

GCL GROUP JOINT STOCK COMPANY



ANNUAL REPORT IN 2024

HANOI, 2025

1. General information about the company

1.1. General information

- Transaction name: GCL Group Joint Stock Company
- Certificate of Enterprise Registration No.: 0700324666 (First registered on June 1, 2009, registered for the 28th change on August 2, 2024).
- Charter capital: 75,969,810,000 VND (Seventy-five billion nine hundred and sixty-nine million eight hundred and ten thousand VND)
- Address: 5th Floor, NO 2 Building, Gold Season, No. 47, Nguyen Tuan Street, Thanh Xuan Trung Ward, Thanh Xuan District, Hanoi City, Vietnam
- Phone: 024 665 23182
- Website: gclgroup.vn
- Stock code: KDM

1.2. Formation and development process

GCL Group Joint Stock Company, formerly known as Long Thanh Co., Ltd., was established and operated under the Enterprise Registration Certificate No. 0700324666 first registered on 01/06/2009 issued by the Department of Planning and Investment of Ha Nam Province.

On 23/10/2013, Long Thanh Co., Ltd. transformed its operating model into Long Thanh Construction & Trading Joint Stock Company.

On 09/03/2016, the company's shares were approved to be listed on HNX with the stock code KDM.

On 29/03/2016, the first trading day of KDM on HNX with the closing price at the end of the session was 11,600 VND/share.

On July 20, 2017, the Company was granted a business registration certificate by the Department of Planning and Investment of Hanoi City, changing its name for the 10th time, changing its name from Long Thanh Commercial Construction Joint Stock Company to HP Vietnam Investment Joint Stock Company.

On 25/8/2020, the 17th change of name was registered from HP Vietnam Investment Joint Stock Company to Le Gia Investment Group Joint Stock Company.

On March 17, 2021, the 19th change was registered, changing the name from Le Gia Investment Group Joint Stock Company to New Residential Urban Development Corporation Joint Stock Company.

On July 13, 2022, it registered the 22nd change, changing its name from New Residential Urban Development Corporation Joint Stock Company to GCL Group Joint Stock Company.

1.2. Business lines and areas

The main business lines that the company has registered:

- Construction of other civil engineering works. Details: Construction of works and items of civil, industrial, traffic, irrigation, transmission lines and substations of 35KV or less;
- Demolition and site preparation;
- Wholesale of materials; automobile;
- Wholesale of metals and metal ores;
- Retail of food, food and beverages;

- Consulting, brokerage, real estate auction, land use right auction;
- Computer consulting, management systems, education.

In 2024, the Company will focus on the following business activities:

- Development of real estate projects;
- Trading in building materials;
- Securities investment.

Business area: Hanoi, Hoa Binh, Son La, Dien Bien, Dak Lak

1.3. Information on the governance model, business organization and management apparatus

a. Governance model

The governance model of GCL Group Joint Stock Company includes: General Meeting of Shareholders, Board of Directors, Audit Committee, General Director and functional departments. The company implements regulations on decentralization of authority for each level of management. Departments are established and operate according to specific functions and tasks.

- General Meeting of Shareholders

The General Meeting of Shareholders is the highest competent body of the Company with the task of approving the reports of the Board of Directors on the situation of production and business activities, deciding on production and business and investment plans and tasks, discussing and approving and supplementing the Company's Charter; adopt development strategies; elect and dismiss the Board of Directors, the Supervisory Board, and decide on the Company's organizational apparatus and other tasks in accordance with the Law on Enterprises.

- Board of Directors

The Board of Directors is the highest management organization of the Company elected by the General Meeting of Shareholders consisting of 8 members, members of the Board of Directors meet and elect the Chairman of the Board of Directors. The Board of Directors on behalf of the Company shall decide on all matters related to the purpose and interests of the Company in accordance with the provisions of the Company's Charter.

The Board of Directors is responsible for appointing, assigning tasks, supervising the Board of Directors and other managers. The rights and obligations of the Board of Directors are stipulated by law and the Company's Charter, the Company's Internal Regulations and the Resolution of the General Meeting of Shareholders. The Board of Directors of the Company consists of the following members:

+ Mr. Dang Trung Hieu 25/3/2024)	- Chairman of the Board of Directors (Appointed
+ Mr. Le Tung 13/6/2022)	- Member of the Board of Directors (Appointed
+ Mr. Phan Nam Giang 13/6/2022)	- Member of the Board of Directors (Appointed
+ Mr. Phan Thanh Dung 13/6/2022)	- Member of the Board of Directors (Appointed
+ Ms. Dang Thi Minh Thuy 25/3/2024)	- Member of the Board of Directors (Appointed

+ Mr. Chu Van Dung - Member of the Board of Directors (Appointed 26/4/2023)

+ Mr. Giang Thanh Trung - Member of the Board of Directors (Appointed 13/6/2022)

+ Ms. Do Thi Ha - Member of the Board of Directors (Appointed 10/3/2021)

- Audit Committee

The Audit Committee is a professional body under the Board of Directors responsible for guiding and supervising a number of specific areas of governance, including establishing, implementing and ensuring the effectiveness of internal audit.

+ Monitoring the truthfulness of the company's financial statements and official disclosure related to the company's financial results;

+ Review the internal control system and risk management;

+ Review transactions with relevant persons under the approving competence of the Board of Directors or the General Meeting of Shareholders and make recommendations on transactions requiring the approval of the Board of Directors or the General Meeting of Shareholders;

+ Supervise the company's internal audit department;

+ To propose the independent auditing company, the remuneration level and relevant terms in the contract with the auditing company for the Board of Directors to approve before submitting it to the Annual General Meeting of Shareholders for approval;

+ Monitor and evaluate the independence and objectivity of the auditing firm and the effectiveness of the audit process, especially in case the company uses non-audit services of the auditor;

+ Supervision to ensure that the company complies with the provisions of law, requirements of management agencies and other internal regulations of the company.

The Company's Audit Committee consists of the following members:

+ Mr. Giang Thanh Trung - Chairman of the Audit Committee. (Appointed on 21/08/2023)

+ Ms. Do Thi Ha - Member (Appointed on 21/08/2023)

- Board of General Directors and Chief Accountant

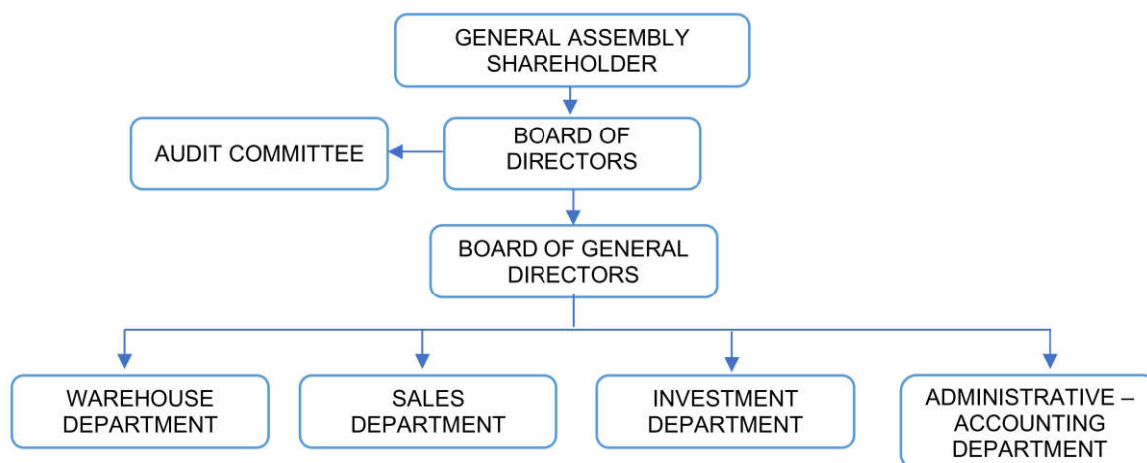
The General Director appointed by the Board of Directors, is the legal representative of the Company, is the person who runs the Company's daily production and business and is responsible to the Board of Directors and the law for the Company's production and business activities. The Board of General Directors of the Company includes:

+ Mr. Phan Nam Giang - General Director (Appointed on 21/08/2023)

+ Mr. Chu Van Dung - Deputy General Director (Appointed on 20/09/2022)

+ Ms. Le Thi Khanh Hoa - Chief Accountant (Appointed on 13/6/2022)

b. Organizational Structure



2. Operation situation

2.1. Macro situation in 2024

2.1.1. International context

2024 can be considered a volatile year for the world economy with intertwined light and dark colors. From the trend of lowering interest rates at major central banks to help ease pressure on the global financial system, to trade tensions between countries, drastic economic growth stimulus measures in China and the US election event that took place at the end of the year and also a boom year in the digital economy, artificial intelligence AI and the return of nuclear power.

In addition, the world is still facing pressures on an ageing population, green transition, and climate change, as well as increasing resilience and improving the lives of vulnerable people, within and between countries. Many countries are implementing industrial and trade policy measures to protect workers and domestic industries.

- Global economic growth:

Global GDP in 2024 is expected to reach 3.2%, far exceeding the IMF's forecast (2.9%), showing the resilience of the global economy. However, 2024 continues to witness divergence in growth prospects between regions. Many advanced economies are facing the risk of a slowdown in growth, despite the fact that monetary policy has begun to loosen. Global economic activity, although not in recession, is still below potential.

- Global inflation:

The first bright spot of the world economy this year is the fight against inflation. Global inflation in 2024 fell to 5.80%, according to the IMF, compared to 6.7% in 2023, reflecting the successes in controlling inflation through tight monetary policies from major central banks around the world.

Although there are still price pressures in some countries, global inflation is essentially being effectively contained, which in turn allows central banks to ease monetary policy. The global economy still maintains a certain flexibility in the process of reducing inflation. Although inflation has cooled down compared to 2023, it is still higher than the target in many countries.

2.1.2. Domestic situation

The socio-economic situation in 2024 of our country maintains a positive trend, the macroeconomy is stable, inflation is lower than the target level, major balances are ensured, social security is maintained, and results in many important fields meet and exceed the set targets. is a bright spot of economic growth in the region and in the world.

- Economic growth:

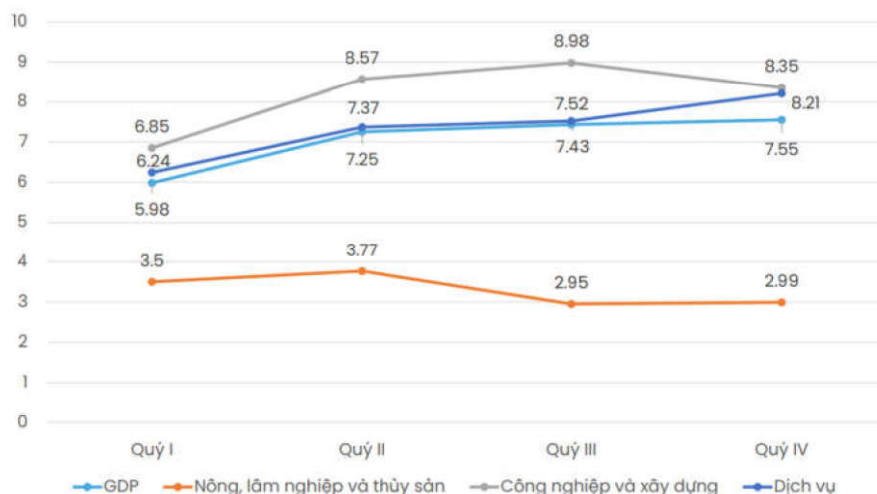
In the context of the world economy, there are still many uncertainties, more difficulties than advantages, but our country's economy in 2024 will grow positively, the next quarter will be higher than the previous quarter (the first quarter increased by 5.98%; the second quarter increased by 7.25%; the third quarter increased by 7.43%; the fourth quarter increased by 7.55%), exceeding the target set by the National Assembly. belonging to the group of few high-growth countries in the region and the world. For the whole year of 2024, GDP will increase by 7.09% compared to the previous year.

Agricultural, forestry and fishery production in 2024 will develop stably. The export turnover of some agricultural products has increased, livestock production has stabilized, and aquaculture has increased considerably due to the application of high-tech models that have brought economic efficiency. The industry continues its positive recovery trend, the industrial production index in 2024 is estimated to increase by 8.4% compared to the previous year, the highest since 2020. Trade and services activities are vibrant and maintain growth. Production and business activities recovered positively, contributing to promoting investment activities.

The investment capital for the whole society in 2024 will increase by 7.5%; foreign direct investment capital in Vietnam reached 25.35 billion USD, the highest level ever.

Export and import of goods are a prominent bright spot and a driver of economic growth in 2024 thanks to the recovery of international market demand. The trade balance of goods in 2024 will have a trade surplus of 24.77 billion USD (last year a trade surplus of 28.4 billion USD). This is the 9th consecutive year that the trade balance of goods has a trade surplus, thereby contributing to stabilizing the exchange rate and increasing the foreign exchange reserves of the economy.

TỐC ĐỘ TĂNG GDP VÀ VA CÁC KHU VỰC THEO QUÝ NĂM 2024 (%)



Nguồn: Tổng cục Thống kê Việt Nam

- Vietnam's steel industry in 2024

Vietnam's steel market in 2024 has shown positive signs of recovery in the first, second, and third quarters and began to slow down in the fourth quarter. The steel industry cycle usually lasts 5 years and continues in the growth phase of the cycle from 2022 to 2027 based on the growth of steel product consumption of the whole industry. After 2 years of negative growth in consumption over the same period, Vietnam's steel industry has a 2024 recovery of 12.5% compared to 2023.

According to a report from the Vietnam Steel Association, crude steel output reached 21.98 million tons, up 14% over the same period in 2023. Domestic and export steel consumption reached 21.41 million tons, up 14% over the same period in 2023. Finished steel production reached 29.443 million tons, up 6.1% compared to 2023. In which, the production of metal-plated steel and color coating steel reached the highest level at 23.1%, construction steel increased by 10.1%, pipes increased by 3.5% and HRC by 1.5%. Uniquely, the production of cold-rolled rolls recorded a negative growth rate of 19.4%. Sales reached 29.09 million tons, up 10.4% compared to 2023. The growth recorded most of the items in it; CRC increased the highest by 34.6%, galvanized steel by 26.9%, construction steel by 9.3% and steel pipes by 5.5%, especially hot-rolled coils decreased by 3.3% compared to 2023. Exports reached 8,042 million tons.

2024 is a challenging year for the global economy, but it is also the year that the global economy gradually recovers from the shock of the pandemic and previous crises. The forecast for global economic growth in 2025 may have a recovery but still faces a lot of risks. Maintaining stable inflation and improving the global supply chain situation are important conditions for development in the next year.

2.2. Economic outlook in 2025

2.2.1. World economic outlook in 2025

- Global growth, trade and investment outlook:

World economic growth in 2025 is forecast by the IMF (10/2024) to reach 3.2%, equivalent to the growth rate in 2024. This forecast is based on the assumption that world monetary interest rates will gradually return to a normal trajectory due to declining inflation. Cuts in production and transportation of goods (especially oil), conflicts and civil unrest have led to downward revisions to the regional outlook for the Middle East and Central Asia and for sub-Saharan Africa. At the same time, soaring demand for semiconductors and electronics, driven by significant investment in artificial intelligence, has spurred stronger growth in emerging Asia.

World oil prices may continue to cool down because the US is expected to promote oil production. Concerns about OPEC+ production cuts and an increase in conflict in the Middle East have fueled the recent volatility in Brent oil prices. However, the gradual decline in oil prices from the second quarter of 2024 has caused the average annual oil futures price to fall in line with the forecast horizon, pushed down due to expectations of weak global oil demand, especially in China.

- Outlook for major economies:

Goldman Sachs (2024) forecasts the impact of potential new trade policies on US GDP is expected to be small and largely offset by other factors. Increased import taxes will result in a modest impact on real (inflation-adjusted) personal income through higher consumer prices. Uncertainty over the level of trade tensions could escalate. On the other hand, a reduction in domestic tariffs in the United States, including the possibility of reducing corporate income taxes from 21% to 20% (and possibly 15% for some industries), could stimulate production in the United States and attract investment flows back to the United States.

External countries will be more affected by U.S. policy. The increase in U.S. import tariffs is likely to deal a blow to the European Union (EU) economy, which is heavily dependent on exports and is experiencing a period of dismal growth and a series of political crises. Goldman Sachs lowered its forecast for Eurozone growth in 2025 by 0.5 percentage points after the U.S. election results (Q4 vs. Q4) and is likely to cut further, if the U.S. imposes comprehensive tariffs.

China will be particularly severely affected by the size of the proposed tariffs for China and the importance of the manufacturing sector to its economy. China's policy responses could include allowing the yuan to weaken and strengthening fiscal and monetary stimulus measures.

Other countries are also likely to be affected by U.S. trade policy. Trade-dependent economies could be negatively affected, while some emerging market countries could be boosted by gaining export market share if trade shifts away from China. Importers can turn to sourcing from a country that is not affected by U.S. tariffs.

2.2.2. Vietnam's economic outlook in 2025

Despite achieving positive results in 2024, the World Bank forecasts that Vietnam's growth rate will slow down this year. GDP is forecast to decline to 6.8% in 2025 and reach 6.5% in 2026. In particular, an important driver of growth is also expected to be adjusted. Export growth in 2025 is expected to reach 12.1%, before decreasing to 5.5% in 2026; import growth will reach 12.7% in 2025 and 6.3% in 2026. This decline is mainly due to slowing growth in China and the United States, Vietnam's two largest trading partners, along with uncertainties in global trade and the ability of major economies to adjust trade policies.

Chỉ số	2021	2022	2023	2024e	2025f	2026f
Tăng trưởng GDP (%)	2,6	8,0	5,0	7,1	6,8	6,5
Tăng trưởng ở các nội dung chỉ						
Tiêu dùng tư nhân	2,0	7,8	3,5	6,6	7,1	7,3
Tiêu dùng của nhà nước	4,7	3,6	4,9	4,5	4,5	4,4
Đầu tư	3,7	5,8	4,1	7,3	8,4	8,1
Xuất khẩu	13,9	4,9	-2,5	15,5	12,1	5,5
Nhập khẩu	15,8	2,2	-4,3	16,1	12,7	6,3
Chỉ số giá tiêu dùng (bình quân, %)	1,8	3,1	3,3	3,5	3,5	3,5
Cân đối tài khoản vãng lai (% GDP)	-2,2	0,3	6,1	1,9	1,8	1,7
Cân đối tài khóa (*) (% GDP)	-1,4	0,7	-2,4	1,8	-1,4	-1,0
Nợ công và nợ được Chính phủ bảo lãnh (**) (% GDP)	42,5	37,1	36,0	35,6	34,2	32,4

Dự báo tăng trưởng GDP của Việt Nam trong năm 2025 và 2026. Nguồn: WB

- Vietnam's steel industry in 2025

According to statistics from the Vietnam Steel Association, Vietnam exported 12.62 million tons of steel, up 13.47% over the same period last year. Export value reached 9.08 billion USD, up 8.78% over the same period in 2023. 2024 can be said to be a favorable export year for all Vietnamese steel producers, the output and profits achieved by exports in 2024 will help steel mills overcome difficulties in 2023.

Vietnam's main export markets in 2024: Asean region (26.39%), EU region (22.63%), United States (13.23%), India (6.09%) and Taiwan (3.95%). In addition, the export market is facing many difficulties and challenges due to trade remedy lawsuits, anti-dumping, anti-subsidy and safeguard technical barriers that the import market erected at the end of 2024 and the beginning of 2025. It is worth mentioning that most of these lawsuits occur in our country's key steel export markets such as the US, the European Union (EU), India, and other countries in Southeast Asia.

With these challenges, it is difficult for our country's steel industry to achieve a strong breakthrough in the short term and is expected to continue to maintain a quiet state, at least in the first half of next year. But in terms of opportunities, this can be considered a time for Vietnam's steel industry to strive to improve and find a more sustainable direction in the future.

With the target of GDP growth of over 8% in 2025 at the closing session of the 9th Extraordinary Session, public investment will be a key sector to help stimulate economic

growth, which puts pressure on the construction progress of projects that are behind schedule, especially when the disbursement plan has been approved.

According to FPTIS, the real growth of civil construction value (the largest steel consumption segment) is forecast to accelerate in 2025 with an increase of 8.2% (an increase compared to the expected implementation of 7.2% in 2024). In which, the residential and non-residential residential civil construction segment is forecast to grow by 4.0% and 13.8% respectively over the same period. The civil construction industry is forecast to accelerate in 2025. However, supply and demand in the domestic market are imbalanced, so the difficult forecast continues to maintain and weigh on the domestic market.

2.3. Development orientation

a. The Company's main goals for 2025

In 2025, the Company sets a number of financial goals as follows:

TT	Quota	Implement 2024	Plan 2025	Plan2025/ Implement 2024 Comparison (%)
1	Total assets	78.244.717.586	89.140.560.000	13,93
2	Net sales	35.660.063.272	98.625.000.000	176,57
3	Pre-tax accounting profit	1.610.839.696	4.426.245.000	174,78
4	Profit after corporate income tax	1.296.728.829	3.540.996.000	173,07

b. Medium- and long-term development strategy

- Strictly control economic and technical norms, reduce costs to the maximum to have competitive prices as the basis for developing new customers and new orders.

- Continue to look for new customers through many channels: participating in fairs, promoting the company's products on wood industry fairs, etc. to have more new customers, new orders to ensure the plan and create jobs for workers.

- Research and application of 4.0 technology to production management, sales and product development. Apply 3D technology to introduce products to customers.

- Perform well the work of security and social security and protection in the unit. Continue to maintain emulation movements for production labor – ensuring income for employees. Fully implement the regimes and policies as prescribed for employees.

- Regularly organize dialogues to clearly and promptly grasp the thoughts of employees in order to take measures to stabilize their psychology to help employees feel secure in production; Encourage employees to actively participate in improvements and initiatives in production.

- Stabilize labor resources, take care of and ensure the lives of employees in order to connect the collective of employees in the Company, build and develop corporate culture, create solidarity, love, respect and help each other.

- Human resource development: Focus on training human resources in both quality and quantity. Priority is given to recruiting experienced and professional workers to meet production and business needs in the conditions of fierce competition between enterprises in the same

industry. Continue to pay attention to and take care of the lives of officials and employees, well implement policies and regimes for employees to create conditions for employees to work and work with peace of mind.

- Sustainable development goals: always maintain prestige with investors in each construction contract, all investment decisions to operate production and business must be considered on the basis of capital safety for shareholders, create jobs for employees and accumulate for the Company to develop more and more.

c. Environmental, social and community objectives of the Company

- Fully comply with relevant laws, Decisions, Conventions and standards of Vietnam and the world in order to ensure service quality, environmental protection and absolute safety in production and business activities.

- Regularly upgrade and innovate equipment and technology; improve professional qualifications, professional style, continuous improvement to meet the needs of customers and the authorities where the Company conducts DV production and business activities.

- Identifying and preventing and minimizing risks, ensuring the prevention of environmental pollution as well as injuries or diseases that help prevent damage to life, property, and the environment in all activities of the Company. Create and maintain a safe and quality service production and business environment.

2.4. Operation situation in 2024

2.4.1. Production and business activities

Item	In 2024 (VND)	Year 2023 (VND)	Rate of change (%)
Total assets	78,244,717,586	78,575,266,200	-0.42
Net sales	35,660,063,272	74,681,632,847	-52.25
Net profit from business activities	1,662,942,969	2,127,452,750	-21.83
Other Profits	- 52,103,273	47,039,434	-210.77
Total accounting profit before tax	1,610,839,696	2,174,492,184	-25.92
Profit after corporate income tax	1,296,728,829	1,616,553,595	-19.78

At the end of the fiscal year 2024, the Company achieved net revenue and profit after tax of VND 35,660,063,272 and VND 1,296,728,829, respectively. Accordingly, net revenue decreased by 52.25% and profit after tax decreased by 19.78% compared to the results achieved in 2023.

2.4.2. Financial situation of the Company

** Major financial indicators*

Quota	In 2024	Year 2023	Increase/decrease (%)
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1. Solvency norms			
Short-term payment ratio			
Short-term assets/ Short-term liabilities	60.47	28.53	111.95
Fast Payout Ratio (Short-Term Assets - Inventory)/Short-Term Liabilities	56.27	26.79	110.04
2. Indicators of capital structure			
Ratio: Debt/ Total assets	0.01	0.03	-66.67
Ratio: Debt/ Equity	0.01	0.03	-66.67
3. Indicators of operational capacity			
Inventory Turnover			
Cost of Goods Sold / Average Inventory	8.10	9.04	-10.40
Total Asset Turnover			
Net Revenue/ Average Total Assets	0.45	0.94	-52.13
4. Indicators of profitability			
Ratio: Profit after tax / Net revenue	0.36	0.02	1700.00
Ratio: Profit after tax / Equity	0.02	0.02	0.00
Ratio: Profit after tax / Total assets	0.02	0.02	0.00
Ratio: Profit from business activities / Net revenue	0.05	0.03	66.67

3. Shareholder structure

a. Stock

Total shares: 7,596,981 shares

Type of outstanding shares: ordinary shares

* Freely transferable shares 7,596,981 shares

* Restricted shares: 0 shares

b. Shareholder Structure

Total number of shareholders as of 31/12/2024: 386 shareholders

TT	Shareholder	Amount	Number of shares owned	Proportion
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1	Individual Shareholders	380	6,949,472	91.47%
2	Institutional Shareholders	6	647,439	8.53%
3	State shareholders	0	0	0

In which: 01 foreigner, owning 70 shares, accounting for 0.0009%

Information about foreign shareholders: 01 shareholder

TT	Shareholder Name	Nationality	Contact	Number of shares owned	Ownership Rate (%)
1	Yun Jaebum	South Korea	JY Vina One Member Co., Ltd. Nghia Huan Hamlet, My Thanh Commune, Giong Trom District, Ben Tre Province	70	0,0009

c. Changes in the owner's investment capital: No change in 2024

d. Trading treasury shares: no

e. Other securities: no

4. Organization and personnel

- List of Executive Board:

Members of the Board of Directors who have operated the Company during the year and at the date of making this report include:

Full name	Title	Degree	Number of Shares	% of Total Shares	Notes
Phan Nam Giang	General Director	Master	0	0%	Appointed on 21/08/2023
Chu Van Dung	Deputy General Director	Bachelor	0	0%	Appointed on 20/09/2022

- Number of officers and employees

As of December 31, 2024, the average total number of employees in the year: 10 people.

In which: university and post-university, college, intermediate level; technical staff and other employees.

Labor classification	Amount	Percentage %
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Classification by Expertise		
Undergraduate and post-graduate	10	100
College, intermediate	0	0
Other qualifications	0	0
Classification by gender		
South	7	70
Female	3	30

- With the salary and bonus policy for employees, it still applies according to the salary payment regulations, salary scales and working regulations of the Company registered and approved by the Department of Labor and Social Invalids of Hanoi City

- The company is always equipped with enough protective gear and tools for occupational safety, ensuring the safety of employees, regularly organizing periodic health checks and well implementing welfare regimes for employees.

- Every year, the company always classifies employees to consider salary increases according to the registered salary scale system, creating conditions for employees to study, improve and develop skills, and develop working capacity.

5. Environmental and Social Impact Report of the Company

a. Assessment related to environmental indicators

Environmental targets and environmental responsibility are always ensured and prioritized in the sustainable development of the Company.

b. Assessment related to employee issues

GCL Group Joint Stock Company always considers people as the source of strength, so the Company always focuses on policies to ensure the rights and interests of employees. Labor norms and salary unit prices are regularly reviewed and adjusted to suit the actual production and business at the Company. Regulations on payment of salaries/bonuses are transparent and payment is made in full and on time. The salary increase and grade increase in the year are also fully implemented and in accordance with regulations. Employees ensure full employment and stable income.

c. Assessment related to the responsibility of the enterprise to the local community

The company is always responsible to the local community and actively contributes and supports charity funds, supports storms, floods, natural disasters, supports the young generation, supports the poor, etc.

6. Reports and evaluations of the Board of Directors

6.1. Evaluation of production and business results

In the context of many difficulties in 2024 with the unpredictable volatility of the stock market, the real estate market is gloomy, and there are very few new real estate projects implemented. The Company also suffers from general economic difficulties, especially for the Company's key areas of operation such as real estate, building materials, securities investment, etc. With the spirit of drastic, urgent and consistent action, the Company's Board of Directors has promptly and proactively come up with solutions to respond to abnormal developments of the economy.

With the view that the market is in a "quiet" period, this is also the time for the Company to prove its strength, improve internal resources and increase competitiveness, through restructuring and coming up with appropriate investment strategies. The Company's Board of Directors believes that after each time facing the same difficulties or challenges or crises, the Company will definitely stand up stronger and more determined. The most obvious thing is that the Company is undergoing a drastic restructuring - a positive movement after the crisis.

6.2. Financial situation

a. Asset situation

Quota		31/12/2024	01/01/2024
I	SHORT-TERM ASSETS	57,314,927,773	73,469,864,115
1	Cash and cash equivalents	12,386,188,011	192,337,031
2	Short-term financial investments	390,540,000	2,542,974,062
3	Short-term receivables	40,555,204,579	65,995,022,296
4	Inventory	3,982,995,183	4,489,186,114
5	Other short-term assets	0	250,344,612
II	LONG-TERM ASSETS	20,929,789,813	5,105,402,085
1	Long-term receivables	15,001,600,000	5,035,000,000
2	Other long-term assets	28,189,813	70,402,085
TOTAL ASSETS		78.244.717.586	78,575,266,200

- The value of short-term assets as of December 31, 2024 is VND 57,314,927,773, down VND 16,154,936,342, equivalent to 21.99% compared to the beginning of the year;

- The value of long-term assets as of December 31, 2024 is VND 20,929,789,813, an increase of VND 15,824,387,728, equivalent to 309.95% compared to the beginning of the year;

b. Liabilities

Quota		31/12/2024	01/01/2024
I	CURRENT DEBT	947,761,485	2.575.038.928
1	Payable to short-term sellers	0	363.400.789
2	Taxes and amounts payable to the State	321,096,485	474.649.497
3	Other short-term payables	0	0
4	Short-term financial loans and leases	0	1.736.988.642

II	LONG-TERM DEBT	0	0
	LIABILITIES	947.761.485	5,572,896,423

Total liabilities as of December 31, 2024 were VND 947,761,485, down 1,627,277,443 or 63.19% over the same period last year. All bank debts, supplier debts, obligations to the State management agency of the Company are arranged to pay on time, without any payment extension. This is a testament to the Company's safe and stable financial resources. Based on the Company's Liabilities/Equity Ratio of only 0.01, it proves that the Company has very healthy financial resources and can fulfill payment obligations when due. The Company's financial management is well implemented, the regimes and regulations of the State as well as the Company are thoroughly and seriously implemented

7. Evaluation of the Board of Directors of the Company's activities

7.1. Evaluation of the Board of Directors on the Company's activities

- Steel business activities

The company's construction steel business in the year has not reached the plan approved by the Annual General Meeting of Shareholders in 2024. The frozen real estate market and stagnant construction activities caused a serious decline in the Company's revenue and profit after tax. In 2024, revenue from steel business will reach VND 35,660,063,272, down 52.25% over the same period. Profit after tax reached VND 1,296,728,829, down 19.87% over the same period.

Although the steel business is a new development direction in the strategic orientation of the Company, with the efforts of the company's leadership team, it has quickly occupied the business market share in some Northwest provinces and is receiving more and more trust support from customers.

- Real estate investment activities

The company is cooperating with MCC Investment Group Joint Stock Company in financing the planning of a number of real estate projects: New urban area in the south of Binh Gia town; Urban residential area of Thien An ward; Commercial and residential area of Dat Hieu ward, An Binh; 21.2ha residential area in Phuoc An town, Krong Pac district. However, the general difficulties of the real estate market have slowed down the implementation of the above projects. At the end of 2024, the Company has revoked this business cooperation.

- Securities investment activities

In 2024, Vietnam's stock market will have quite unexpected fluctuations, the market will operate stably and grow well at the beginning of the year. However, at the end of the year, when the world economic situation was difficult plus political tensions in the world caused a massive withdrawal of foreign capital from the market, Vietnam's stock market dropped sharply, so the Company's investment portfolio was not as profitable.

7.2. Plans and orientations of the Board of Directors in 2025

The Board of Directors proactively and actively implements the following strategic orientations to maximize the Company's internal resources, seize opportunities towards sustainable development:

- Continue to amend and supplement the regulations on appointment and re-appointment of managers at all levels to suit the size and characteristics of the Company;
- Perform corporate financial management in accordance with the provisions of current laws and the Company's financial regulations;
- Restructuring and rearranging resources;

- Inspecting, controlling and closely supervising production and business activities and investment expenses to achieve efficiency;
- Improve the efficiency of sales channels by expanding the search for new markets and new customers; Continue to research the market to grasp customer tastes;
- Monitor the output, selling price, profit, inventory, specifications of each item of each market to have a plan to buy, transfer goods and come up with appropriate and timely solutions.

8. Corporate Governance Information

8.1. Board of Directors

- *Members and structure of the Board of Directors*

Member of the Board of Directors	Duty (Independent members of the Board of Directors, non-executive members of the Board of Directors)	Number of shares owned	Shareholding ratio (%)	Start/no longer a member of the Board of Directors/ Independent Board of Directors	
				Date of Appointment	Date of dismissal
Do Thi Ha	Member of the Board of Directors			10/03/2021	
Dang Cong Thuc	Member of the Board of Directors			13/06/2022	25/03/2024
Phan Thanh Dung	Independent Member of the Board of Directors			13/06/2022	
Phan Nam Giang	Member of the Board of Directors			13/06/2022	
Le Tung	Member of the Board of Directors			13/06/2022	
Giang Thanh Trung	Independent Member of the Board of Directors			13/06/2022	
Truong Van Manh	Independent Member of the Board of Directors			13/06/2022	25/03/2024

Dang Trung Hieu	Member of the Board of Directors			25/03/2024	
Chu Van Dung	Member of the Board of Directors	127.009	1,67	26/04/2023	
Dang Thi Minh Thuy	Member of the Board of Directors			25/03/2024	

- Subcommittees of the Board of Directors: none

- Activities of the Board of Directors:

The supervision of the Board of Directors with the Executive Board will be carried out regularly in 2024, through the following activities:

+ The Board of Directors has directed and supervised the organization of the 2024 Annual General Meeting of Shareholders in accordance with regulations, developed a business plan and the contents of the reports submitted to the Annual General Meeting of Shareholders. The Board of Directors has directed and supervised the implementation of the Resolutions of the Board of Directors and the General Meeting of Shareholders in accordance with the set process and schedule.

+ The Board of Directors has supervised the process of disclosure in accordance with the regulations of the State Securities Commission and the Hanoi Stock Exchange. At the same time, the Board of Directors has proactively sold the business situation, made reasonable decisions, promptly directed the Board of Directors to properly perform its functions and authority, in accordance with the provisions of the Law on Enterprises and the Company's Charter of operation.

+ The Board of Directors has closely followed the Company's production and business activities. As a result, the Company has been doing business profitably after corporate income tax. The Company's financial statements are fully accepted by the audit organization.

During the year, there are the following minutes of meetings and resolutions:

TT	Resolutions/Decisions	Day	Content	Adoption Rate
1	01/NQ-HĐQT-KDM	24/01/2024	Convening the 2024 Annual General Meeting of Shareholders	100%
2	02/NQ-HĐQT-KDM	24/01/2024	Withdrawal of business cooperation with MCC Investment Group Joint Stock Company	100%

3	03/NQ-HĐQT-KDM	26/02/2024	Approving the documents of the General Meeting and personnel for the 2024 Annual General Meeting of Shareholders	100%
4	04/NQ-HĐQT-KDM	04/03/2024	Approving the supplementation of documents for the 2024 Annual General Meeting of Shareholders	100%
5	05/NQ-HĐQT-KDM	18/03/2024	Approving the supplementation of documents for the 2024 Annual General Meeting of Shareholders	100%
6	06/NQ-HĐQT-KDM	25/03/2024	Election of the Chairman of the Board of Directors of the Company (Term 2021-2025)	100%
7	07/NQ-HĐQT-KDM	15/04/2024	Dividend issuance and ESOP	100%
8	08/NQ-HĐQT-KDM	30/05/2024	Approval of the stop of the stock issuance plan to existing shareholders	100%
9	09/NQ-HĐQT-KDM	21/06/2024	Through the closing of the list of shareholders to pay dividends in shares	100%
10	10/NQ-HĐQT-KDM	29/06/2024	Approved the acquisition of shares of 998 Steel Joint Stock Company	100%
11	11/NQ-HĐQT-KDM	29/07/2024	Change of charter capital	100%
12	12/NQ-HĐQT-KDM	20/09/2024	Stop the plan to issue shares under the option program for employees in the Company in 2024	100%

13	13/NQ-HĐQT-KDM	06/10/2024	Collecting shareholders' opinions in writing to supplement the business registration lines	100%
14	14/NQ-HĐQT-KDM	22/12/2024	Business cooperation and lending to Phu Hai Investment Joint Stock Company	100%

- Activities of subcommittees in the Board of Directors: The Board of Directors does not establish subcommittees.

8.2. Audit Committee

The Audit Committee (Audit Committee) was consolidated on August 21, 2023 according to Resolution No. 12/2023/NQ-HĐQT-KDM of the Board of Directors with 02 members:

Mr. Giang Thanh Trung - Chairman of the Audit Committee.
Ms. Do Thi Ha -Member

The People's Committee has closely coordinated with the Board of Directors and the Board of General Directors in investigating and supervising the production and business activities and the Company's financial situation.

The People's Committee held 04 meetings with the full participation of all members. The members attending the meeting discussed and agreed with the voting results in favor of 100% of the issues in the meetings.

TT	Member of the Audit Committee	Number of Meetings Attended	Meeting attendance rate	Reasons for not attending the meeting
3	Giang Thanh Trung	04/04	100%	
4	Do Thi Ha	04/04	100%	

8.3. Supervisory activities of the Audit Committee over the Board of Directors, the Board of Directors and shareholders

In 2024, the Audit Committee has closely coordinated with the Board of Directors and the Board of Directors in investigating and supervising the production and business activities and the Company's financial situation.

The People's Committee held 04 meetings to develop the Plan and implement the inspection and supervision of the Company's production and business activities. The Board of Directors and functional departments have fully and promptly provided information and documents on the management, administration and business activities of the company at the request of the Audit Committee; create conditions for the Audit Committee to exercise its rights and tasks in accordance with the law and the company's charter.

Regarding shareholder relations: In 2024, there will be no documents from shareholders or groups of shareholders sent to the Audit Committee requesting to examine issues related to the management and administration of the Board of Directors and the company's activities.

8.4. Transactions, remuneration and benefits of the Board of Directors, the Board of Directors and the Audit Committee

a. Salaries, bonuses, remuneration and other benefits:

- Income of the Board of Directors: 160,760,000 VND
- Remuneration and other benefits of the Board of Directors: 123,960,000 VND
- Remuneration and other benefits of the Audit Board: 0 VND- Remuneration and other benefits of the Audit Board: 0 VND

- The value of these remunerations, benefits and expenses must be announced in detail for each person, clearly stating the specific amount. Non-material benefits or benefits that cannot be quantified/cannot be quantified in money should be fully listed and explained: Not yet incurred

b. Insider stock trading

T T	Transaction Executioner	Relations with Insiders	Number of shares owned at the beginning of the period		Number of shares owned at the end of the period		Reasons for increase, decrease (buy, sell, convert, bonus...)
			Number of Shares	Proportion %	Number of Shares	Proportion %	
1	Chu Van Dung	Member of the Board of Directors, Deputy General Director	275,500	3.88	137,009	1.67	Sell
2	Nguyen Dinh Hung	Father-in-law of Mr. Phan Thanh Dung (Member of the Board of Directors)	345,200	3.86	249,864	3.29	Sell

8.5. Implementation of regulations on corporate governance

The Company's governance always strictly complies with legal regulations, the Company's Charter, internal regulations and criteria to ensure that all activities of the Company are always transparent and smooth. At the same time, the strict implementation of governance regulations also creates favorable conditions for the Company to effectively supervise production and business activities, encourages the Company to use all resources in the most effective way, thereby helping the Company easily pursue goals for the benefit of the Company and shareholders.

In 2024, the Company always tries to comply with and comply with the law on corporate governance and information disclosure.

9. Financial statements

6.1. Audit opinion

In our opinion, the financial statements have honestly and reasonably reflected, on material aspects of the financial position of GCL Group Joint Stock Company as at December 31, 2024,

as well as the results of business operations and cash flows for the fiscal year ended the same day, in accordance with accounting standards, the accounting regime of Vietnamese enterprises and legal regulations related to the preparation and presentation of financial statements.

9.2. Audited financial statements

Balance sheet; Report on business results; Cash flow statements; Explanation of financial statements in accordance with the law on accounting and auditing. The Company's financial statements are fully posted on the Company's website (www.gclgroup.vn Shareholder Relations section).

Hanoi, April 17, 2025

**GENERAL
DIRECTOR**



Phan Nam Giang