



VGS

VIETNAM GERMANY STEEL PIPE JOINT STOCK COMPANY

European class | ISO 9001: 2015 | ISO 14001: 2015

REPORT ON LISTED CORPORATE GOVERNANCE YEAR 2024



REPORT ON LISTED CORPORATE GOVERNANCE

Year 2024

To: - State Securities Commission
- Hanoi Stock Exchange

NAME OF LISTED COMPANY

- **Vietnamese name** : CÔNG TY CỔ PHẦN ÓNG THÉP VIỆT - ĐỨC VGPIPE
- **English name** : Vietnam Germany Steel Pipe Joint Stock Company
- **Abbreviated name** : VG PIPE
- **Stock symbol** : VGS
- **Address** : Binh Xuyen Industrial Park, Binh Xuyen District, Vinh Phuc Province
- **Phone** : 02113 887 863 Fax: 02113 888 562.
- **Website** : vgpipe.com.vn
- **Charter capital** : 559,321,260,000 VND
- **Corporate governance model**: General Meeting of Shareholders, Board of Directors, Board of Supervisors, Board of General Directors.
- **Regarding the implementation of internal audit function**: Not yet implemented.

I. ACTIVITIES OF THE GENERAL MEETING OF SHAREHOLDERS

1. Annual General Meeting of Shareholders in 2024:

In 2024, Vietnam Germany Steel Pipe Joint Stock Company successfully held its Annual General Meeting of Shareholders on April 06, 2024. Based on the reports, proposals, and discussions, the General Meeting of Shareholders unanimously approved several contents in the Resolution of the Annual General Meeting of Shareholders No. 01/2024/NQ-DHDCD-VGS as follows:

1.1. Approved reports including:

- Income Statement for 2023 of the Board of General Directors and Production and Business Plan for 2024.
- Report on the Activities of the Board of Directors in 2023 and Plan for 2024.
- Report on the Activities of the Board of Supervisors in 2023 and Operation Direction for 2024.

1.2. Approval of the proposal contents:

1.2.1. Approval of the audited financial statements for 2023 of the Parent Company and the consolidated financial statements:

Approval of the Parent Company's financial statements and the consolidated financial statements for 2023, prepared by the Board of General Directors and audited by AASC Auditing Firm Company Limited.

✓ **Balance Sheet (audited):**

Criteria	Unit	Parent	Consolidated
1. Total assets	Billion	1,793.7	2,447.3
1.1. Current assets	Billion	808.9	1,480.4
1.2. Non-current assets	Billion	984.8	966.9
2. Total capital sources	Billion	1,793.7	2,447.3
2.1. Liabilities	Billion	980.5	1,465.9
2.2. Owner's equity	Billion	813.2	981.4

✓ **Income Statement (audited):**

Total revenue: Parent company: 4,526.9 billion VND; Consolidated: 7,567.8 billion VND

Profit before tax: Parent company: 141.6 billion VND; Consolidated: 72.3 billion VND.

Profit after tax: Parent company: 131.8 billion VND; Consolidated: 58.1 billion VND.

Details of the financial statements as of December 31, 2023, are available on the company's website: vgpipe.com.vn

(According to Proposal No. 01/2024/TT-DHDCD-VGS dated April 06, 2024)

Approval rate: 100%

1.2.2. Approval of the profit distribution plan, appropriation to funds for 2023, and the plan for 2024

➤ **Approval of the profit distribution for 2023:**

No.	Explanation	Rate (%)	Amount (VND)
1.	Undistributed profit after tax as of December 31, 2023		38,943,801,322
2.	Appropriation to the Reward Fund	3	1,168,314,040
3.	Appropriation to the Welfare Fund	1	389,438,013
4.	Appropriation to the Development Investment Fund	5	1,947,190,066

➤ **Approval of the expected production and business plan for 2024:**

No.	CRITERIA	UNIT	PARENT COMPANY	CONSOLIDATED
1	Revenue	billion VND	4,300	7,100
2	Profit before tax	billion VND	40	70
3	Corporate income tax	billion VND	8	14
4	Profit after tax	billion VND	32	56

➤ **Approval of the appropriation to expected funds for 2024 from after-tax profit:**

No.	Fund name	Appropriation rate
1.	Reward Fund	Not exceeding 5% of after-tax profit
2.	Welfare Fund	Not exceeding 5% of after-tax profit
3.	Development Investment Fund	Not exceeding 10% of after-tax profit

- Authorizing the Company's Board of Directors to: Decide the timing of profit distribution and appropriation to funds for 2024, in accordance with the company's production and business situation.

(According to Proposal No. 02/2024/TT-DHDCD-VGS dated April 06, 2024)

Approval rate: 100%

1.2.3. Approval of the finalization of remuneration for the Board of Directors (BOD) and the Board of Supervisors (BOS) in 2023, as well as the remuneration plan for 2024. Specifically as follows:

➤ **Finalization of remuneration for the BOD and BOS in 2023**

- ✓ The remuneration for the BOD and BOS approved at the Annual General Meeting of Shareholders in 2023 was: 3% of after-tax profit from the audited Financial Statements, equivalent to 3,953,983,240 VND.
- ✓ Actual remuneration paid to the BOD and BOS in 2023 was: 456,000,000 VND.
- ✓ Thus, the actual remuneration paid to the BOD and BOS in 2023 reached 11.5% of the plan.

➤ **Remuneration plan for BOD and BOS for 2024**

- ✓ Remuneration for Board of Directors and Board of Supervisors with maximum payment not exceeding 3% of after-tax profit from the audited Financial Statements.
- ✓ Authorizing the Chairperson of BOD and Board of General Directors to decide the specific form and level of remuneration for members of the BOD and Board of Supervisors based on the functions and duties of each position for appropriate distribution.

(According to Proposal No. 03/2024/TT-DHDCD-VGS dated April 06, 2024)

Approval rate: 100%

1.2.4. Approval of the dividend distribution for 2023 as follows:

- Total number of outstanding shares: 53,269,670 shares
- Par value per share : 10,000 VND
- Dividend rate for 2023 : 5%/Par value per share
- Form of dividend payment : By shares
- Source of dividend payment : From 2023 after-tax profit
- Expected time of dividend payment: From Quarter II to Quarter IV 2024.

(According to Proposal No. 04/2024/TT-DHDCD-VGS dated April 06, 2024)

Approval rate: 99.8%

1.2.5. Approval of the share issuance plan for dividend payment in 2023 as follows:

➤ Approval of the share issuance plan for dividend payment in 2023

- ✓ Share name: VIETNAM GERMANY STEEL PIPE JOINT STOCK COMPANY
- ✓ Stock code: VGS
- ✓ Type of shares: Ordinary shares
- ✓ Charter capital: 532,696,700,000 VND (*Five hundred thirty-two billion, six hundred ninety-six million, seven hundred thousand dong*/.)
- ✓ Par value per share: 10,000 VND/share (*Ten thousand dong per share*)
- ✓ Number of issued shares: 53,269,670 shares (*Fifty-three million, two hundred sixty-nine thousand, six hundred seventy shares*)
- ✓ Number of treasury shares: 0 shares (*Zero shares*)
- ✓ Number of outstanding shares: 53,269,670 shares (*Fifty-three million, two hundred sixty-nine thousand, six hundred seventy shares*)
- ✓ Number of shares expected to be issued: 2,663,484 shares (*Two million, six hundred sixty-three thousand, four hundred eighty-four shares*)
- ✓ Issuance price: 10,000 VND/share (*Ten thousand dong per share*)
- ✓ Total value of issued shares: 26,634,840,000 VND (*Twenty-six billion, six hundred thirty-four million, eight hundred forty thousand dong*)
- ✓ Issuance target: All existing shareholders named on the register at the date of finalizing the shareholder list for exercising the right to receive shares.
- ✓ Rights execution ratio for shareholders: 100:5 (At the date of finalizing the shareholder list to exercise rights, shareholders owning 100 shares will receive 5 newly issued shares).
- ✓ Purpose of issuance: To pay 2023 dividends to shareholders by shares.
- ✓ Source of funds for issuance: Derived from after-tax profit as of December 31, 2023, according to the audited financial statements for 2023.
- ✓ Rounding principles and Fractional share handling: The number of issued shares will be rounded down to the nearest whole unit, any decimal fraction (if any) will be cancelled.
For example: Shareholder A owns 543 shares. With the right execution ratio of 100:5, the number of shares that shareholder A will receive is $543/100 \times 5 = 27.15$ shares. According to the rounding principle above, the new number of shares that shareholder A will receive is 27 shares. The fractional 0.15 share will be canceled.
- ✓ Regulations on transfer restrictions: No transfer restrictions.
- ✓ Expected issuance time: After obtaining approval from authorized State agencies; expected from Quarter II to Quarter IV 2024.
- ✓ Distribution method:
 - For deposited securities: Securities holders shall complete procedures to receive dividends by shares at Depository Members where securities holders have opened their securities depository accounts.
 - For non-deposited securities: Securities holders shall complete procedures to

receive dividends by shares at the headquarters of Vietnam Germany Steel Pipe Joint Stock Company, Binh Xuyen Industrial Park, Dao Duc Town, Binh Xuyen District, Vinh Phuc Province.

➤ **Approval of charter capital change in the Company's Charter and adjustment of Business Registration Certificate at the Department of Planning and Investment of Vinh Phuc Province after obtaining approval for the Issuance Result Report to the State Securities Commission.**

➤ **Approval of the authorization to the Company's Board of Directors**

The General Meeting of Shareholders authorizes the Company's Board of Directors to carry out tasks related to the issuance of shares for 2023 dividend payment as follows:

- ✓ Decide to modify, supplement, complete and specify detailed contents of the above share issuance plan and/or modify, supplement, change the issuance plan when necessary or as required by competent agencies to ensure the successful issuance;
- ✓ Select the issuance timing, develop, complete, modify, supplement (if any) the share issuance documents for submission to competent agencies;
- ✓ Decide when to finalize the list of shareholders to exercise rights, other timelines related to the implementation of the issuance, and carry out procedures for finalizing the shareholder list according to regulations;
- ✓ Implement modifications and supplements to relevant clauses in the Company's Charter to record the new increased Charter Capital after completing the issuance;
- ✓ Approve the increase of charter capital and carry out necessary legal works and procedures to change the Charter Capital in the Business Registration Certificate corresponding to the total par value of actually issued shares after completing the issuance;
- ✓ Carry out related procedures with the State Securities Commission; Vietnam Securities Depository and Clearing Corporation (VSDC); Hanoi Stock Exchange (HNX) and Department of Planning and Investment of Vinh Phuc Province.
- ✓ Decide on other arising issues related to the implementation process of share issuance for 2023 dividend payment to Company shareholders as required by competent State agencies.

(According to Proposal No. 05/2023/TT-DHDCD-VGS dated April 06, 2024)

Approval rate: 99.81%

1.2.6. Approval of the Real Estate Project Investment Authorization Regulations to meet the Company's actual governance, business, and investment operations. Specifically as follows:

➤ **The necessity of issuing Real Estate Project Investment Authorization Regulations:**

According to the provisions of the current Company's Charter, most of the content regarding the authority of the General Meeting of Shareholders, Board of Directors,

and General Director is currently built on general principles stipulated in the Securities Law 2019 and Law on Enterprises 2020.

In practice, during the Company's implementation of the investment and business activities, if the authority of Company bodies is only regulated based on general principles, it cannot cover all arising work due to the specifics of each business sector and each investment project of the Company. The implementation process of the Viet Duc Legend City Urban Area Project in Binh Xuyen District, Vinh Phuc Province has been generating work items whose approval authority is not yet clearly defined, including but not limited to: approval of feasibility study reports, design drawings, establishment of project support units and appointment of corresponding positions, selection and signing contracts with contractors, etc., as there are no specific regulations in the Company's Charter and internal governance regulations. The lack of implementation basis poses a risk of incorrectly identifying the entity with approval authority, affecting the overall project progress as well as the legitimate rights and interests of the Company's shareholders.

Besides the contents not specifically regulated regarding authority in the Company's Charter, during the implementation of investment procedures for the Viet Duc Legend City Urban Area Project, there are many work items and transactions that occur regularly but according to the Charter must all be approved by the General Meeting of Shareholders and Board of Directors. However, the reality of real estate investment projects requires that decisions about investment, construction, and transactions with contractors and other partners at the project need to be made urgently and quickly to meet the approved schedule. Meanwhile, the process of preparing and organizing meetings of the Board of Directors and General Meeting of Shareholders requires considerable time to issue approval resolutions. Submitting to the General Meeting of Shareholders and Board of Directors for approval in these situations cannot meet time requirements and may affect the progress that the Company has committed to with state agencies and/or partners. To resolve this issue, it is necessary to develop a authorization plan for individuals holding management positions to decide on regularly arising issues to ensure flexibility and proactivity in coordinating Project investment activities.

Typically, the delegation of authority between internal corporate bodies is usually implemented through an authorization mechanism under civil law. However, through reviewing and evaluating the State Securities Commission's guidance documents for public companies in recent years, the State Securities Commission has expressed a position not supporting the application of authorization methods to distribute authority already specified in the Charter from one body to another. Therefore, to create a foundation for a scientific authorization system, that meets internal business needs and ensures conformity with state agencies' viewpoints, the BOD respectfully requests the GMS to consider approving the distribution of authority within the Company to executive bodies in real estate project investment activities through the **issuance of Real Estate Project Investment Authorization Regulations** to distribute authority within the Company to executive bodies.

In addition to enhancing flexibility in Project implementation, the authorization mechanism also helps increase responsibility and maximize the proactiveness of executive bodies and positions within the enterprise. The distribution of power to company bodies/positions creates a scientific and unified authorization system for real estate investment activities, especially in the context of the company expanding its scale into potential areas beyond steel production. From a professional perspective, when delegating authority to certain bodies and positions with experience in implementing real estate projects, it also helps limit risks for higher-level bodies when reviewing and making decisions.

➤ **Content of Real Estate Project Investment Authorization Regulations**

The Company's Board of Directors respectfully submits to the General Meeting of Shareholders for approval the issuance of Real Estate Project Investment Authorization Regulations as follows:

✓ Name of Regulations: Real Estate Project Investment Authorization Regulations

✓ Content of Regulations:

Based on the principles in the Charter, the Real Estate Project Investment Authorization Regulations establish a specific authorization mechanism for implementing investment procedures, construction deployment, business operations, and finalization of Real Estate Projects for bodies and/or positions within the Company, including:

- (1) General Meeting of Shareholders;
- (2) Board of Directors;
- (3) Chairperson of the Board of Directors; and
- (4) General Director.

(Details of the draft Real Estate Project Investment Authorization Regulations are attached to the Proposal).

➤ **Assign and authorize the Company's Board of Directors to decide on:**

✓ All related issues when implementing the issuance of Real Estate Project Investment Authorization Regulations mentioned in Section 2 above, including supplementing, clarifying, and continuing to proactively modify the contents, adjusting the order of Articles, clauses, and points to comply with legal regulations and actual situations between two General Meeting of Shareholders sessions, as well as addressing language, grammar, and spelling in the Regulations.

✓ Implementing amendments and supplements to other related internal regulations to align with the Charter and Real Estate Project Investment Authorization Regulations.

(According to Proposal No. 06/2024/TT-DHDCD-VGS dated April 06, 2024)

Approval rate: 100%

1.2.7. Approval of amendments and supplements to the Charter:

➤ Approve the content of amendments and supplements to the Company's Charter with detailed articles as attached to this proposal.

- Assign and authorize the Company's Board of Directors to decide on:
 - ✓ All related issues when implementing amendments and supplements to the Company's Charter mentioned in Section 1 above, including supplementing, clarifying, and continuing to proactively modify the contents, adjusting the order of Articles, clauses, and points to comply with legal regulations and actual situations between two General Meeting of Shareholders sessions, as well as appropriately addressing language, grammar, and spelling in the Charter.
 - ✓ All related issues in reporting and registering with relevant agencies regarding amendments, supplements, and adjustments to the contents of the Charter in Sections 1 and 2 (i) above.
 - ✓ Implementing amendments and supplements to other related internal regulations to align with the new Charter.
- Assign the Company's legal representative to organize the review, finalization, and signing of the Company's new Charter.

(According to Proposal No. 07/2024/TT-DHDCD-VGS dated April 06, 2024)

Approval rate: 100%

1.2.8. Approval of the adjustment plan for the Viet Duc Legend City Urban Area Project - Project investment capital sources and other project-related issues during implementation. Specifically as follows:

The Viet Duc Legend City Urban Area Project was approved by the People's Committee of Vinh Phuc Province for Vietnam Germany Steel Pipe Joint Stock Company to be the employer in Decision No. 2204/QD-UBND dated August 10, 2010; Decision No. 2604/QD-UBND dated September 29, 2011 authorizing investment in the Viet Duc Legend City Urban Area Project; Document No. 2902/UBND-CN3 dated April 21, 2020. The project has a total area of 620,798m² at the intersection of Me Linh main urban axis road with National Highway 2A, Dao Duc Town, Binh Xuyen District, Vinh Phuc Province.

➤ ***Current project implementation status***

- ✓ The progress of achieving the primary operational objectives of the project has recently focused on compensation and site clearance for Phase 1 and preparation for Phase 1 infrastructure investment.
- ✓ The project has been allocated land in 2 phases with a total area of 214,481.4m² in Decision No. 2954/QD-UBND dated October 26, 2021 and Decision No. 1829/QD-UBND dated July 22, 2020; Decision No. 341/QD-UBND dated February 23, 2024. Land use fees paid: 560.38 billion VND for the two land allocations. And the Provincial People's Committee has approved the land allocation adjustment according to the 1/500 planning.
- ✓ The project has received **Environmental Impact Assessment (EIA)** approval in Decision No. 3229/QD-UBND dated December 29, 2019; Fire Prevention and Fighting approval in Decision No. 142/PC dated July 21, 2020; and housing design adjustment approval in Document No. 8408/UBND-CN3 dated September 24, 2021.

- ✓ The project has received approval for investment policy adjustment and investor approval from People's Committee of Vinh Phuc Province in Decision No. 1177/QD-UBND dated May 31, 2023.
- ✓ The project has been appraised by the Ministry of Construction for the **Feasibility Study Report on construction investment** for the following items: Project-wide technical infrastructure system, low-rise housing buildings (Phase 1), high-rise social housing buildings (Phase 1), and Wastewater Treatment Plant No. 2 according to Document No. 234/HDXD-QLKT dated September 22, 2023.
- ✓ The project has been approved by the Ministry of Natural Resources and Environment for the appraisal results of the project's environmental impact assessment report under Decision No. 3501/QD-BTNMT dated November 27, 2023.
- ✓ The design for fire prevention and fighting for Phase 1 Technical Infrastructure, including: Access roads for fire trucks and the external fire water supply system, has been approved by the Fire Prevention, Fighting and Rescue Police Department of the Ministry of Public Security under Certificate No. 509/TD-PCCC dated February 06, 2024.
- ✓ Currently, the Project Management Board is coordinating with relevant agencies to complete compensation and site clearance for the remaining area of Phase I and initiate work for Phase II, as well as complete the permitting procedures for urban area infrastructure.

➤ ***Contents and reasons for requesting project adjustments***

The Viet Duc Legend City Urban Area Project now needs to adjust 03 contents including: Adjustment of project construction scale; Adjustment of total project investment capital; and Adjustment of project implementation schedule. The reasons for adjustment are as follows:

❖ ***Regarding project investment scale***

- ✓ Total land area for project implementation: 620,798m², divided into 2 phases: Phase 1, implemented on an area of 275,159m²; Phase 2, implemented on a land area of 345,639m².
- ✓ Products and services provided:
 - Housing products: Townhouses, villas to be constructed with rough finishing and completed exterior; commercial and social apartment buildings to be completely constructed for transfer to customers.
 - Social infrastructure products: Commercial and service areas, kindergartens, inter-level schools, medical facilities: will be completed and leased for business operations; cultural houses to be completely constructed and transferred to local authorities.
 - Technical infrastructure products: to be completely constructed and transferred to operating management units and local authorities.
- ✓ Scale of construction architecture:

- Phase 1, implemented area: 275,159m². Including the following construction items:
 - Townhouses: Number of units: 197, Construction area of 26,111.0m², construction floor area of 104,444.0m², 5 floors, construction density of 80%, floor area ratio (FAR) of 4 times;
 - Villas: Number of apartments: 201, Construction area of 54,270.0m², construction floor area of 101,016.2m², 3 floors, construction density of 53-60%, floor area ratio (FAR) of 1.59 times;
 - Commercial apartment buildings: Number of apartment buildings: 02, Construction area of 15,750.0m², construction floor area of 90,536.5m², 20 floors, construction density of 40%, floor area ratio (FAR) of 8.0 times;
 - Social houses: Number of apartment buildings: 04, Construction area of 15,720.0m², construction floor area of 30,790.0m², 9 floors, construction density of 40%, floor area ratio (FAR) of 3.6 times;
 - Commercial service areas: Number of buildings: 05, Construction area of 18,652.0m², construction floor area of 55,956.0m², 5 floors, construction density of 60%, floor area ratio (FAR) of 3.0 times;
 - Public facilities: Construction area of 14,273m², including: Cultural houses (*Construction area of 2,903.5m², construction floor area of 2,322.80m², 2 floors, construction density of 40%, floor area ratio (FAR) of 0.80 times*), Kindergartens 1 (*Construction area of 4,378.0m², construction floor area of 3,502.4m², 2 floors, construction density of 40%, floor area ratio (FAR) of 0.80 times*), Kindergartens 2 (*Construction area of 3,276.0m², construction floor area of 2,620.8m², 2 floors, construction density of 40%, floor area ratio (FAR) of 0.80 times*), Medical facilities (*Construction area of 3,715.5m², construction floor area of 4,458.6m², 3 floors, construction density of 40%, floor area ratio (FAR) of 1.2 times*).
 - Other items include: Land for greenery and sports: 14,969.0m²; Land for greenery and flower gardens: 18,330 m²; Land for traffic roads and technical hubs: 87,424m²; Parking area: 9,660m².
- Phase 2, implemented area: 345,639m². Including the following construction items:
 - Townhouses: Number of units: 185, Construction area of 26,353.0m², Floor construction area: 106,140.0m², 5 floors, construction density of 80%, floor area ratio (FAR) of 4 times;
 - Villas: Number of apartments: 203, construction area of 62,980.0 m², construction floor area of 103,917.0 m², 3 floors, construction density of 55%, floor area ratio (FAR) of 1.59 times.
 - Social Houses: Number of apartment buildings: 6, construction area of 34,418.0 m², construction floor area of 108,416.7 m², 9 floors, construction density of 35%, floor area ratio (FAR) of 3.15 times.

- Commercial Service Areas: Number of buildings: 1, construction area of 23,924.0 m², construction floor area of 47,848.0 m², 5 floors, construction density of 40%, floor area ratio (FAR) of 2.0 times.
- Public facilities: Construction area of 29,918.0 m², including:
 - Kindergarten No. 3 (*Construction area of 3,644.0 m², construction floor area of 2,915.2 m², 2 floors, construction density of 40%, floor area ratio (FAR) of 0.8 times*), Primary Schools (*Construction area of 13,587.0 m², construction floor area of 10,869.6 m², 2 floors, construction density of 40%, floor area ratio (FAR) of 0.8 times*). Secondary Schools (*Construction area of 12,687.0 m², construction floor area of 15,224.4 m², 3 floors, construction density of 40%, floor area ratio (FAR) of 1.2 times*).
 - Other items include: Land for greenery and sports: 32,005.0 m²; Land for greenery and flower gardens: 36,901.0 m²; Land for traffic roads and technical hubs: 98,585.0 m².

(According to the detailed construction planning at a rate of 1/500 approved under Decision No. 1101/QD-UBND dated May 09, 2011; No. 3156/QD-UBND dated December 20, 2018; No. 751/QD-UBND dated April 18, 2022; No. 1292/QD-UBND dated June 09, 2023; and No. 1588/QD-UBND dated July 18, 2023.)

- ✓ Population Size: Approximately 8,640 people.

❖ **Regarding the adjustment of Project Investment Capital**

Due to changes in the detailed 1/500-rate planning, which altered the construction scale of the project, and changes in the construction timeline, the current construction unit price specified in Decision No. 610/QD-BXD of 2022 by the Ministry of Construction has significantly increased compared to the unit price in 2011. The adjusted figures are as follows:

- ✓ Total investment capital: 6,269.013 billion VND (Six thousand, two hundred sixty-nine billion, zero hundred and thirteen million dong), including VAT. This total covers land clearance and resettlement costs, investment in technical infrastructure, residential, commercial, and public buildings, interest during construction, and working capital. In which:
 - Employer's contributed capital: 1,148.6 billion VND (*One thousand, one hundred forty-eight billion, six hundred million dong*). Including: Contributed capital in the phase 1: 648.6 billion VND, Contributed capital in the phase 2: 500.0 billion VND.
 - Mobilized capital: 5,120.413 billion VND (*Five thousand, one hundred and twenty billion, four hundred and thirteen million dong*). Including: Loan capital in the phase 1: 2,668.129 billion VND, Loan capital in the phase 2: 2,452.284 billion VND.

❖ **Regarding the adjustment of the Project implementation schedule**

- ✓ Capital contribution and capital mobilization schedule:

- Employer's contributed capital: 1,148.6 billion VND (One thousand, one hundred and forty-eight billion, six hundred million dong). Including: Contributed capital in the phase 1: 648.6 billion VND, contributed 382 billion VND, continuing to contribute 266.6 billion VND until the Quarter II/2023. Contributed capital in the phase 2: 500.0 billion VND, fully contributed until the end of the Quarter IV/2026.
- Bank loan capital: 5,120.413 billion VND (Five thousand, one hundred and twenty billion, four hundred and thirteen million dong). Including: Loan capital in the phase 1: 2,668.129 billion VND, loan term until the end of 2026, Loan capital in the phase 2: 2,452.284 billion VND, loan term from Quarter II/2023 to Quarter IV/2028.
- ✓ Basic construction schedule and phasing of investment
Divided into 2 phases, specifically as follows:
 - Phase 1, implement on an area of: 275,159 m², implementation schedule until Quarter I/2026.
 - Phase 2, implement on an area of: 345,639 m², implementation schedule until Quarter IV/2028.
- ❖ *Regarding the addition of the project's operating period: until September 29, 2060.*
- *Contents of the request for shareholders' opinions for the Viet Duc Legend City Urban Area Project*

As analyzed above, the Viet Duc Legend City Urban Area Project is a project with a relatively large total investment and scale. On the other hand, the project needs to implement investment in construction of works on land to synchronize the landscape and architecture according to the approved planning. Therefore, in order to proactively implement the Project investment according to the approved plan, as well as create initiative in the implementation process, in arranging capital sources as well as in the sales of the Project.

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval of the following contents:

- ✓ Agree to approve the adjustment of the Viet Duc Legend City Urban Area Project with the contents approved by the People's Committee of Vinh Phuc Province to adjust the investment policy and at the same time approve the Employer in Decision No. 1177/QD-UBND dated May 31, 2023.
- ✓ Agree to use the existing owner's equity as of December 31, 2023 to contribute capital for investment in the phase 1 and phase 2 of the Project and use the Profit after tax from the following years from production and business activities and from the sale of products of Phase 1 of the Project to contribute capital for investment in Phase 2 to ensure capital participation according to State regulations. In case the Company's Profit does not meet the requirements, it will agree to issue shares to existing shareholders or issue public offerings to increase capital for the Company to contribute capital to the Project.

- ✓ The tasks, procedures and transactions in the stages of investment preparation; organization of project construction investment; sales of products formed from the Project, the Board of Directors shall proactively organize the implementation based on the Real Estate Project Investment Authorization Regulations approved by the General Meeting of Shareholders.

(According to Proposal No. 08/2024/TT-DHDCD-VGS dated April 06, 2024).

Approval rate: 99.8%

1.2.9. Approval of selection of the auditing unit for the Financial Statements 2024. Specifically as follows:

The Board of Supervisors respectfully submits to the General Meeting of Shareholders of the Company for approval of the selection of the auditing unit for the Financial Statements 2024, specifically as follows:

➤ Criteria and selection list

- ✓ Be one of the auditing companies approved by the State Securities Commission to audit listed enterprises.
- ✓ Be one of the leading auditing companies, reputable for auditing quality, with extensive experience in auditing financial statements in the fields of real estate and services.

➤ Proposal

In 2023, the Board of Supervisors selected AASC Auditing Firm Company Limited as the auditing unit for the Financial Statements 2023. Therefore, after considering the capacity, experience and suitability, the Board of Supervisors found that AASC Auditing Firm Company Limited is the most suitable to audit the Financial Statements 2024. Therefore, the Board of Supervisors respectfully submits to the Company's General Meeting of Shareholders:

- ✓ Approval of the selection of AASC Auditing Firm Company Limited as the auditing unit for the Financial Statements 2024 of Vietnam Germany Steel Pipe Joint Stock Company.
- ✓ Authorize the Chairperson of the Board of Directors to select the time, discuss, negotiate and sign an audit contract with an approved auditing unit in accordance with the provisions of the Company's Charter and the provisions of law.

(According to Proposal No. 07/2023/TT-DHDCD-VGS dated April 15, 2023).

Approval rate: 100%

1.2.10. Approval of the Resolution of the General Meeting

- The Resolution consists of 11 pages and was approved by the Annual General Meeting of Shareholders in 2024 of Vietnam Germany Steel Pipe Joint Stock Company, held on April 06, 2024.
- The Resolution takes effect from April 06, 2024, the Board of Directors of Vietnam Germany Steel Pipe Joint Stock Company is responsible for organizing and leading the Company to implement the contents of the Resolution.
- The Resolution will be sent to all shareholders of Vietnam Germany Steel Pipe Joint Stock Company via the Website: vgpipe.com.vn

Approval rate: 100%

II. BOARD OF DIRECTORS

1. Information on the members of the Board of Directors:

The BOD for the 2022-2026 term elected by the General Meeting of Shareholders at the Annual General Meeting of Shareholders in 2022 is as follows:

- The number of members of the BOD during the term is 6 members.
- The structures of members of the non-executive BOD and the independent BOD meet the standards in Article 155 of the Law on Enterprises 2020, specifically:
 - + The number of members of the executive BOD: 03 members.
 - + The number of members of the non-executive BOD is 3 members. Of which: the number of members of the independent BOD is 02 members.
- Composition and title of each member of the BOD for the 2022-2026 term is as follows:

No.	BOD member	Position	Start date/date of ceasing to be a member of the BOD/independent BOD	
			Appointment	Dismissal
1	Le Minh Hai	Chairperson of the BOD	16/04/2022	
2	Nguyen Huu The	Member of the executive BOD	16/04/2022	
3	Nguyen Thi Nhi	Member of the executive BOD	16/04/2022	06/09/2024
4	Le Quoc Khanh	Member of the BOD	16/04/2022	09/09/2024
	Le Quoc Khanh	Vice Chairperson of the BOD	09/09/2024	
5	Nguyen Trong Dac	Member of the independent BOD	16/04/2022	
6	Bui Van Hieu	Member of the independent BOD	16/04/2022	

2. Meetings of the BOD

Comply with the provisions of the Charter of Organization and Operation of VGPIPE and the Internal Regulations of the BOD, in 2024, the BOD held meetings, specifically as follows:

No.	Member of the BOD	Number of meetings attended by the BOD	Meeting attendance rate (%)	Reasons for not attending meeting
1	Le Minh Hai	9/9	100%	

No.	Member of the BOD	Number of meetings attended by the BOD	Meeting attendance rate (%)	Reasons for not attending meeting
2	Nguyen Huu The	9/9	100%	
3	Nguyen Thi Nhi	5/9	55.6%	Dismissal
4	Le Quoc Khanh	9/9	100%	
5	Nguyen Trong Dac	9/9	100%	
6	Bui Van Hieu	9/9	100%	

3. Supervisory activities of the BOD over the Board of Management:

3.1. Assessment of the BOD on activities of the Board of Management and management levels

In general, in 2024, the BOD operated in accordance with the provisions of the Law on Enterprises, the Charter; Internal regulations on Corporate Governance of the Company.

The meetings of the BOD were held regularly and flexibly according to the production and business situation.

The BOD closely followed the actual situation of the Company to fully, promptly and effectively implement the Resolutions of the General Meeting of Shareholders and the Resolutions of the Board of Directors.

The BOD proposed and implemented appropriate solutions to strengthen the management, direction and supervision of the Company's activities and perform well its functions and tasks.

The resolutions and decisions of the BOD are built on the principle of collectiveness, issued based on the consensus of all members, ensuring objectivity and concentration of the intelligence of the members of the BOD.

The activities of the BOD are closely, effectively and diversely implemented in many forms, through working sessions between the BOD/members of the BOD and the Executive Board.

The supervision of instructions of the the BOD has been given special attention, to ensure that all Resolutions, Decisions, Directives, and Conclusions of the Chairperson of the BOD and Members of the BOD are closely, regularly, continuously monitored and ensure quality and efficiency.

The BOD has closely followed the actual situation of the Company to fully, promptly and effectively implement, and at the same time, carry out supervision of the General Director and members of the Board of General Directors in the management of production and business activities according to the Resolution of the General Meeting of Shareholders.

The BOD has proposed and implemented appropriate solutions to strengthen the management, direction and supervision of the Company's activities and perform well its functions and tasks.

According to assessment of the BOD, the Board of General Directors has seriously implemented the Resolution of the General Meeting of Shareholders and the Resolutions of the BOD.

In 2024, the Board of Management advised and proposed the BOD to carry out the following tasks:

- Successfully organize the Annual General Meeting of Shareholders in 2024 on April 06, 2024.
- Develop a production and business plan and other plans approved by the Annual General Meeting of Shareholders in 2024.
- Develop a production and business plan for 2025 to be submitted to the General Meeting of Shareholders for approval at the next General Meeting of Shareholders.
- Approve the audited financial statements and evaluate the Company's production and business performance monthly and quarterly, and the 6-monthly reports are reviewed by the Auditing Company.
- Direct business development orientation, develop technical and economic norms, and investment work.
- Provide advice, restructure, arrange, mobilize, appoint, and dismiss a number of leaders in the Company's management apparatus and affiliated units in accordance with regulations.
- The Company's operating areas under the direction of the BOD are all reported and periodically evaluated by the support department of the BOD. On that basis, provide complete and timely solutions to existing problems.
- Under the direction and supervision of the BOD, the Board of General Directors and members have promptly and seriously developed and implemented specific tasks and plans. The results of the implementation of assigned tasks and rights are fully and promptly reported by the Board of General Directors and members.
- The BOD highly appreciates the Board of General Directors for fulfilling its role well through timely and flexible business management solutions, in line with the policies and orientations of the BOD.
- The Board of General Directors and its members always identify the key and urgent tasks as the directions of the BOD. At the same time, it focuses on and pays attention to implementation to achieve the highest results.
- Advise the BOD on solutions to improve management capacity, perfect the organizational model, reduce staff, and use human resources with the right capacity to suit the Company's operations.
- Advise and consult the BOD to improve the document system, promote administrative reform, and apply information technology to the management of the company's document system.
- Advise and consult the BOD on advanced technologies, apply them to production activities to reduce costs and improve product quality.
- Continue to advise the BOD to improve the quality of human resources, build and foster corporate culture. Perform self-training and in-depth professional training, improve the qualifications of management leaders.

3.2. *Weekly progress meetings of the Board of General Directors:*

Every 2 times / 1 month, the Board of General Directors organizes a progress meeting, with the participation of Department Heads, Divisions; Representative Offices and Leadership of Subsidiaries and factories in the Company. The content of the meetings includes the following specific contents:

- Review and evaluate the operating situation, production and business results; Compare the implementation results with the same period last year and the completion rate of the annual plan.
- Report on the schedule and results of assigned tasks;
- Update information on market developments, propose appropriate adjustment solutions.
- Propose tasks and plans to be implemented in the following week.
- Ask for direction on issues related to the Company's operations.

The BOD nominates members of the BOD to attend progress meetings to supervise and monitor management and operation work and promptly make adjustments in accordance with the policies and orientations of the BOD and the General Meeting of Shareholders.

3.3. *Extraordinary meetings of the Board of General Directors:*

Members of the Board of Directors are invited to attend meetings to supervise, monitor and give directions in some necessary cases.

When it is necessary to make important decisions, at urgent times the Board of General Directors organizes extraordinary meetings to discuss and agree on issues and decisions raised.

3.4. *Extraordinary meetings of the BOD:*

The BOD holds necessary meetings to evaluate the management of the Board of General Directors, the implementation results of policies of the BOD, monthly business results, discuss and review the business plan for the following month and make important policies and decisions for the Company's operations.

4. Assessment of the Company's financial and accounting situation

During the inspection and supervision process, the BOD found that the Company's financial and accounting work during the year was carried out in accordance with the provisions of the Charter; Accounting standards and relevant laws.

Work and sign contracts with AASC Auditing Firm Company Limited in accordance with the Resolution of the General Meeting of Shareholders, to ensure independence and objectivity in auditing activities of the Company's financial statements. Announce information on the selection of the auditing unit within the prescribed time.

4.1. *Regarding the financial situation:*

In 2024, in accordance with the functions prescribed in the Charter and the Governance Regulations of the Company, the BOD has organized and implemented the following tasks:

- Review and evaluate the financial and accounting situation of the Company.

- Work with the independent auditing unit - AASC Auditing Firm Company Limited to ensure independence and objectivity in auditing the Company's financial statements.

The BOD confirms that the Company's financial situation in 2024 is good and transparent. Specifically:

- The Company fully complies with the requirements of current Vietnamese accounting standards and accounting regimes in organizing financial and accounting work.
- Accounting documents are strictly managed by the Company and systematically stored according to regulations, ensuring quick and complete searching when requested for inspection and auditing.
- The opening of accounting books and cash books is carried out in accordance with current regulations, recording and updating promptly and accurately the transactions arising during the day.
- Basic indicators on debt situation, loan capital, liquidity, asset utilization efficiency, provisioning, and owner's equity meet the regulations, principles, and standards on finance and accounting.
- The Company has made efforts in cost reduction, boosting sales to record net profit from production and business activities, effectively reducing outstanding loans, ensuring the Company's financial balance.

4.2. Regarding Financial Statements:

- The BOD confirms that the information in the business report; quarterly, 6-month, and annual financial statements of the Company (including separate statements and consolidated statements) are presented honestly, reasonably, consistently, in accordance with the provisions of current law and accounting standards.
- Based on the statements presented by the Board of General Directors at regular Board of Directors meetings, the results of actual inspections, as well as auditing data from the independent auditing unit, AASC Auditing Firm Company Limited, the BOD assesses that the Company's financial situation is transparent, clear and healthy.

5. Investment work:

The BOD has focused on directing the Company's Leadership and the Project Management Board to carry out a number of tasks related to the Viet Duc Legend City Project specifically:

- The project has been assigned in 2 phases with an area of 214,481.4 m² in Decision No. 2954/QD-UBND dated October 26, 2021 and 1829/QD-UBND dated July 22, 2020; 341/QD-UBND dated February 23, 2024. Land use fees paid: 560.38 billion VND of 2 land allocation phases. And the Provincial People's Committee has decided to adjust the land allocation according to the 1/500 planning.
- The project has been approved for EIA in Decision No. 3229/QD-UBND dated December 29, 2019; Approval of Fire Prevention and Fighting systems in Decision No. 142/PC dated July 21, 2020; Approval of adjustment of housing design in Document No. 8408/UBND-CN3 dated September 24, 2021.

- The project has been approved by the People's Committee of Vinh Phuc Province to adjust the investment policy and at the same time approved the employer in Decision No. 1177/QD-UBND dated May 31, 2023.
- The project has been appraised by the Ministry of Construction for the Feasibility Study Report on construction investment of the following items: Technical infrastructure system of the entire project, low-rise housing project (phase 1), high-rise social housing project (phase 1) and Wastewater Treatment Plant No. 2 according to Document No. 234/HDXD-QLKT dated September 22, 2023.
- The project has been approved by the Ministry of Natural Resources and Environment for the appraisal results of the environmental impact assessment report of the Project according to Decision No. 3501/QD-BTNMT dated November 27, 2023.
- The project has been approved by the Police Department of Fire Prevention and Fighting and Rescue, Ministry of Public Security for the Fire Prevention and Fighting design for Phase 1 Technical Infrastructure including: Traffic roads serving fire trucks and Outdoor fire fighting water supply system in Certificate No. 509/TD-PCCC dated February 06, 2024.
- The project has been granted Certificate No. 09/TD-PCCC dated January 13, 2025 by the Police Division of Fire Prevention and Fighting and Rescue of Vinh Phuc Province: approval of the fire prevention and fighting design of the High-rise Social Housing Project - Phase I.
- Complete the medium and long-term loan application of the Joint Stock Commercial Bank for Investment and Development of Vietnam, Phuc Yen Branch to supplement capital for the Project.
- Next implementation plan:
 - + Design the landscape for the Viet Duc Legend City Urban Area Project.
 - + Continue to direct the implementation of infrastructure construction, housing construction, landscape construction and traffic roads for the area assigned by the People's Committee of Vinh Phuc Province.
 - + Continue to coordinate with the People's Committee of Binh Xuyen District and the People's Committee of Dao Duc Town to implement site clearance for the remaining area of Phase 1 and Phase 2 of the project.
 - + Pay the remaining land use fee; taxes and fees according to regulations for the area assigned by the People's Committee of Vinh Phuc Province.
 - + In addition, mobilize capital from investment cooperation partners, issue bonds and shares to implement the project.

6. Inspection and supervision of transactions with related parties

The supervision and inspection of transactions with related parties are strictly implemented in accordance with legal regulations, details as follows:

- The conclusion and implementation of transactions must be approved by the BOD in accordance with the provisions of the Charter, the Governance Regulations and the current Regulations on Transactions with Related Parties of the Company, in

accordance with the provisions of the current Law on Enterprises and Law on Securities.

- The conclusion and implementation of transactions are based on equality and voluntariness in accordance with the provisions of law and the Company's regulations. All transactions are concluded in writing, ensuring transparency and harmonization of the interests of shareholders and the interests of the parties involved in the transaction.

7. Shareholder relations activities

The Company has provided timely and accurate information to shareholders, ensuring consistency and continuity of information. In addition, through traditional information channels such as websites, social networks, etc., shareholders have many sources of information to ensure the rights of all shareholders on the basis of equality and transparency.

8. Information disclosure activities in accordance with legal regulations

The Company always focuses on fully implementing the provisions of Circular 155/2015/TT-BTC and disclosing information accurately, promptly, and in accordance with legal regulations.

In addition to disclosing information in accordance with regulations, the Company also promptly updates and discloses important information that directly and indirectly affects the securities state management agency, shareholders, and investors.

9. Activities of subcommittees under the Board of Directors:

The Company does not establish subcommittees under the BOD, each specific area is assigned to the members of the BOD to be directly responsible.

10. Resolutions/Decisions of the Board of Directors:

No.	Resolution No.	Date	Content	Approval rate
1	01/2024-BBHDQT	18/03/2024	Working capital loan for 2024 at Vietnam International Commercial Joint Stock Bank – Dong Da Branch, Hanoi	100%
2	02/2024-NQHDQT	24/04/2024	Working capital loan for 2024 at Joint Stock Commercial Bank for Investment and Development of Vietnam – Phuc Yen Branch, Vinh Phuc	100%
3	04/2024-NQHDQT	15/05/2024	Approval of dividend payment for 2023 and Plan to issue shares, increase charter capital	100%
04	05/2024-NQHDQT	10/06/2024	Approval of dividend payment for 2023 and Plan to issue shares, increase charter capital (adjustment of some provisions of Resolution No. 04/2024-NQHDQT dated	100%

No.	Resolution No.	Date	Content	Approval rate
			May 15, 2024)	
05	06/2024-NQHDQT	17/07/2024	Approval of the issuance of the Real Estate Project Investment Authorization Regulations of Vietnam Germany Steel Pipe Joint Stock Company	100%
06	06A/2024-NQHDQT	27/08/2024	Approval of plan to sell and transfer assets and rights to use assets when necessary to meet capital needs for production and business activities and ensure contributed capital and schedule of capital contribution to the Project	100%
07	07/2024-NQHDQT	06/09/2024	Dismissal of the position of Deputy General Director; Information Disclosure and Corporate Governance Officer	100%
08	08/2024-NQHDQT	09/09/2024	Approval of the policy to establish a Supply Board under the Board of General Directors	100%
09	09/2024-NQHDQT	09/09/2024	Appointment of Vice Chairperson of the Board of Directors of the Company for the 2022-2026 term	100%
10	10/2024-NQHDQT	09/09/2024	Appointment of the Person in charge of Corporate Governance for the 2022-2026 term	100%
11	11/2024-NQHDQT	16/09/2024	Reception and Appointment of Deputy General Director of the Company for the 2022-2026 term	100%
12	12/2024-BBHDQT	26/10/2024	Working capital loan for the year 2024-2025 at Vietnam Joint Stock Commercial Bank for Industry and Trade - Binh Xuyen Branch, Vinh Phuc	100%

In addition to the above meetings, the Board of Directors of the Company also organizes specialized working sessions to discuss, clarify and unify directions for each activity of the Company.

III. BOARD OF SUPERVISORS

1. Information about the members of the Board of Supervisors:

The Board of Supervisors of the Company operates in accordance with the provisions of the Law and the Company's Charter. The Board of Supervisors' personnel during the year is 3 members.

No.	Member of the Board of Supervisors	Position	Date of commencement as a member of the Board of Supervisors	Qualifications
1	Ngo Vi Anh Tu	Head of Board	16/4/2022	Bachelor of Economics
2	Le Anh Chung	Member	16/4/2022	Bachelor of Laws
3	Nguyen Thi Hoa	Member	16/4/2022	Bachelor of Information Technology

2. Meeting of the Board of Supervisors:

No.	Member of the Board of Supervisors	Position	Number of meetings attended by the Board of Supervisors	Meeting attendance rate
1	Ngo Vi Anh Tu	Head of	1/1	100%
2	Le Anh Chung	Member	1/1	100%
3	Nguyen Thi Hoa	Member	1/1	100%

The Board of Supervisors also regularly nominates members to participate in the Company's weekly and extraordinary progress meetings to discuss and decide on contents and tasks within the functions and duties as prescribed by law.

3. Supervisory activities of the BOS towards the BOD, Executive Board of Management and Shareholders:

The Board of Supervisors has performed: Supervising compliance with the provisions of the Law and the Charter, Resolutions and Decisions of the BOD regarding the activities of the BOD, the Board of General Directors and other Managers in the management and operation of the Company.

The Board of Supervisors has closely coordinated with the BOD and the Board of General Directors to closely monitor the serious implementation of the work.

The members of the Board of Supervisors have all fulfilled their assigned duties and tasks well; fully attended regular meetings, consultations and exchanges; participated in discussions and unanimously passed issues and contents within the functions and tasks of the Board of Supervisors.

The Board of Supervisors has fully, promptly and qualitatively supervised the contents of supervision in accordance with the provisions of the Law and the Charter of the organization and operation of the Company. Through supervision, the Board of

Supervisors has made proposals and recommendations to the Company's Leadership to improve the Company's operational efficiency. The Board of Directors and the Executive Board have directed the units to fully implement the proposals and recommendations of the Board of Supervisors in accordance with regulations.

4. Supervision of compliance with the law and the Company's Charter in its operations:

Through monitoring work, the Board of Supervisors found that the Company's operations closely followed the orientations and directions of the Board of Directors and the Resolution of the Annual General Meeting of Shareholders in 2024 approved. The Board of Directors and the Executive Board have set out a specific action plan to ensure synchronous, drastic, effective and efficient implementation throughout the Company, always proactively improving management capacity while regularly reviewing and updating new legal regulations to supplement and amend the charter, organizational structure, procedures and regulations accordingly.

5. Supervision of the implementation of the Resolution of the General Meeting of Shareholders:

The Board of Directors has directed the Executive Board and member units in the Company to effectively implement the Resolution of the Annual General Meeting of Shareholders No. 01/2024/NQ/DHDCD-VGS dated April 06, 2024. The specific results are as follows:

- Closely follow the contents approved at the General Meeting to implement the business plan 2023 set forth by the General Meeting of Shareholders.
- Complete the business plan targets set forth by the General Meeting of Shareholders in 2024.
- The Board of Directors and the Executive Board have focused on directing related work to implement the Viet Duc Legend City Urban Area Project. Review the implementation and schedule of the Projects in the investment phase of the Company.
- The Company has selected AASC Auditing Firm Company Limited to audit the Interim Financial Statements 2024.

6. Supervision of management and operation:

Through supervision, the Board of Supervisors noted that the Board of Directors has directed the Executive Board to fully and correctly implement the Company's business orientation and objectives approved by the General Meeting of Shareholders. The activities and directions of the Board of Directors are expressed through Resolutions and Decisions within its authority, in compliance with the Charter, and the Regulations on organization and operation of the Board of Directors.

- The contents of the direction during the year focus on approving the implementation of the Business Production Plan in 2024.
- Inspect the reasonableness, legality, honesty and level of prudence in managing and operating business activities, systematicity, consistency and appropriateness of accounting work.

- Check and review the internal management documents issued by the Company to ensure compliance with current laws and regulations of the Company. Supervise the implementation of the provisions of the Law and the Company's regulations for the BOD and the Board of General Directors.
- Attend, speak, participate in discussions, and contribute opinions at meetings of the BOD and the General Director when invited or deemed necessary.
- Control the management and use of investment capital at subsidiaries and affiliated companies.
- Participate in monitoring the production and business activities and management work at subsidiaries and affiliated companies.
- Review policies and regulations, perfect the organizational model, improve the quality of human resources and standardize personnel work;
- Complete the internal control system, improve the quality, efficiency and effectiveness of inspection and supervision work;
- Direct units to develop medium and long-term development strategies as a foundation for the management, operation and implementation of the Company's business activities.
- Approve and publish the Company's annual report and financial statements as prescribed. The General Director has planned, developed and registered specific plans and tasks and organized their implementation at each appropriate time, promptly reported to the Board of Directors on the implementation results as well as any existing problems and difficulties and proposed for the Board of Directors to consider, handle and make appropriate adjustments...
- The specific instructions and management contents have been reported by the Executive Board and the Board of Directors to the General Meeting of Shareholders and the Board of Supervisors in agreement with the operational reports of the Executive Board and the Board of Directors.

7. Auditing results of the Financial Statements 2024

- The Board of Supervisors has selected AASC Auditing Firm Company Limited and signed a contract to audit the mid-year and full-year Financial Statements 2024.
- The financial statements are prepared in accordance with current Vietnamese Accounting standards and regimes, honestly and reasonably reflecting the financial situation at the end of the period.
- The financial statements are prepared fully and promptly, information on the financial situation is disclosed and explained clearly to meet the requirements of relevant agencies and employers; The Company's business and production results in 2024 are fully and clearly shown in the financial statements.
- The Company's recording, archiving of documents and preparation of accounting books and financial statements are honest and comply with the State's financial and accounting regulations.
- Details of the Quarterly and 6-month financial statements are posted on the website: vgpipe.com.vn.

8. Inspection, supervision and updating of the list of related persons of members of the BOD, members of the BOS, General Director and shareholders owning at least 5% of the voting shares:

- The Board of Supervisors regularly monitors and promptly updates the list of related persons of the Board of Directors, members of the Board of Supervisors, the General Director and shareholders owning at least 5% of the Company's voting shares, and supervises the disclosure of information regarding these changes.

9. Other activities:

- The Board of Supervisors has carried out many other regular and extraordinary activities such as monitoring the synthesis of opinions of the Board of Directors' members in the Company's business and management activities;
- Participate in the drafting of internal documents of the Company;
- Participate in the selection of an independent auditing organization and coordinate with the independent auditor in the process of auditing the Company's financial statements

10. Coordination of activities between the Board of Supervisors and the Board of Directors, the Executive Board of Management and other managers:

- Most members of the Board of Directors have knowledge and experience in the field of steel production, in addition to having qualifications in corporate governance because they have been trained and have held leadership positions in the enterprise for 20 years, on that basis, it shows that the Board of Directors has a full strategic vision to lead the Company.
- In general, the Board of Directors of the Company has fully and strictly performed the duties and rights of the Board of Directors according to the Company's charter, ensuring the direction and management of the Company in accordance with the law
- The coordination of activities between the Board of Supervisors and the Board of Directors, the Executive Board and other managers of the Company ensures the principle of compliance with the provisions of law, the Charter, internal management regulations and for the common interests of the Company.
- In 2024, based on the proposal of the Board of Supervisors, the Board of Directors has established mechanisms for coordinating activities and exchanging information between the Board of Directors, the General Director, departments and affiliated units, requiring all individuals at all levels and relevant departments to be informed, disseminated and propagated about policies, procedures, business objectives, and to properly perform their duties, responsibilities and rights.
- In 2024, the Board of Supervisors did not receive any petitions from shareholders regarding violations by the BOD and the Board of General Directors in performing their duties.

11. Some recommendations of the Board of Supervisors:

In order to effectively perform the role of representing shareholders to decide on the Company's operating policies, in 2024, the Board of Supervisors recommends that the Board of Directors and the Executive Board of the Company implement the following contents:

- Strengthen inspection, control of data, compliance with regulations on environment, occupational safety, fire prevention and fighting, ensuring compliance with legal regulations.
- Continue to consolidate and improve the system of regulations and processes of the Company to suit the practical production and business activities.
- Arrange human resources for appropriate departments to streamline the apparatus.
- Strengthen innovation activities, save costs for the Company.
- Improve the capacity of key staff, control the budget, calculate cash flow in detail and scientifically, balance capital sources, reasonable interest rates to maximize business efficiency for the Company.

IV. EXECUTIVE BOARD

The members of the Executive Board are as follows:

No.	Member of the Executive Board	Position	Date of birth	Date of appointment	Qualifications	Note
1	Nguyen Huu The	General Director	19/05/1970	27/04/2019	Mechanical Engineering and Manufacturing Technology Engineer	
2	Nguyen Thi Nhi	Deputy General Director	01/12/1978	01/07/2014	Bachelor of Accounting	Date of dismissal: 06/09/2024
3	Dang Dinh Mieng	Deputy General	16/02/1980	16/09/2024	Bachelor of Business	

V. CHIEF ACCOUNTANT

No.	Full name	Date of birth	Date of appointment	Qualifications
1	Nguyen Thi Thuy	10/08/1980	11/03/2015	Bachelor of Accounting

VI. TRAINING ON CORPORATE GOVERNANCE

The Company has sent staff to attend sessions to disseminate information disclosure regulations and other regulations for the activities of listed Companies organized by the State Securities Commission of Vietnam and the Hanoi Stock Exchange, and the Vietnam Securities Depository.

VII. LIST OF RELATED PERSONS OF THE PUBLIC COMPANY AND TRANSACTIONS OF RELATED PERSONS OF THE COMPANY WITH THE COMPANY ITSELF:

1. List of related persons of the Company

Details according to attached Form No. 03

2. Transactions between the company and related persons of the company; or between the company and major shareholders, insiders, related persons of the insiders:

None

3. Transactions between insiders of the company, related persons of insiders and subsidiaries, companies controlled by the company:

None

4. Transactions between the company and other entities:

- Transactions between the company and companies in which members of the Board of Directors, members of the BOS, Directors (General Directors) and other managers have been and are founding members or members of the BOD, Directors (General Directors) in the past three (03) years (from the date of report):

None

- Transactions between the company and companies in which related persons of members of the BOD, members of the BOS, Directors (General Directors) and other managers are members of the BOD, Executive Directors (General Directors):

None

- Other transactions of the Company (if any) that may bring material or non-material benefits to members of the BOD, members of the Board of Supervisors, Directors (General Directors) and other managers:

None

VIII. Stock transactions of insiders and related persons of insiders

1. List of insiders and related persons of insiders:

Details according to attached Form No. 03

2. Transactions of insiders and related persons on company shares:

No.	Person conducting transaction	Relationship with insider	Number of shares owned at the beginning of the period		Number of shares owned at the end of the period		Reason for increase or decrease (purchase, sale, conversion, bonus...)
			Number of shares	Rate	Number of shares	Proportion	
1	Le Minh Hai	Chairperson of the BOD	17,077,500	32.06%	17,931,375	32.06%	Dividend payment
2	Nguyen Thi Thanh Thuy	Wife of the Chairperson of the BOD	5,724,123	10.75%	6,010,328	10.75%	Dividend payment

No.	Person conducting transaction	Relationship with insider	Number of shares owned at the beginning of the period		Number of shares owned at the end of the period		Reason for increase or decrease (purchase, sale, conversion, bonus...)
			Number of shares	Rate	Number of shares	Proportion	
3	Le Khanh Huyen	Daughter of Chairperson of the BOD	4,389,550	8.24%	4,609,027	8.24%	Dividend payment
4	Le Quoc Khanh	Son of Chairperson of the BOD/Member of the BOD	2,745,050	5.15%	2,882,302	5.15%	Dividend payment
5	Nguyen Huu The	General Director/Member of the BOD	1,635,063	3.07%	1,716,816	3.07%	Dividend payment
6	Nguyen Thi Nhi	Deputy General Director/Member of the BOD	2,983,780	5.60%	1,729,000	3.09%	Dividend payment/sale
7	Ngo Vi Anh Tu	Head of the Board of Supervisors	101	0.00%	106	0.00%	Dividend payment
8	Ngo Vi Anh Tuan	Elder brother of Head of the Board of Supervisors	75	0.00%	78	0.00%	Dividend payment
9	Le Anh Chung	Member of the Board of Supervisors	5,538	0.01%	5,814	0.01%	Dividend payment
10	Nguyen Thi Thuy	Head of the Accounting and Finance Department	20	0.00%	21	0.00%	Dividend payment

IX. OTHER MATTERS TO NOTE:

None

Recipients:

- As above
- Company Archives

CHAIRPERSON OF THE BOARD OF DIRECTORS



LE MINH HAI