form to the Company;
  - g. Full name and signature of the Chairman of the Board of Directors.
4. Shareholders may return the completed written opinion form to the Company via mail, fax, or email, subject to the following provisions:
  - a. In case of sending by mail, the completed written opinion form must be signed by the individual shareholder or the legal/authorized representative of the institutional shareholder. The opinion form must be placed in a sealed envelope, which shall not be opened before the counting of votes;
  - b. In case of sending by fax or email, the written opinion form must be kept confidential until the time of vote counting;
  - c. Written opinion forms returned to the Company after the deadline stated in the form, or which have been opened in case of mail or disclosed in case of fax or email, shall be deemed invalid. Written opinion forms not returned shall be considered as abstentions.
5. The Board of Directors shall count the votes and prepare a vote counting minutes under the supervision of the Board of Supervisors or a shareholder who does not hold a managerial position in the Company. The vote counting minutes must contain the following main contents:

- a. Name, head office address, and enterprise registration number;
- b. Purpose and matters for which opinions were sought;
- c. Number of shareholders and total number of voting shares who participated in voting, distinguishing between valid and invalid votes and methods of form submission, along with an appendix listing voting shareholders;
- d. Total number of votes in favor, against, and abstention for each issue;
- e. Issues approved and the corresponding approval ratios;
- f. Full names and signatures of the Chairman of the Board of Directors, the vote counter, and the vote counting supervisor.

Members of the Board of Directors, vote counters, and vote counting supervisors shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes and liable for any damages arising from untruthful or inaccurate vote counting results in the passing of resolutions.

6. The vote counting minutes and the resolution must be sent to shareholders within 15 days from the date of completion of vote counting. The sending of the vote counting minutes and resolutions may be replaced by posting on the Company's website within 24 hours from the time vote counting is completed.
7. The completed written opinion forms, vote counting minutes, approved resolutions, and relevant documents accompanying the opinion forms must be archived at the Company's head office.
8. A resolution passed through the form of collecting shareholders' written opinions shall be deemed approved if it is approved by shareholders holding more than 50% of the total votes of all shareholders with voting rights and has the same value as a resolution passed at the General Meeting of Shareholders.

## **Article 22. Resolutions and Minutes of the General Meeting of Shareholders**

1. The General Meeting of Shareholders must be recorded in minutes and may be audio recorded or stored in other electronic forms. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, and must contain the following principal contents:
  - a. Name, head office address, and enterprise registration number;
  - b. Time and venue of the General Meeting of Shareholders;
  - c. Meeting agenda and content;
  - d. Full names of the chairperson and secretary;
  - e. A summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each issue in the agenda;
  - f. Number of shareholders and total number of voting shares of the shareholders attending the meeting, including an appendix of the shareholder registration list and representatives attending the meeting, with the number of shares and corresponding votes;
  - g. Total number of votes on each voting issue, clearly stating the voting method, number of



valid and invalid votes, votes in favor, against, and abstentions, and the corresponding percentages of the total number of voting shares of all shareholders attending and voting at the meeting;

- h. Issues that were approved and the respective approval ratios;
  - i. Full names and signatures of the chairperson and secretary. In case the chairperson and secretary refuse to sign the minutes, the minutes shall still be valid if signed by all other attending members of the Board of Directors and contain all required contents as specified in this clause. The minutes must clearly state the refusal of the chairperson and secretary to sign.
2. The meeting minutes of the General Meeting of Shareholders must be completed and approved before the meeting ends. The chairperson and secretary of the meeting or other persons signing the minutes shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.
  3. Minutes prepared in both Vietnamese and a foreign language shall have the same legal validity. In the event of discrepancies between the Vietnamese and the foreign language versions, the Vietnamese version shall prevail.
  4. The resolution, minutes of the General Meeting of Shareholders, appendix of the list of shareholders registered to attend the meeting with their signatures, powers of attorney for attending the meeting, all documents attached to the Minutes (if any), and related documents accompanying the notice of meeting invitation must be disclosed in accordance with the laws on information disclosure in the securities market and must be kept at the Company's head office.

#### **Article 23. Request for annulment of resolutions of the General Meeting of Shareholders**

Within 90 days from the date of receiving the resolution, the meeting minutes of the General Meeting of Shareholders, or the vote counting minutes from the collection of written opinions of the General Meeting of Shareholders, a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises shall have the right to request a Court or Arbitration body to review and annul the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

1. The procedures for convening the meeting and adopting the resolution of the General Meeting of Shareholders seriously violated the provisions of the Law on Enterprises and the Company's Charter, except for the case specified in Clause 3, Article 20 of this Charter.
2. The content of the resolution violates the law or this Charter.

### **VII. BOARD OF DIRECTORS**

#### **Article 24. Nomination and candidacy for members of the Board of Directors**

1. In case the candidates for the Board of Directors have been identified, the Company must disclose information related to such candidates at least 10 days prior to the opening date of the General Meeting of Shareholders on the Company's website to allow shareholders to learn about the candidates before voting. Each candidate must provide a written commitment to the truthfulness and accuracy of the disclosed personal information and to fulfill their duties honestly, prudently, and in the best interests of the Company if elected as a member of the Board of Directors. The disclosed information related to candidates for the Board of Directors includes:



- a. Full name, and date of birth;
  - b. Professional qualifications;
  - c. Work experience;
  - d. Other managerial positions (including positions on the Board of Directors of other companies);
  - e. Interests related to the Company and its related parties;
  - f. Other information (if any) as required by the Company's Charter;
  - g. A public company is responsible for disclosing information on companies where the candidate holds a position on the Board of Directors, other managerial titles, and any interests related to the Company (if any).
2. A shareholder or group of shareholders holding 10% or more of the total ordinary shares has the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company's Charter.
  3. In case 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 nominate additional candidates or organize nominations in accordance with the Company's Charter, the Internal Corporate Governance Regulations, and the Regulations of operations of the Board of Directors. The nomination of additional candidates by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.
  4. Members of the Board of Directors must meet the standards and conditions specified in Clauses 1 and 2, Article 155 of the Law on Enterprises and the Company's Charter.

#### **Article 25. Composition and term of members of the Board of Directors**

1. The number of members of the Board of Directors shall range from 03 to 11 persons.
2. The term of members of the Board of Directors shall not exceed 05 years and such members 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. In the event that all members of the Board of Directors end their terms simultaneously, they shall continue to perform their roles as members of the Board of Directors until replacements are elected and take over their duties.

3. The composition of the Board of Directors is as follows:

The structure of the Board of Directors of a public company must ensure that at least one-third of the total number of members is non-executive members. The Company must minimize the number of members of the Board of Directors concurrently holding executive titles in the Company to ensure the independence of the Board of Directors.

The total number of independent members of the Board of Directors must comply with the following:

- a. At least 01 independent member if the company has from 03 to 05 members on the Board of Directors;



- b. At least 02 independent members if the company has from 06 to 08 members on the Board of Directors;
- c. At least 03 independent members if the company has from 09 to 11 members on the Board of Directors.
- 4. A member of the Board of Directors shall cease to hold such position if dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.
- 5. The appointment of members of the Board of Directors must be publicly disclosed in accordance with laws on information disclosure in the securities market.
- 6. A member of the Board of Directors is not required to be a shareholder of the Company.

#### **Article 26. Powers and obligations of the Board of Directors**

- 1. The Board of Directors is the managing body of the Company and has full authority to act on behalf of the Company to make decisions and exercise the rights and obligations of the Company, except for those rights and obligations that fall under the authority of the General Meeting of Shareholders.
- 2. The powers and duties of the Board of Directors are stipulated by law, the Company's Charter, and the resolutions of the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and duties:
  - a. Decide on the strategy, medium-term development plan, and annual business plan of the Company;
  - b. Propose the classes of shares and total number of shares of each class to be offered;
  - c. Decide on the sale of unsold shares within the authorized number of shares of each type; and raise additional capital by other methods;
  - d. Determine the offering price of shares and bonds of the Company;
  - e. Decide on the repurchase of shares as provided in Clauses 1 and 2, Article 133 of the Law on Enterprises;
  - f. Decide on investment plans, investment projects, or sale of assets valued from 35% to less than 50% of the total asset value recorded in the latest financial statements of the Company;
  - g. Determine market development, marketing, and technology solutions
  - h. Approve contracts for the purchase, sale, borrowing, lending, pledging, accepting pledge, mortgaging, accepting mortgage, guaranteeing, accepting guarantee, and other contracts and transactions with a value of 35% or more of the total asset value recorded in the latest financial statements of the company, except those under the authority of the General Meeting of Shareholders;
  - i. Elect, dismiss, or remove the Chairman of the Board of Directors; appoint, dismiss, sign and terminate contracts with the General Director and other key managers as stipulated in the Company's Charter; determine their salaries, remuneration, bonuses, and other benefits; designate authorized representatives to participate in the Members' Council or General Meeting of Shareholders of other companies, and determine the remuneration and benefits of such representatives;



- j. Supervise and direct the General Director and other managers in conducting the Company's daily business operations;
  - k. Decide on the organizational structure and internal management regulations of the Company; establish subsidiaries, branches, representative offices, and make capital contributions or purchase shares in other enterprises;
  - l. Approve the agenda and documents for the General Meeting of Shareholders; convene the General Meeting of Shareholders or collect written opinions to adopt resolutions;
  - m. Submit audited annual financial statements to the General Meeting of Shareholders;
  - n. Propose the dividend rate; decide on the timing and procedures for dividend payments or handling business losses;
  - o. Propose reorganization or dissolution of the Company; or request bankruptcy of the Company;
  - p. Promulgate the operating regulations of the Board of Directors and the Company's Internal Governance Regulations after approval by the General Meeting of Shareholders; and issue the Company's information disclosure regulations;
  - q. Perform 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 must report to the General Meeting of Shareholders on the performance of the Board of Directors in accordance with Article 280 of 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.

**Article 27. Remuneration, bonuses and other benefits of members of the Board of Directors**

- 1. The Company is entitled to pay remuneration and bonuses to members of the Board of Directors based on the Company's business performance and results.
- 2. Members of the Board of Directors are entitled to work remuneration and bonuses.
- 3. Work remuneration shall be calculated based on the number of working days required to fulfill the duties of a member of the Board of Directors and the daily remuneration rate. The Board of Directors shall estimate the remuneration for each member based on the principle of unanimity. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.
- 4. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with the provisions of the law on corporate income tax, be presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.
- 5. A member of the Board of Directors who holds an executive position, serves as a member of the Board of Directors, or performs tasks beyond the normal scope of duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump-sum payment, salary, commission, profit-sharing percentage, or in another form as decided by the Board of Directors.



6. Members of the Board of Directors are entitled to reimbursement of all travel, accommodation, meal, and other reasonable expenses incurred in the course of fulfilling their responsibilities as members of the Board of Directors, including expenses incurred for attending meetings of the General Meeting of Shareholders, the Board of Directors, or its committees.
7. Members of the Board of Directors may be provided with liability insurance by the Company upon approval of the General Meeting of Shareholders. This insurance does not cover liabilities arising from violations of the law or the Company's Charter committed by members of the Board of Directors.

#### **Article 28. 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 shall not concurrently serve as the General Director.
3. The Chairman of the Board of Directors shall have the following rights and obligations:
  - a. Establish the operational program and plan of the Board of Directors;
  - b. Prepare the agenda, content, and materials for meetings; convene, preside over, and chair meetings of the Board of Directors;
  - c. Organize the passing of resolutions and decisions of the Board of Directors;
  - d. Supervise the implementation of resolutions and decisions of the Board of Directors;
  - e. Preside over the General Meeting of Shareholders;
  - f. Other rights and obligations in accordance with the Law on Enterprises and the Company's Charter.
4. In case the Chairman of the Board of Directors resigns or is dismissed or removed, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation letter or the date of dismissal or removal.
5. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to perform the rights and obligations of the Chairman of the Board of Directors in accordance with the principles specified in the Company's Charter. In case there is no authorized person or the Chairman of the Board of Directors dies, is missing, is under temporary detention, is serving a prison sentence, is undergoing administrative handling measures at a compulsory rehabilitation center or compulsory education institution, flees from residence, is restricted or loses civil act capacity, has difficulty in cognition or behavior control, or is prohibited by the Court from holding a position, practicing a profession, or performing certain work, the remaining members shall elect one among themselves to act as Chairman of the Board of Directors based on the majority approval of the remaining members, until a new decision is made by the Board of Directors.

#### **Article 29. Meeting 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 conclusion of the election of such Board of



Directors. This meeting shall be convened and chaired by the member receiving the highest number of votes or the highest voting ratio. In case there is more than one member receiving the highest and equal number or ratio of votes, the members shall vote based on majority to select one among them to convene the meeting of the Board of Directors.

2. The Board of Directors must meet at least once per quarter and may hold extraordinary meetings.
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. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, matters to be discussed, and decisions under the authority of the Board of Directors.
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 Chairman does not convene the meeting as requested, he/she shall be responsible for any damage caused to the Company; the requesting person shall have 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 person convening the Board of Directors meeting must send a notice of meeting invitation no later than 03 working days prior to the meeting date. The notice of meeting invitation must clearly state the time and place of the meeting, agenda, and matters to be discussed and decided. The notice of meeting invitation must be accompanied by documents used in the meeting and the votes of members.

The notice of meeting invitation may be sent via invitation letter, phone, fax, electronic means, or other methods specified in the Company's Charter, and must ensure delivery to the 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 notice of meeting invitation and accompanying documents to the members of the Board of Supervisors in the same manner as to the members of the Board of Directors.

Members of the Board of Supervisors are entitled to attend the meetings of the Board of Directors; and may discuss but shall not vote.
8. A meeting of the Board of Directors shall be valid when at least 3/4 of the total number of members attends. If a meeting convened in accordance with this provision does not have a sufficient number of attending members as prescribed, a second meeting may be convened within 07 days from the expected date of the first meeting. In this case, the meeting shall be valid if more than half of the members of the Board of Directors attend.
9. A member of the Board of Directors shall be considered as attending and voting at a meeting in the following cases:
  - a. Attending and voting directly at the meeting;
  - b. Authorizing another person to attend and vote in accordance with Clause 11 of this Article;
  - c. Attending and voting via online conference, electronic voting or other electronic means;
  - d. Sending the vote to the meeting via mail, fax, or email;



- e. Sending the vote via other means as stipulated in the Company's Charter.
- 10. In case the vote is sent to the meeting via mail, it must be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than 01 hour before the opening time. The vote shall only be opened in the presence of all attendees.
- 11. A member must fully attend the meetings of the Board of Directors. A member may authorize another person to attend and vote if approved by the majority of members of the Board of Directors.
- 12. Resolutions and decisions of the Board of Directors shall be passed if approved by a majority of attending members (over 50%). In case of equal votes, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors.

### **Article 30. Subcommittees under the Board of Directors**

- 1. The Board of Directors may establish subcommittees in charge of development policy, human resources, remuneration, internal audit, and risk management. The number of subcommittee members shall be decided by the Board of Directors, with a minimum of 03 members including members of the Board of Directors and external members. Independent members of the Board of Directors/ non-executive members of the Board of Directors should constitute the majority in the subcommittee, and one of these members shall be appointed as the Head of the Subcommittee by resolution of the Board of Directors. The operation of the subcommittees must comply with the regulations of the Board of Directors. Resolutions of a subcommittee shall only be valid when passed by a majority of members attending and voting at the subcommittee meeting.
- 2. The implementation of decisions of the Board of Directors or of its subcommittees must comply with applicable laws and the Company's Charter, as well as Internal Corporate Governance Regulations.

### **Article 31. Corporate governance officer**

- 1. The Board of Directors of the Company must appoint at least one corporate governance officer to support the corporate governance activities at the enterprise. The corporate governance officer may concurrently hold the position of company secretary as stipulated in Clause 5, Article 156 of the Law on Enterprises.
- 2. The corporate governance officer must not concurrently work for an approved auditing organization that is auditing the Company's financial statements.
- 3. The corporate governance officer has the following rights and obligations:
  - a. Advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and other matters related to the Company and shareholders;
  - b. Prepare meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders as requested by the Board of Directors or the Board of Supervisors;
  - c. Advise on procedures for meetings;
  - d. Attend meetings;
  - e. Advise on the procedure for drafting resolutions of the Board of Directors in compliance with legal regulations;



- f. Provide financial information, copies of meeting minutes of the Board of Directors, and other information to members of the Board of Directors and members of the Board of Supervisors;
- g. Monitor and report to the Board of Directors on the Company's information disclosure activities;
- h. Act as the main contact point with stakeholders;
- i. Maintain confidentiality of information in accordance with the law and the Company's Charter;
- j. Other rights and obligations as stipulated by law and the Company's Charter.

## **VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES**

### **Article 32. Organization of the management apparatus**

The Company's management system must ensure that the management apparatus is responsible to the Board of Directors and subject to the supervision and direction of the Board of Directors in the Company's daily business operations. The Company shall have a General Director, Deputy General Directors, Chief Accountant, and other managerial positions appointed by the Board of Directors. The appointment, dismissal, and removal of the aforementioned positions must be approved by resolution or decision of the Board of Directors.

### **Article 33. Executives of the Company**

- 1. The executives of the Company include the General Director, Deputy General Directors, and the Chief Accountant.
- 2. Upon the recommendation of the General Director and with the approval of the Board of Directors, the Company may recruit additional executives with a number and qualification suitable to the organizational structure and management regulations of the Company as stipulated by the Board of Directors. Executives shall be responsible for assisting the Company in achieving the objectives set forth in its operations and organization.
- 3. The General Director shall receive salary and bonuses. The salary and bonuses of the General Director shall be decided by the Board of Directors.
- 4. Salaries of executives shall be included in the Company's business expenses in accordance with the regulations of the Law on Corporate Income Tax, shall be presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

### **Article 34. Appointment, dismissal, responsibilities, and powers of the General Director**

- 1. The Board of Directors shall appoint one member of the Board of Directors or hire another person to act as the General Director.
- 2. The General Director is responsible for managing the Company's daily business activities; shall be subject to the supervision of the Board of Directors; and shall be accountable to the Board of Directors and the law for the exercise of assigned rights and obligations.
- 3. The term of office of the General Director shall not exceed 05 years and may be reappointed for an unlimited number of terms. The General Director must meet the standards and conditions prescribed by law and the Company's Charter.
- 4. The General Director shall have the following rights and obligations:



- a. Decide on matters relating to the daily business operations of the Company that do not fall under the authority of the Board of Directors;
  - b. Organize the implementation of resolutions and decisions of the Board of Directors;
  - c. Organize the implementation of the Company's business plan and investment plan;
  - d. Propose the organizational structure and internal management regulations of the Company;
  - e. Appoint, dismiss, and remove management positions within the Company, except for positions under the authority of the Board of Directors;
  - f. Decide on salaries and other benefits for employees of the Company, including managers under the appointment authority of the General Director;
  - g. Recruit employees;
  - h. Propose plans for dividend distribution or handling business losses;
  - i. Decide on investment plans, investment projects, or the sale of assets valued at less than 35% of the total asset value recorded in the latest financial statements of the Company;
  - j. Approve contracts for purchase, sale, borrowing, lending, pledging, accepting pledges, mortgaging, accepting mortgages, guarantees, receiving guarantees, and other contracts and transactions with a value of less than 35% of the total asset value recorded in the latest financial statements of the Company, except for contracts and transactions under the authority of the General Meeting of Shareholders and the Board of Directors;
  - k. Authorize individuals and/or organizations to perform related tasks within the scope of authority and shall be responsible before the law and the Board of Directors for such authorization;
  - l. Other rights and obligations as prescribed by law, the Company's Charter, and resolutions or decisions of the Board of Directors.
5. The Board of Directors may dismiss the General Director when the majority of the members of the Board of Directors with voting rights present at the meeting agree and appoint a new General Director to replace him.

## **IX. BOARD OF SUPERVISORS**

### **Article 35. Nomination and candidacy of members of the Board of Supervisors (Supervisors)**

1. The nomination and candidacy of members of the Board of Supervisors shall be carried out in accordance with Clauses 1 and 2, Article 24 of this Charter.
2. In case the number of candidates for the Board of Supervisors through nomination and candidacy is insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with the Company's Charter, the Internal Corporate Governance Regulations, and the Regulations of operations of the Board of Supervisors. The nomination of additional candidates by the incumbent Board of Supervisors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Supervisors as prescribed by law.

**Article 36. Composition of the Board of Supervisors**

1. The number of members of the Board of Supervisors shall range from 03 to 05 Supervisors. The term of a member of the Board of Supervisors shall not exceed 05 years and may be re-elected for an unlimited number of terms.
2. Members of the Board of Supervisors must meet the standards and conditions prescribed in Article 169 of the Law on Enterprises and must not fall into the following categories:
  - a. Working in the accounting or finance department of the Company;
  - b. Being a member or employee of an independent auditing firm that audits the Company's financial statements within the last 03 consecutive years.
3. A member of the Board of Supervisors shall be dismissed in the following cases:
  - a. No longer meets the standards and conditions to be a member of the Board of Supervisors as specified in Clause 2 of this Article;
  - b. Submit a resignation letter which is accepted;
  - c. Other cases as specified in this Charter.
4. A member of the Board of Supervisors shall be removed in the following cases:
  - a. Fail to fulfill assigned duties and tasks;
  - b. Fail to perform his/her rights and obligations for 06 consecutive months, except in force majeure events;
  - c. Repeatedly or seriously violates the obligations of a member of the Board of Supervisors as prescribed in the Law on Enterprises and the Company's Charter;
  - d. Other cases in accordance with resolutions of the General Meeting of Shareholders.

**Article 37. Head of the Board of Supervisors**

1. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among its members; the election, dismissal, and removal shall follow the majority principle. The Board of Supervisors must have more than half of its members residing in Vietnam. The Head of the Board of Supervisors must hold a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or other fields related to the Company's business activities.
2. Rights and obligations of the Head of the Board of Supervisors:
  - a. Convene meetings of the Board of Supervisors;
  - b. Request the Board of Directors, General Director, and other executives to provide relevant information for reporting to the Board of Supervisors;
  - c. Prepare and sign reports of the Board of Supervisors after consulting the Board of Directors for submission to the General Meeting of Shareholders.

**Article 38. Rights and obligations of the Board of Supervisors**

The Board of Supervisors shall have the rights and obligations as prescribed in Article 170 of the Law on Enterprises and the following rights and obligations:



1. Propose and recommend to the General Meeting of Shareholders for approval the list of approved auditing firms to audit the Company's financial statements; decide on the selected auditing firm to inspect the Company's operations, and dismiss the auditor when deemed necessary.
2. Be accountable to the shareholders for its supervisory activities.
3. Supervise the Company's financial status and ensure compliance with laws by the members of the Board of Directors, the General Director, and other managers.
4. Ensure coordination with the Board of Directors, General Director, and shareholders in its operations.
5. In case of detecting violations of law or of the Company's Charter by any member of the Board of Directors, General Director, or other executives, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, request the violator to cease the violations and propose corrective measures.
6. Develop the Regulations of operations of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.
7. Report to the General Meeting of Shareholders in accordance with Article 290 of 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.
8. Have the right to access the Company's files and documents stored at the headquarters, branches, and other locations; and to visit the workplaces of the Company's managers and employees during working hours.
9. Request the Board of Directors, members of the Board of Directors, General Director, and other managers to provide complete, accurate, and timely information and documents regarding the management, administration, and business activities of the Company.
10. Other rights and obligations as prescribed by law and this Charter.

#### **Article 39. Meetings of the Board of Supervisors**

1. The Board of Supervisors shall meet at least twice a year, with a minimum attendance of two-thirds of its members. Minutes of the Board of Supervisors' meetings must be prepared in detail and clearly. The minutes taker and the members of the Board of Supervisors attending the meeting must sign meeting minutes. All meeting minutes of the Board of Supervisors must be retained to determine the responsibilities of each member.
2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director, and representatives of the approved auditing firm to attend and answer questions on issues that require clarification.

#### **Article 40. Salary, remuneration, bonus, and other benefits of members of the Board of Supervisors**

Salaries, remuneration, bonuses, and other benefits of the members of the Board of Supervisors shall be implemented as follows:

1. Members of the Board of Supervisors shall receive salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of



Shareholders shall decide on the total amount for salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors.

2. Members of the Board of Supervisors shall be reimbursed for reasonable expenses for meals, accommodation, travel, and the use of independent consultancy services. The total amount of remuneration and such expenses shall not exceed the total annual operating budget approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
3. Salaries and operating expenses of the Board of Supervisors shall be accounted for as part of the Company's business expenses in accordance with the law on corporate income tax and other relevant laws, and must be recorded as a separate item in the Company's annual financial statements.

#### **X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, GENERAL DIRECTOR, AND OTHER EXECUTIVES**

Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives are responsible for performing their duties, including those as members of subcommittees of the Board of Directors, with honesty and prudence for the benefit of the Company.

##### **Article 41. Responsibility of honesty and avoidance of conflicts of interest**

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers must disclose related interests as prescribed by the Law on Enterprises and other relevant legal documents.
2. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their related persons may only use the information obtained through their positions for the benefit of the Company.
3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers are obliged to notify in writing the Board of Directors and the Board of Supervisors of transactions between the Company, its subsidiaries, or other companies in which the public company controls 50% or more of charter capital, and themselves or their related persons, in accordance with the law. For such transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions as prescribed by securities laws on information disclosure.
4. Members of the Board of Directors are not entitled to vote on transactions that bring benefits to themselves or their related persons, as prescribed by the Law on Enterprises and the Company's Charter.
5. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their related persons must not use or disclose internal information to others for conducting related transactions.
6. Transactions between the Company and one or more members of the Board of Directors, members of the Board of Supervisors, the General Director, other executives, and individuals or organizations related to them shall not be deemed invalid in the following cases:



- a. For transactions with a value less than or equal to 35% of the total asset value recorded in the latest financial statements, the essential terms of the contract or transaction and the relationships and interests of the members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives have been reported to the Board of Directors and approved by the Board of Directors by a majority vote of the members of the Board of Directors who have no related interests;
- b. For transactions with a value exceeding 35%, or transactions that result in a cumulative value arising within 12 months from the date of the first transaction equal to or exceeding 35% of the total asset value recorded in the latest financial statements, the essential terms of the transaction, as well as the relationships and interests of the members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives have been announced to the shareholders and approved by the General Meeting of Shareholders by the votes of shareholders with no related interests.

#### **Article 42. Liability for damages and indemnification**

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives who violate their obligations of honesty, prudence, or fail to fulfill their obligations shall be liable for any damages caused by their violations.
2. The Company shall indemnify any person who is, was, or may become involved in any complaint, lawsuit, or prosecution (including civil or administrative cases, but excluding lawsuits initiated by the Company) if that person is or was a member of the Board of Directors, a member of the Board of Supervisors, the General Director, other executives, employees, or authorized representatives of the Company who have been performing duties authorized by the Company, acting honestly and prudently for the benefit of the Company on the basis of compliance with the law and there is no evidence confirming that such person has violated his/her responsibilities.
3. Indemnification shall cover judgments, fines, and actual payments (including attorney fees) incurred in resolving such matters to the extent permitted by law. The Company may purchase insurance to cover such indemnification obligations.

### **XI. RIGHT TO ACCESS COMPANY BOOKS AND RECORDS**

#### **Article 43. Right to access books and records**

1. Ordinary shareholders shall have the right to access books and records, specifically as follows:
  - a. Ordinary shareholders are entitled to inspect, review, and extract information on names and contact addresses in the list of shareholders with voting rights; request corrections of their inaccurate information; inspect, review, extract, or copy the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
  - b. Shareholders or groups of shareholders holding 5% or more of the total ordinary shares shall have the right to inspect, review, and extract the minutes, resolutions, and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts, and transactions subject to the approval of the Board of Directors and other documents, except for those related to the Company's trade secrets and business secrets.



2. In the event that a representative authorized by a shareholder or a group of shareholders requests access to the books and records, such request must be accompanied by a power of attorney from the shareholder or group of shareholders or a notarized copy thereof.
3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives shall have the right to access the shareholder register, list of shareholders, books, and other records of the Company for purposes related to their positions, provided that such information is kept confidential.
4. The Company shall retain this Charter and its amendments and supplements, the Enterprise Registration Certificate, regulations, documents evidencing ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books, and other documents as required by law at the head office or another location, provided that shareholders and the Business Registration Authority are informed of the location where such documents are stored.
5. The Company's Charter must be published on the Company's website.

## **XII. EMPLOYEES AND TRADE UNION**

### **Article 44. Employees and trade union**

1. The General Director shall prepare plans for the Board of Directors to approve matters relating to recruitment, dismissal, remuneration, social insurance, welfare, commendation, and disciplinary actions applicable to employees and executives of the Company.
2. The General Director shall prepare plans for the Board of Directors to approve matters relating to the Company's relationship with trade union organizations in accordance with the best management standards, practices and policies, the provisions of this Charter, regulations of the Company, and applicable laws.

## **XIII. PROFIT DISTRIBUTION**

### **Article 45. Profit distribution**

1. The General Meeting of Shareholders shall decide the dividend payout ratio and the method of annual dividend payment from the Company's retained earnings.
2. The Company shall not pay interest on dividend payments or other payments related to any class of shares.
3. The Board of Directors may propose the General Meeting of Shareholders to approve the payment of dividends, in whole or in part, in the form of stocks, and the Board of Directors shall be the body to implement such resolution.
4. In cases where dividends or other amounts related to a class of shares are paid in cash, the Company shall pay them in Vietnamese dong. Payments may be made directly or via bank transfers based on the banking account details provided by shareholders. If the Company has transferred the payment in accordance with the correct banking details provided by the shareholder but the shareholder does not receive the money, the Company shall not be held responsible for the amount already transferred. Payment of dividends for listed/registered stocks on the Stock Exchange may be conducted through securities companies or the Vietnam Securities Depository and Clearing Corporation.



5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution or decision to set a specific date to finalize the list of shareholders. Based on such date, persons registered as shareholders or holders of other securities shall be entitled to receive dividends in cash or stocks, and to receive notices or other documents.
6. Other matters related to profit distribution shall be implemented in accordance with the law.

#### **XIV. BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING SYSTEM**

##### **Article 46. Bank accounts**

1. The Company shall open accounts at Vietnamese banks or at branches of foreign banks legally operating in Vietnam.
2. With prior approval from the competent authority, the Company may, when necessary, open bank accounts overseas in accordance with legal regulations.
3. The Company shall carry out all payments and accounting transactions through its Vietnamese or foreign currency accounts at banks where it holds accounts.

##### **Article 47. Fiscal year**

The Company's fiscal year shall commence on January 1 and end on December 31 of each year.

##### **Article 48. Accounting system**

1. The accounting system applied by the Company shall be the corporate accounting system or a specific accounting system promulgated or approved by the competent authority.
2. The Company shall maintain its accounting books in Vietnamese and keep accounting records in accordance with the Law on Accounting and relevant legal regulations. Such records must be accurate, updated, systematic, and sufficient to substantiate and explain the Company's transactions.
3. The currency used in the Company's accounting shall be the Vietnamese Dong. If the Company mainly conducts its business in a foreign currency, it may choose that foreign currency as the accounting currency, take legal responsibility for such choice, and notify the direct tax authority.

#### **XV. FINANCIAL STATEMENTS, ANNUAL REPORTS AND INFORMATION DISCLOSURE RESPONSIBILITIES**

##### **Article 49. Annual, semi-annual and quarterly financial statements**

1. The Company must prepare annual financial statements, which must be audited in accordance with the law. The Company shall disclose the audited annual financial statements as required by laws on information disclosure in the securities market and submit them to the competent state authorities.
2. Annual financial statements must include all reports, appendices, and explanatory notes as required by laws on corporate accounting. They must present an honest and objective view of the Company's operations.
3. The Company must prepare and disclose its reviewed semi-annual financial statements and quarterly financial statements in accordance with laws on information disclosure in the securities market and submit them to the competent state authorities.

**Article 50. Annual report**

The Company must prepare and publish its Annual Report in accordance with regulations on securities and the securities market.

**XVI. COMPANY AUDIT****Article 51. Audit**

1. The General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to select one of them to audit the Company's financial statements for the next fiscal year based on the terms and conditions agreed with the Board of Directors.
2. The audit report shall be attached to the Company's annual financial statements.
3. The independent auditor auditing the Company's financial statements is entitled to attend the General Meeting of Shareholders, receive notices and relevant information, and express opinions at the general meeting regarding matters related to the audit of the Company's financial statements.

**XVII. COMPANY SEAL****Article 52. Company seal**

1. The seal includes physical seals made at seal engraving facility or seals in the form of digital signatures in accordance with laws on electronic transactions.
2. The Board of Directors shall decide on the type, quantity, form, and contents of the seals of the Company, its branches, and representative offices (if any).
3. The Board of Directors and the General Director shall use and manage the seal in accordance with applicable laws.

**XVIII. COMPANY DISSOLUTION****Article 53. Company dissolution**

1. The Company may be dissolved in the following cases:
  - a. Upon expiration of the operational term stated in the Company's Charter without any decision to extend it;
  - b. As resolved or decided by the General Meeting of Shareholders;
  - c. Revocation of the Enterprise Registration Certificate, except as otherwise provided by the Law on Tax Administration;
  - d. Other cases as prescribed by law.
2. The dissolution of the Company before the term (including the extended term) is decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if required) according to regulations.

**Article 54. Extension of operational term**

1. The Board of Directors shall convene a General Meeting of Shareholders at least 7 months prior to the expiry of the operational term so that shareholders can vote on the extension of the Company's operation as proposed by the Board of Directors.



2. The operational term shall be extended if approved by shareholders representing at least 65% of the total voting shares of shareholders attending and voting at the General Meeting of Shareholders.

#### **Article 55. Liquidation**

1. At least 06 months before the expiry of the Company's operational term or following the resolution on dissolution, the Board of Directors shall establish a Liquidation Board consisting of 03 members, of which 02 members shall be appointed by the General Meeting of Shareholders and 01 member shall be appointed by the Board of Directors from an independent auditing firm. The Liquidation Board shall prepare its own Regulations of operations. Members of the Liquidation Board may be selected from among the Company's staff or independent experts. All liquidation-related expenses shall be prioritized for payment by the Company before other debts.
2. The Liquidation Board must report its establishment date and commencement of operations to the Business Registration Authority. From that time, the Liquidation Board shall represent the Company in all matters related to the liquidation before the Court and administrative authorities.
3. Proceeds from liquidation shall be paid in the following order:
  - a. Liquidation expenses;
  - b. Salary debts, severance allowances, social insurance, and other benefits of employees as per collective labor agreements and labor contracts signed;
  - c. Tax liabilities;
  - d. Other debts of the Company;
  - e. The remaining balance after settling all debts from (a) to (d) above shall be distributed to shareholders, with preference shares being paid first.

### **XIX. RESOLUTION OF INTERNAL DISPUTES**

#### **Article 56. Resolutions of internal disputes**

1. In the event of a dispute or complaint related to the Company's operations, the rights and obligations of shareholders as prescribed in the Law on Enterprises, the Company's Charter, other legal regulations, or agreements between:
  - a. A shareholder and the Company;
  - b. A shareholder and the Board of Directors, the Board of Supervisors, the General Director or other executives;

The relevant parties shall endeavor to resolve such dispute through negotiation and mediation. Except in cases involving the Board of Directors or the Chairman of the Board of Directors, the Chairman shall lead the dispute resolution process and request each party to present relevant information within 15 working days from the date the dispute arises. In cases of a dispute involving the Board of Directors or the Chairman of the Board of Directors, any party may request the Board of Supervisors to appoint an independent expert to mediate the dispute resolution process.

2. If a mediation decision is not reached within 06 weeks from the beginning of the mediation or if the mediation decision is not accepted by the parties, either party may submit the dispute to Arbitration or Court.
3. Each party shall bear its own costs related to the negotiation and mediation process. Court-related costs shall be settled according to the Court's judgment.

## **XX. AMENDMENTS AND SUPPLEMENTS TO THE CHARTER**

### **Article 57. Company's Charter**

1. Any amendment or supplement to this Charter must be reviewed and decided by the General Meeting of Shareholders.
2. If there are legal provisions related to the Company's activities that are not included in this Charter, or if there are new legal regulations different from those stated herein, such legal provisions shall apply to govern the Company's operations.

## **XXI. EFFECTIVE DATE**

### **Article 58. Effective date**

1. This Charter, consisting of 21 sections and 58 articles, was unanimously approved by the General Meeting of Shareholders of Nam Kim Steel Joint Stock Company on April 25, 2025, and shall take full effect from the same date.
2. This Charter is made in 05 originals of equal legal validity and shall be retained at the Company's head office.
3. This Charter is the sole and official version of the Company.
4. Copies or extracts of this Charter shall be valid when signed by the Chairman of the Board of Directors, the Legal Representative, the Authorized Representative of the Legal Representative, or duly certified by a competent authority/organization.

**LEGAL REPRESENTATIVE  
GENERAL DIRECTOR**



**VO HOANG VU**





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**INTERNAL REGULATIONS ON CORPORATE  
GOVERNANCE OF NAM KIM STEEL JOINT  
STOCK COMPANY**



Binh Duong, April 25, 2025

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## INTERNAL REGULATIONS ON CORPORATE GOVERNANCE

- Pursuant to the Law on Securities dated November 26, 2019;
- Pursuant to the Law on Enterprises dated June 17, 2020;
- Pursuant to 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 Circular No. 116/2020/TT-BTC dated December 31, 2020 by the Minister of Finance guiding certain regulations on corporate governance applicable to public companies under 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 the Resolution of the General Meeting of Shareholders No. 001/2025/NQ-DHDCD dated April 25, 2025.

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

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

1. Scope of regulation: These Internal Regulations on Corporate Governance stipulate the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, and the General Director; the order and procedures for convening the General Meeting of Shareholders; the nomination, candidacy, election, dismissal, and removal of members of the Board of Directors, the Board of Supervisors, and the General Director, as well as other activities in accordance with the Company's Charter and other current provisions of law.
2. Subjects of application: These Regulations apply to members of the Board of Directors, the Board of Supervisors, the General Director, and related persons.

### **Article 2. General Meeting of Shareholders**

1. The General Meeting of Shareholders is the highest decision-making body of the Company (consisting of all shareholders with voting rights), with the rights and obligations prescribed by the Law on Enterprises and the Company's Charter.
2. Annual General Meeting of Shareholders: Convened by the Board of Directors within 4 months from the end of the fiscal year. The Board of Directors may decide to extend the meeting in necessary cases, but no later than 6 months from the end of the fiscal year.
3. Extraordinary General Meeting of Shareholders: Convened in specific cases as prescribed by the Company's Charter and the Law on Enterprises.
4. The Annual General Meeting of Shareholders shall discuss and approve the following matters:
  - a. The Company's annual business plan;
  - b. Annual financial statements;
  - c. Report of the Board of Directors on corporate governance and performance of the Board and each of its members;



- d. Report of the Board of Supervisors on the Company's business results and on the performance of the Board of Directors and the Director or General Director;
  - e. Self-assessment report of the performance of the Board of Supervisors and Supervisors;
  - f. Dividend rate for each class of share;
  - g. Other matters within the competence as prescribed by the Company's Charter and applicable laws.
5. The list of shareholders eligible to attend the General Meeting of Shareholders shall be based on the Company's shareholder register. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than 10 days prior to the date of sending the notice of invitation to the General Meeting of Shareholders.
  6. The Company must disclose information about the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the final registration date.
  7. Shareholders and authorized representatives of institutional shareholders may attend the meeting in person or authorize others to attend on their behalf. Authorization must comply with the provisions of the Company's Charter and the Law on Enterprises.
  8. The notice of invitation to the General Meeting of Shareholders must be sent to all shareholders entitled to attend the meeting, with the contents, methods, and time as specified in the Company's Charter.
  9. The General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents more than 50% of the total voting shares.
  10. Before opening the General Meeting of Shareholders, the Company must conduct shareholder registration and verify their eligibility to attend, and carry out the registration until all shareholders who are entitled to attend the meeting have registered.
  11. The agenda and content of the General Meeting of Shareholders shall be prepared by the convener and must be approved by the General Meeting of Shareholders during the opening session.
  12. The General Meeting of Shareholders shall approve resolutions under its authority through voting at the General Meeting of Shareholders or by collecting written opinions.
  13. The following matters must be approved by voting at the meeting or by written consultation:
    - a. Amendments or supplements to the Company's Charter;
    - b. The Company's development orientations;
    - c. Classes and total number of shares of each class;
    - d. Election, dismissal, or removal of members of the Board of Directors and the Board of Supervisors;
    - e. Decisions on investment in or sale of assets valued at 50% or more of the total asset value recorded in the latest financial statements of the Company, unless the Company's Charter stipulates another ratio or value;
    - f. Approval of annual financial statements;
    - g. Reorganization or dissolution of the Company.



14. Voting methods, vote counting procedures, announcement of vote counting results, and the conditions for resolution approval shall be implemented in accordance with the Company's Charter.
15. Method of opposing the resolution of the General Meeting of Shareholders

Within 90 days from the date of receiving the resolution or meeting minutes of the General Meeting of Shareholders or the vote counting minutes for collecting written opinions from the General Meeting of Shareholders, shareholders or groups of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises 2020 shall have the right to request a Court or Arbitration to review and annul the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

  - a. The order and procedures for convening the meeting and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises 2020 and the Company's Charter, except as provided in Clause 2, Article 152 of the Law on Enterprises 2020;
  - b. The content of the resolution violates the law or the Company's Charter.
16. The meeting of the General Meeting of Shareholders must be recorded in minutes in Vietnamese, which may be additionally prepared in a foreign language, and must include the following main contents:
  - a. Name, head office address, enterprise code;
  - b. Time and venue of the General Meeting of Shareholders;
  - c. Agenda and contents of the meeting;
  - d. Full name of the chairperson and secretary;
  - e. Summary of the meeting progress and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;
  - f. Number of shareholders and total voting shares of shareholders attending the meeting, appendix of the list of registered shareholders, shareholder representatives attending the meeting with corresponding number of shares and votes;
  - g. Total number of votes on each voting issue, specifying the voting method, total valid and invalid votes, votes in favor, against, and abstentions; the corresponding percentage of total votes of all shareholders attending and voting at the meeting;
  - h. Resolutions passed and the corresponding approval rate;
  - i. Full name and signature of the chairperson and secretary.
17. The minutes of the General Meeting of Shareholders must be completed and adopted before the meeting is concluded.
18. The minutes of the General Meeting of Shareholders must be sent to all shareholders within 15 days from the conclusion of the meeting.
19. The minutes of the General Meeting of Shareholders, appendix of registered shareholders, adopted resolutions, and related documents sent with the notice of meeting invitation must be retained at the Company's head office.



20. Resolutions of the General Meeting of Shareholders must be disclosed within 24 hours after the conclusion of the meeting in accordance with the laws on securities.
21. The Board of Directors has the right to collect written opinions from shareholders to pass a resolution of the General Meeting of Shareholders when deemed necessary for the benefit of the Company, except for cases where the Company's Charter or laws require the organization of the General Meeting of Shareholders.
22. The order and procedures for holding the General Meeting of Shareholders and passing resolutions by written opinion shall be conducted in accordance with the Company's Charter.
23. The order and procedures for organizing the General Meeting of Shareholders in the form of an online meeting shall include the following main contents:
  - a. Based on the actual situation, the General Meeting of Shareholders may be held online in force majeure events, including but not limited to: natural disasters, war, epidemics, uprisings, riots, terrorism, decisions of the State on restrictions or bans; or other objective events in which the Board of Directors deems it inappropriate or inconvenient to hold the General Meeting of Shareholders in the form of a direct meeting.
  - b. The notice of invitation to the online General Meeting of Shareholders shall be carried out in accordance with the Company's Charter and the Law on Enterprises. The convener is responsible for preparing guidelines for shareholders to register and attend the online meeting.
  - c. The online General Meeting of Shareholders shall be conducted when the number of attending shareholders satisfies the quorum as prescribed in Clause 9 of this Article.
  - d. The convener of the online General Meeting of Shareholders must prepare technical equipment or facilities and methods for shareholders and their authorized representatives to vote electronically or via other electronic forms, to record the online voting results for each issue presented in the meeting agenda.
  - e. Vote counting shall be based on the number of votes cast electronically or through other electronic forms by shareholders and their authorized representatives.
  - f. The vote counting result shall be announced by the Vote Counting Committee immediately at the online General Meeting of Shareholders after vote counting is completed and before the meeting is concluded.
  - g. The minutes and resolutions of the online General Meeting of Shareholders shall be carried out as specifically regulated in Clauses 17, 18, 19, and 20 of this Article and Article 22 of the Company's Charter.
  - h. The Board of Directors shall be responsible for issuing and disclosing the Regulation on organizing and voting at the General Meeting of Shareholders in the form of an online meeting to provide detailed guidance on the organization and voting at the General Meeting of Shareholders in this form.
24. Order and procedures for holding the General Meeting of Shareholders and passing resolutions in the form of a combined in-person and online meeting, including the following main contents:
  - a. Based on the actual situation, the General Meeting of Shareholders may be held in the form of a combined in-person and online meeting as decided by the Board of Directors.



- b. The notice of invitation to the General Meeting of Shareholders in the form of a combined in-person and online meeting shall be made in accordance with the Company's Charter and the Law on Enterprises. The person convening the General Meeting of Shareholders is responsible for preparing guidance materials for shareholders to register and attend the combined in-person and online meeting.
- c. Shareholders and their authorized representatives may attend the General Meeting of Shareholders either in person at the venue of the General Meeting or attend the online meeting using modern technological means. Accordingly, at the venue of the the General Meeting of Shareholders in the form of in-person meeting, the person convening the General Meeting shall arrange additional display screens, computers, audio and video broadcasting equipment connected to the internet in order to livestream the proceedings of the General Meeting of Shareholders for shareholders and other authorized attendees to attend online, ensuring a stable connection, synchronized and high-quality video and audio between the in-person and online meetings, thereby ensuring equal rights for all shareholders and authorized representatives attending the meeting online.
- d. The General Meeting of Shareholders in this combined form shall be conducted when the number of shareholders attending the meeting satisfies the quorum requirements specified in Clause 9 of this Article.
- e. During the General Meeting of Shareholders in the form of a combined in-person and online meeting, shareholders and authorized representatives may cast their votes using one of the following methods: voting directly at the General Meeting; sending votes to the person convening the meeting via post/email/fax; electronic voting or other electronic forms.
- f. The vote counting shall be based on the number of votes cast by shareholders and authorized representatives through direct voting at the General Meeting; by sending votes to the convener via post/email/fax within the specified deadline; or by electronic voting or other electronic means within the specified deadline.
- g. The vote counting result shall be announced by the Vote Counting Committee immediately at the General Meeting of Shareholders after the vote counting is completed and before the meeting is concluded.
- h. The minutes and resolutions of the General Meeting of Shareholders in this combined form shall be prepared in accordance with the specific provisions in Clauses 17, 18, 19, and 20 of this Article and Article 22 of the Company's Charter.
- i. The Board of Directors is responsible for promulgating and disclosing the Regulations on organizing and voting at the General Meeting of Shareholders in the combined in-person and online meeting, to provide detailed guidance on the organization and voting at the General Meeting of Shareholders in this form.

### **Article 3. Board of Directors**

- 1. The Board of Directors is the management body of the Company, vested with full authority to act on behalf of the Company to decide and exercise the rights and obligations of the Company, except for those under the authority of the General Meeting of Shareholders. The Board of Directors shall have the rights and obligations as prescribed by the Law on Enterprises and the Company's Charter.



2. The Board of Directors shall consist of between 03 and 11 members as stipulated in the Company's Charter.
3. The term of office of a member of the Board of Directors shall not exceed 05 years and such member may be re-elected for an unlimited number of terms. An individual may only serve as an independent member of the Board of Directors of a Company for no more than 02 consecutive terms.
4. Members of the Board of Directors must fully satisfy the criteria and conditions stipulated in the Company's Charter and relevant laws.
5. The nomination, candidacy, election, dismissal, and removal of members of the Board of Directors shall be carried out in accordance with the Company's Charter and relevant legal provisions.

In cases where candidates for the Board of Directors have been identified, the Company must disclose information relating to the candidates at least 10 days prior to the opening of the General Meeting of Shareholders on the Company's website so that shareholders can learn about them before voting. Candidates must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information and must commit to performing their duties honestly, prudently, and in the best interests of the Company if elected as members of the Board of Directors. Information related to candidates for the Board of Directors disclosed includes:

- a. Full name and date of birth;
  - b. Professional qualifications;
  - c. Working process;
  - d. Other managerial positions held (including positions in the Board of Directors of other companies);
  - e. Interests related to the Company and its related parties;
  - f. Other information (if any) as prescribed by the Company's Charter;
  - g. A public company must also disclose information regarding companies in which the candidate currently holds the position of member of the Board of Directors, other managerial positions, and any interests related to the company of candidates for the Board of Directors (if any).
6. Remuneration and other benefits for members of the Board of Directors shall be implemented in accordance with the Company's Charter and relevant laws.
  7. The Board of Directors shall meet at least once per quarter and may convene extraordinary meetings.
  8. The Chairperson of the Board of Directors shall convene meetings 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 prescribed in the Company's Charter.



9. The Chairman of the Board of Directors or the person convening the Board of Directors meeting must send the notice of meeting invitation no later than 03 working days before the meeting date. The notice of meeting invitation must specify the time and venue of the meeting, agenda, and matters for discussion and decision. The invitation must be accompanied by the meeting materials and votes for members. The notice of meeting invitation may be sent via written invitation letter, telephone, fax, electronic means, or other methods stipulated in the Company's Charter and must reach the registered contact address of each member of the Board of Directors.
10. The Chairman of the Board of Directors or person convening the meeting must send the notice of meeting invitation and accompanying documents to the Supervisors in the same manner as for members of the Board of Directors. Supervisors have the right to attend meetings of the Board of Directors and may participate in discussions but shall not have voting rights.
11. A meeting of the Board of Directors is valid when attended by at least three-quarters of the total members. If a meeting convened under this provision does not have a sufficient number of attendees, it may be reconvened within 07 days from the date of the originally scheduled meeting. In this case, the meeting is valid if attended by more than half of the members of the Board of Directors.
12. Members are required to attend all meetings of the Board of Directors. A member may authorize another person to attend and vote on their behalf if approved by the majority of members of the Board of Directors.
13. Resolutions and decisions of the Board of Directors shall be passed if approved by the majority of the members attending the meeting; in case of a tie, the final decision shall rest with the side with the opinion of the Chairman of the Board of Directors.
14. Meetings of the Board of Directors must be recorded in minutes and may be audio recorded, video recorded, or stored in other electronic forms. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, including the main contents as prescribed by the Company's Charter and relevant laws.
15. In case the chairperson and the minute taker refuse to sign the meeting minutes, the minutes shall still be valid if all other attending members of the Board of Directors approve and sign the minutes, provided that the minutes contain all contents as required.

The minutes must clearly state the refusal of the chairperson and the minute taker to sign. The persons signing the minutes shall bear joint responsibility for the accuracy and truthfulness of the contents of the minutes of the Board of Directors meeting. The chairperson and the minute taker shall be personally liable for any damages to the Company caused by their refusal to sign the meeting minutes in accordance with the Law on Enterprises, the Company's Charter, and relevant laws.
16. The minutes of the Board of Directors meeting and all documents used during the meeting must be kept at the Company's head office.
17. The Board of Directors shall appoint at least one (01) person as the Corporate Governance Officer to assist with the effective operation of corporate governance. The term of office of the Corporate Governance Officer shall be determined by the Board of Directors, up to a maximum of five (05) years. The Corporate Governance Officer may concurrently serve as the Company Secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises and the Company's Charter.



18. The Corporate Governance Officer shall not concurrently work for an approved audit organization that is currently auditing the Company's financial statements.
19. The Corporate Governance Officer shall have the following rights and obligations:
- Advise the Board of Directors on the organization of the General Meeting of Shareholders and related matters between the Company and shareholders;
  - Prepare meetings of the Board of Directors, Board of Supervisors, and General Meeting of Shareholders at the request of the Board of Directors or Board of Supervisors;
  - Advise on procedures for meetings;
  - Attend meetings;
  - Advise on the procedures for drafting resolutions of the Board of Directors in accordance with the law;
  - Provide financial information, minutes of the Board of Directors meeting, and other information to members of the Board of Directors and the Board of Supervisors;
  - Monitor and report to the Board of Directors on the Company's information disclosure activities;
  - Act as the contact point with stakeholders;
  - Ensure confidentiality of information in accordance with laws and the Company's Charter;
  - Other rights and obligations as prescribed by law and the Company's Charter.
20. Cases of dismissal of the Corporate Governance Officer:
- The Board of Directors may dismiss the Corporate Governance Officer when necessary, provided that it does not violate current labor laws.
  - The Corporate Governance Officer may also be dismissed by resolution of the General Meeting of Shareholders.

#### **Article 4. Board of Supervisors**

- The Board of Supervisors shall consist of 03 to 05 Supervisors. The term of office for a Supervisor shall not exceed 05 years and may be renewed without limitation on the number of terms.
- The role, rights, and obligations of the Board of Supervisors, as well as the responsibilities of its members, shall be in accordance with the Company's Charter and relevant laws.
- Members of the Board of Supervisors must fully meet the criteria and conditions as prescribed by the Company's Charter and relevant laws.
- The nomination, candidacy, election, dismissal, and removal of members of the Board of Supervisors shall be carried out in accordance with the Company's Charter and relevant laws.
- The remuneration and other benefits of the members of the Board of Supervisors shall be implemented in accordance with the Company's Charter and relevant laws.

#### **Article 5. General Director**

- The Board of Directors shall appoint a member of the Board of Directors or hire another person to act as the General Director. The General Director shall be responsible for managing



the Company's day-to-day business operations, subject to the supervision of the Board of Directors, and shall be accountable to the Board of Directors and to the law for the performance of assigned rights and obligations.

2. The term of office of the General Director shall not exceed 05 years and may be reappointed without limitation on the number of terms.
3. The General Director must manage the daily business operations of the Company in accordance with the law, the Company's Charter, the labor contract signed with the Company, and the resolutions and decisions of the Board of Directors. In the event that the General Director violates this provision and causes damage to the Company, they shall be liable under the law and must compensate the Company for such damage.
4. The role, responsibilities, rights, and obligations of the General Director shall be as prescribed by the Company's Charter and relevant laws.
5. The nomination, candidacy, election, dismissal, and removal of the General Director shall be carried out in accordance with the Company's Charter and relevant laws.
6. The remuneration and other benefits of the General Director shall be implemented in accordance with the Company's Charter and relevant laws.
7. Decisions on the appointment, dismissal, or removal of the General Director shall be disclosed in accordance with the law on securities.

#### **Article 6. Other activities**

1. The order and procedures for convening, sending notice of meeting invitation, recording minutes, and announcing meeting results among the Board of Directors, the Board of Supervisors, and the General Director shall be carried out in accordance with the provisions on Board of Directors meetings of the Company.
2. Resolutions and minutes of the Board of Directors meetings, once issued, must be sent to the Supervisors at the same time and by the same method as applied to members of the Board of Directors.
3. Resolutions and minutes of the Board of Directors meetings involving matters related to the responsibilities, authority, and obligations of the General Director must be sent to the General Director at the same time and by the same method as applied to members of the Board of Directors.
4. Cases in which the General Director and the Board of Supervisors may request the convening of a Board of Directors meeting and issues requiring the Board of Directors' opinion:
  - a. The Board of Supervisors may request the convening of a Board of Directors meeting in the following cases:
    - ✓ When it deems that the Supervisors' right to access information and documents related to the Company's operations has not been fully exercised as prescribed by applicable laws and the Company's Charter;
    - ✓ When discovering a violation of the law or the Company's Charter by a member of the Board of Directors, the General Director, or other executives after having notified the Board of Directors in writing as prescribed by the Company's Charter, but the violator has not ceased the violation or taken remedial measures.

- b. The General Director may request the convening of a Board of Directors meeting in the following cases:
  - ✓ When the General Director's rights as stipulated in the Company's Charter are not being exercised;
  - ✓ When discovering a violation of the law or the Company's Charter by other executives of the Company after having notified the Board of Directors in writing, but the violator has not ceased the violation or taken remedial measures.
- c. Matters requiring the Board of Directors' opinion:
  - ✓ Recommendations on the organizational structure and internal regulations on corporate governance;
  - ✓ Recommendations on matters related to the recruitment, appointment, dismissal, salary, bonus, remuneration, etc. of management positions (executive board) under the authority of the Board of Directors;
  - ✓ Seeking the Board's approval and/or adjustment of the detailed business plan for the upcoming fiscal year in alignment with the Company's strategy;
  - ✓ Recommendations on dividend payment plans and handling of business losses;
  - ✓ Other issues related to the interests of the Company.
- 5. Reports of the General Director to the Board of Directors on the performance of assigned duties and powers:
  - a. Report on the implementation of resolutions of the Board of Directors and the General Meeting of Shareholders;
  - b. Quarterly/annual reports on the Company's financial status and business performance;
  - c. Reports on improvements to organizational structure, policies, and management;
  - d. Reports on the implementation of obligations regarding employees, the environment, and the community;
  - e. Other reports as requested by the Board of Directors and/or concerning the implementation of delegated matters from the Board of Directors.
- 6. Review of the implementation of resolutions and other matters delegated by the Board of Directors to the General Director: Based on the reports of the General Director on the performance of assigned duties and powers, the Board of Directors shall review the implementation of resolutions and other delegated matters with respect to the General Director.
- 7. Matters the General Director must report, provide information on, and the method of notification to the Board of Directors and the Board of Supervisors:
  - a. The General Director shall report to the Board of Directors on matters related to the implementation of the Board of Directors' Resolutions and the Board of Directors' authorization to the General Director, reports on the Company's production and business activities and issues requiring the Board of Directors' direction.



- b. If a risk is detected that could significantly affect the reputation and operations of the Company, the General Director shall immediately report to the Board of Supervisors. The General Director is responsible for facilitating prompt access to information and reports in the fastest time as requested by the Board of Supervisors.
8. Members of the Board of Directors, the Board of Supervisors, and the General Director shall cooperate in their working relationships based on the following principles:
  - a. Always act in the best interest of the Company;
  - b. Adhere to principles of centralism, democracy, openness, and transparency;
  - c. Strictly comply with relevant laws, the Charter, and other regulations of the Company;
  - d. Cooperate with the highest sense of responsibility, honesty, collaboration, and proactively work together to resolve difficulties and obstacles.
9. Regulations on the annual evaluation of commendation and discipline activities for members of the Board of Directors, the Board of Supervisors, the General Director and other managers (executives) of the Company:
  - a. Annually, based on assigned functions, duties, and established evaluation criteria/results achieved, the Board of Directors shall evaluate the performance of its members and the General Director.
  - b. The performance of the Supervisors shall be evaluated in accordance with the Board of Supervisors' Regulations of operations.
  - c. The performance of other managers (executives) shall be evaluated based on internal regulations of the Company or based on the self-assessment of the performance of each of these managers.

#### **Article 7. Effectiveness**

The Internal Regulations on Corporate Governance of Nam Kim Steel Joint Stock Company consist of 07 articles and shall take effect from April 25, 2025. These Regulations replace the Internal Regulations on Corporate Governance issued on April 21, 2023, and all Internal Regulations on Corporate Governance adopted at previous General Meetings of Shareholders.

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



**HO MINH QUANG**

**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-DHDCD 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 OF THE BOARD OF DIRECTORS**



**HO MINH QUANG**