

**Report on Corporate Governance**  
(Issued with Circular No. 96/2020/TT-BTC dated November 16th, 2020 of Ministry of Finance)

**THANGLONG METAL WARES  
JOINT STOCK COMPANY**

**SOCIALIST REPUBLIC OF VIETNAM**

**Independence - Freedom – Happiness**

No: 01/2025/BCQT-KKTL

Hanoi, January 20th, 2025

**REPORT ON CORPORATE GOVERNANCE**  
(From January 1<sup>st</sup> to December 31<sup>st</sup>, 2024)

To: - State Securities Commission;  
- Stock Exchange.

- Company's name: **Thanglong Metal Wares Joint Stock Company**
- Head office: Sai Dong Street, Long Bien District, Hanoi.
- Phone number: 024 38759304      Fax: 0243 827 6670      Email:
- Charter capital: 192.000.000.000 VND
- Stock symbol: **KTL**
- Corporate governance model:
  - + General Meeting of Shareholders, Board of Directors, Board of Supervisor and General Director/Director
- Regarding the implementation of internal audit functions: In accordance with legal regulations

**I. Activities of General Meeting of Shareholders**

Information on meetings and Resolutions/Decisions of the General Meeting of Shareholders (including Resolutions of the General Meeting of Shareholders adopted in the form of written opinions:

No	Resolutions/Decisions number	Date	Description
1	01-NQ/ĐHCĐ/2024	15/06/2024	Resolution of the 2024 Annual General Meeting of Shareholders of Thanglong Metal Wares Joint Stock Company.

## II. Hội đồng quản trị

### 1. Thông tin về thành viên Hội đồng quản trị (HDQT):

No	Board of Directors	Position	Approved date/Resigned date/ Independent Board of Directors	
			Approved date	Resigned date
1	Pham Huu Hung	Member of the Board	08/08/2008	
		Chairman of the Board	05/10/2011	
2	Pham Hong Thanh	Member of the Board	08/08/2008	
3	Ho Quoc Binh	Member of the Board	08/08/2008	
4	Nguyen Quy Thinh	Outside board member	23/06/2018	
5	Hoang Tuan Anh	Outside board member	25/06/2023	

### 2. Các cuộc họp của HDQT:

No	Board of Directors	Number of Board of Directors meetings attended	Meeting attendance rate	Reason for not attending the meeting
1	Pham Huu Hung	6/6	100%	
2	Pham Hong Thanh	6/6	100%	
3	Ho Quoc Binh	6/6	100%	
4	Nguyen Quy Thinh	0/6	0%	Absence with reason
5	Hoang Tuan Anh	6/6	100%	

### 3. Supervisory Activities of the Board of Directors (BOD) towards the Executive Board.

The Board of Directors (BOD) regularly conducts supervisory activities towards the Executive Board. BOD members frequently exchange information and consult on important matters in the management of the company's business operations outside of regular meetings. The BOD's supervision of the Executive Board is carried out through monthly reports from the Executive Board to BOD members. The Board of Directors has closely directed, supervised, and supported the implementation of the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors

### 4. Activities of the subcommittees under the Board of Directors.

### 5. Resolutions/Decisions of the Board of Directors:



No	Resolutions/Decisions number	Date	Description	Rate
1	01-NQ/HĐQT/2024	30/01/2024	<ul style="list-style-type: none"> <li>Approval of the 2023 Income Statement, the 2024 Plan Targets, and 09 Implementation Measures for 2024.</li> </ul>	100%
2	02-NQ/HĐQT/2024	23/04/2024	<ul style="list-style-type: none"> <li>Approval to extend the time for the 2024 Annual General Meeting of Shareholders (AGM) to June 2024.</li> <li>Approval of the 2024 AGM organization plan as follows: <ul style="list-style-type: none"> <li>+ Record date: 16/05/2024</li> <li>+ Meeting date: 7:30AM, Saturday, June 15<sup>th</sup>, 2024</li> <li>+ Location: Thanglong Metal Wares Joint Stock Company's Hall, Sai Dong Ward, Long Bien District, Ha Noi</li> </ul> </li> </ul>	100%
3	03-NQ/HĐQT/2024	23/04/2024	<ul style="list-style-type: none"> <li>Approval of the Q1 Income Statement – Targets and 09 Implementation Measures for Q2/2024.</li> <li>Approval of the draft Report on Corporate Governance for the 2023 term - Business Plan and 09 implementation measures for 2024 submitted to the General Meeting of Shareholders.</li> <li>Approval of the Draft Report on: <ul style="list-style-type: none"> <li>+ Audited Financial Statement in 2023;</li> <li>+ Profit distribution plan and dividend rate in 2023;;</li> <li>+ Remuneration level of the Board of Directors &amp; Supervisory Board in 2023 and plan for 2024.</li> <li>+ Selection of auditors in 2024.</li> </ul> </li> </ul>	100%
4	04-NQ/HĐQT/2024	12/10/2024	<ul style="list-style-type: none"> <li>Approval of the 9-month Income Statement - tasks for the Q4 and the whole year of 2024.</li> <li>Agreed to approve Mr. Nguyen Quoc Ly - Director of NM1 to the Board of Members and hold the position of Deputy General Director of Goshi-Thang Long Auto Parts Co., Ltd. from November 1, 2024.</li> </ul>	100%

5	05-NQ/HĐQT/2024	31/12/2024	<ul style="list-style-type: none"> <li>• Approval of the 2024 Income Statement - 2025 Business Plan &amp; Measures</li> </ul>	100%
6	06-NQ/HĐQT/2024	31/12/2024	<ul style="list-style-type: none"> <li>• The Board of Directors agreed to liquidate the assets at the Ho Chi Minh City branch according to the list.</li> <li>• Assign the Executive Board to implement the procedures to ensure compliance with legal regulations. Ensure the sale amount is not lower than the carrying amount to preserve capital.</li> </ul>	100%
7	07-NQ/HĐQT/2024	31/12/2024	<ul style="list-style-type: none"> <li>• Approving the resign on Mr. Pham Hong Thanh from the position of General Director of Thanglong Metal Wares Joint Stock Company from January 1, 2025 for the term 2023-2028.</li> </ul>	100%
8	08-NQ/HĐQT/2024	31/12/2024	<ul style="list-style-type: none"> <li>• Approving the resign on Mr. Pham Huu Hung from the position of Chairman of the Board of Directors of Thang Long Metal Wares Joint Stock Company - term 2023-2028 to retire according to the regime from January 1, 2025.</li> </ul>	100%
9	09-NQ/HĐQT/2024	31/12/2024	<ul style="list-style-type: none"> <li>• Approved Mr. Pham Hong Thanh, Representative of 28% of State capital - member of the Board of Directors to hold the position of Chairman of the Board of Directors of Thang Long Metal Wares Joint Stock Company from January 1, 2025 for the term 2023-2028.</li> </ul>	100%

### III. Board of Supervisors



**1. Information:**

No	Board of Supervisors	Position	Date of approved	Professional level
1	Chu Thi Thanh Mai	Head of Control Department	10/11/2014	Bachelor
2	Nguyen Quynh Chau	Member	08/08/2008	Intermediate
3	Le Anh Tuan	Member	23/06/2018	Bachelor

**2. Cuộc họp của BKS:**

STT	Board of Supervisors	Number of Board of Supervisors meeting attended	Meeting attendance rate	Voting right	Reason for not attending the meeting
1	Chu Thi Thanh Mai	2/2	100%	100%	
2	Nguyen Quynh Chau	2/2	100%	100%	
3	Le Anh Tuan	2/2	100%	100%	

**3. Supervisory activities of the Board of Supervisors towards the Board of Directors, the Executive Board and Shareholders:**

- The Board of Directors seriously organizes the implementation of the approved 2024 business plan.
- The Board of Directors issues Resolutions/Decisions related to production and business activities, construction investment and human resource organization in accordance with regulations.
- The Board of Directors performs well the role of directing, supervising and supporting the Executive Board and functional departments, and units to effectively operate business activities.
- The Executive Board deploys and directs units and functional departments to coordinate to seriously implement the Resolutions/Decisions of the Board of Directors and strives to overcome all difficulties and has close management measures to complete the proposed business plan.
- The Executive Board regularly works with units to promptly rectify production and business activities according to the general direction, promptly resolving difficulties and obstacles in business and investment of the unit.
- The work of improving the quality of training and developing human resources has many positive changes, ensuring savings and high efficiency.

**4. Coordination of activities between the Board of Supervisor and the Board of Directors, Executive Board and other management staff:**

There is close coordination between the Board of Supervisors, the Executive Board and the Board of Directors in their work. The Board of Supervisors receives cooperation and facilitation from the Board of Directors and the Board of Management in performing its duties. The reports summarizing the inspection and control work of the Board of Supervisors are sent to the Board of Directors and the Executive Board.

#### **5. Other activities of Board of Supervisors:**

- The Board of Supervisors reviews documents, regulations, and statutes and makes recommendations for amendments and supplements to suit the specific situation of the company.
- The Board of Supervisors participates in and gives opinions at meetings of the Board of Directors and meetings to summarize the implementation of the monthly business plan in the company.

#### **IV. Board of Management**

No	Board of Management	Day of birth	Professional level	Approved/Resigned date
1	Pham Huu Hung	01/12/1963	Master	
2	Pham Hong Thanh	28/01/1969	Bachelor	
3	Ho Quoc Binh	04/09/1973	Bachelor	
4	Vu Thi Hong Van	18/10/1972	Bachelor	

#### **V. Chief accountant**

Name	Day of birth	Professional level	Approved/Resigned date
Vu Thi Hong Van	18/10/1972	Bachelor	

#### **VI. Corporate governance training**

Corporate governance training courses attended by members of the Board of Directors, members of the Supervisory Board, Executive Director (General Director), other managers and the Company Secretary in accordance with regulations on corporate governance.



## VII. List of related people of listed companies (Annual Report) and transactions of related people of the company with the Company

### 1. List of related people

[illegible]

**2. Transactions between the company and related persons of the company; or between the company and blockholder, internal and related persons of internal: None**

[illegible]

**3. Transactions between internal, related persons of subsidiaries' internal, subsidiaries controlled by the company:**

**None.**

**4. Transactions between the company and other entities:**

4.1. Transactions between the company and companies in which members of the Board of Directors, members of the Board of Supervisors, Directors (General Directors) and other managers have been and are founding members or members of the Board of Directors, Directors (General Directors) in the past three (03) years (from the date of issued):

None

4.2. Transactions between the company and companies in which related people of members of the Board of Directors, members of the Board of Supervisors, Directors (General Directors) and other managers are members of the Board of Directors, Directors (General Directors):

None

4.3. Other company transactions (if any) that may bring material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, the Director (General Director), and other managers:

None.

## VIII. Stock transactions of internal and related persons of internal (Annual report)

**1. List of internal and related persons of internal:**

[illegible]



[illegible]

[illegible]



3.7	Pham Quoc Anh											
3.8	Hanoi People's Committee		State shareholder									
4	<b>Vu Thi Hong Van</b>		<b>Chief Accountant</b>									
4.1	Tran Thi Thi											
4.2	Ho Thi Thuy											
4.3	Nguyen Thanh Ngoc											
4.4	Nguyen Vu Khanh											
4.5	Nguyen Thi Van Huong											
4.6	Vu Dinh Vien											
4.7	Dinh Thi Thu Hien											
4.8	Vu Dinh Vuong											
4.9	Nguyen Thi Ngo											
4.10	Hanoi People's Committee		State shareholder									
5	<b>Hoang Tuan Anh</b>		<b>Outside board member</b>									
5.1	Nguyen Thi Thanh Ha											
5.2	Hoang Anh Do											
5.3	Ngo Thi Binh											
5.4	Hoang Thi Tuyet Phuong											

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7.5	Giang Phuong Trang											
7.6	Giang Phuong Anh											
8	Nguyen Quynh Chau		Member of Supervis or									
8.1	Nguyen Bao Ngoc											
8.2	Nguyen Tuan Minh											
8.3	Nguyen Tuan Khanh											
8.4	Nguyen Quynh Hoa											
8.5	Vu Tuyet Lan											
8.6	Tran Thi Huyen											
9	Le Anh Tuan		Member of Supervis or									
9.1	Nguyen Thi Sam											
9.2	Dao Anh Tuyet											
9.3	Le Duc Binh											
9.4	Le Thi Tuyet											
9.5	Le Hong Thuy											
9.6	Le Thi Thanh Thuy											
9.7	Nguyen Van Mung											

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**2. Transactions of internal and related persons on company shares: None**

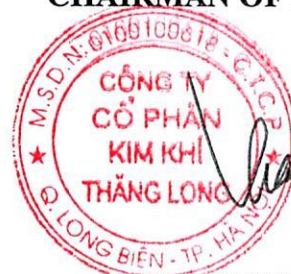
No	Person that make transaction	Relationship with internal	Number of shares owned at the beginning of the period		Number of shares owned at the ending of the period		Reason for increase, decrease (buy, sell, convert, reward...)
			Number of shares	Proportion	Number of shares	Proportion	

**IX. Other matters.**

**Recipient:**

- As above
- File: Finance Department

**CHAIRMAN OF THE BOARD**



**PHẠM HONG THANH**