

No.: 168 /BC-CISCO

Cao Bang, January 24, 2025

**REPORT ON
CORPORATE GORVERNANCE YEAR 2024**

Dear:

- State Securities Committee;
- HNX Stock Exchange.

- Name of Company: Cao Bang Cast Iron and Steel Joint Stock Company.
- Head office address: No. 052 Kim Dong Street, Hop Giang Ward, Cao Bang City, Cao Bang Province.
- Contact Address: Km7, National Road 4A, Chu Trinh Commune, Cao Bang City, Cao Bang Province.
- Phone: 0206 3953 369.
- E-mail: gangthepcb@gmail.com
- Charter capital: 430.063,66 million VND
- Stock code: CBI
- Corporate Governance Model: General Meeting of Shareholders, Board of Directors, Board of Supervisors, and Director.
- Internal audit function: Implemented.

I. Activities of the General Meeting of Shareholders

On April 24, 2024, Cao Bang Cast Iron and Steel Joint Stock Company held its 2024 Annual General Meeting of Shareholders at the 2nd floor auditorium - Cao Bang Steel Complex - Km7, National Road 4A, Chu Trinh Commune, Cao Bang City, Cao Bang Province. Based on the reports, submissions, and discussions, the 2024 Annual General Meeting of Shareholders of Cao Bang Cast Iron and Steel Joint Stock Company approved the following main contents:

No.	Resolution Number	Date	Contents
1	No.: 682/NQ-DHDCD	24/4/2024	At the 2024 Annual General Meeting of Shareholders, the following were approved: <ul style="list-style-type: none">- Through the Report on Production and Business Results, Construction

No.	Resolution Number	Date	Contents
			<p>Investment in 2023 and Production and Business Plan, Construction Investment in 2024 of Cao Bang Cast Iron and Steel Joint Stock Company.</p> <ul style="list-style-type: none"> - Through of the Board of Directors' Operation Report in 2023 and the operational direction and plan in 2024. - Through of the Board of Supervisors's Operation Report in 2023 and the operation plan in 2024. - Through the selection of the auditing firm for the financial statements of 2024. - Through the audited financial report in 2023. - Through the profit distribution plan in 2023 and the profit distribution plan in 2024. - Through the implementation of remuneration payments for the Board of Directors and Board of Supervisors in 2023 and the plan in 2024. - Through the policy on buying/selling steel billets in 2024-2025 with Vinacomin - Minerals Holding Corporation. - Through the policy on buying/selling coke in 2024-2025 with Vinacomin - Minerals Holding Corporation. - Through the dismissal of a member of the Board of Directors. - Through the results of the election of additional members to the Board of Directors for the 2022-2027 term.

II. Board of Directors (Annual Report):

1. Information about Board of Directors members (BOD):

No.	BOD members	Position	Start Date/End Date of BOD Membership	
			Appointment Date	Dismissal Date
1	Bui Tien Hai	Chairman of BOD	22/4/2019	24/4/2024
2	Ngo Quoc Trung	Chairman of BOD	24/4/2024	
3	Nguyen Van Phuong	BOD member	18/6/2019	
4	To Xuan Thanh	BOD member	29/4/2020	
5	Trinh Van Tuan	BOD member	22/4/2011	
6	Pham Thanh Do	BOD member	04/6/2013	

2. Board of Directors Meetings:

No.	BOD members	Number of Meetings Attended by BOD	Attendance Rate	Reasons for Not Attending Meetings
1	Ngo Quoc Trung	13/19	68%	Newly appointed Chairman of the Board of Directors from April 24, 2024
2	Bui Tien Hai	6/19	32%	Resignation of Chairman of the Board of Directors from April 24, 2024
3	Nguyen Van Phuong	19/19	100%	
4	To Xuan Thanh	19/19	100%	
5	Trinh Van Tuan	19/19	100%	
6	Pham Thanh Do	19/19	100%	

3. Supervision activities of the Board of Directors for Board of Directors:

- Summary of production and business activities in 2024 and implementation of the production and business Plan in 2025.

- Regular Board of Directors meetings to issue resolutions on production and business management solutions, evaluating implementation results to make timely adjustments.

- Monitor and supervise production and business operations in alignment with the economic goals set by the Board of Directors' resolutions, and amend the company's statute and regulations to comply with State regulation and the company's charter.

- The Board of Directors conducted the Management Board to develop the 2024 business and production plan, along with solutions for its implementation, to present at the 2024 Annual General Meeting of Shareholders.

- The Board of Directors successfully organized the 2024 Annual General Meeting of Shareholders, where important contents related to the company's production and business activities were approved.

- Manage the implementation of the 2024 production and business plan as approved at the 2024 Annual General Meeting of Shareholders.

- The Board of Directors members carried out supervision activities in accordance with the laws and the charter of Cao Bang Cast Iron and Steel Joint Stock Company.

4. Activities of sub-committees under the Board of Directors

The Board of Directors of the Company has not established any sub-committees. The activities of the Board of Directors are assigned to its members.

5. Resolutions/Decisions of the Board of Directors in 2024:

(Appendix 01 attached)

III. Board of Supervisors (Annual Report):

1. Information about Board of Supervisors members (BOS):

No	Member of the Supervisory Board	Positions	Start Date/End Date of Supervisory Board Membership		Professional qualification
			Appointment Date	Dismissal Date	
1	Hoang Van Sang	Head of the Supervisory Board	22/6/2020		Bachelor of Economics
2	Le Van Luong	Member of the Supervisory Board	27/4/2018		Bachelor of Economics, Bachelor of Laws
3	Dao Thi Van Anh	Member of the Supervisory Board	25/6/2021		Bachelor of Economics

2. Meetings of the Supervisory Board:

No	Member of the Supervisory Board	Positions	Number of Meetings Attended	Attendance Rate	Voting rate	Reasons for Not Attending Meetings
1	Hoang Van Sang	Head of the Supervisory Board	3/3	100%	100%	
2	Le Van Luong	Member of the Supervisory Board	3/3	100%	100%	
3	Dao Thi Van Anh	Member of the Supervisory Board	3/3	100%	100%	

3. Supervisory activities of the Supervisory Board (SB) over the Board of Directors (BOD), Executive Board (EB), and shareholders:

- The Supervisory Board fully participated in all BOD meetings to promptly understand the Company's situation..
- Reviewed and monitored the implementation of the General Meeting of Shareholders resolutions by the BOD and the Executive Board.
- Evaluated the appropriateness of decisions made by the BOD and the EB in management activities.
- Trong năm, Ban kiểm soát đã thực hiện kiểm tra, giám sát định kỳ hoạt động SXKD của Công ty, tham gia cùng HĐQT thông qua các kế hoạch SXKD. Kiểm tra, giám sát báo cáo tài chính trước khi công bố thông tin.
- During the year, the Supervisory Board conducted periodic inspections and supervision of the Company's production and business activities and collaborated with the BOD in approving production and business plans. The Supervisory Board also reviewed and monitored financial statements before their disclosure.
- The BOD and EB fully complied with legal regulations in their management and operations, fulfilling their assigned functions and responsibilities.

4. Coordination of activities between the Supervisory Board (SB) and the Board of Directors (BOD), the Executive Board (EB), and other management personnel:

- The Supervisory Board reviewed documents and participated in regular BOD meetings, joint briefings between the BOD and the EB, and several specialized meetings. Through this, the BOD's resolutions were implemented seriously, promptly, and effectively.
- Monitored the activities of the BOD by overseeing the implementation of the General Meeting of Shareholders' resolutions, the BOD meeting resolutions, and the Company's policies and regulations on operations in specific areas.
- Supervised the activities of the Company's Director by monitoring the execution of the plans approved by the General Meeting of Shareholders, the implementation of the BOD's resolutions, and the Director's compliance with regulations within their authority as stipulated in the Company's Charter and related documents.
- All documents related to the Company's activities were sent to the SB. Information exchange and coordination between the SB and shareholders were conducted in compliance with the Company's Charter.

5. Other activities of the Supervisory Board:

- Collaborated with the Executive Board in selecting an independent auditing firm to audit the semi-annual and annual financial statements for 2024; monitored reports on investment in construction projects, procurement of materials, and product sales...

- Inspected and supervised the Company's compliance with legal obligations (including tax duties, social insurance, health insurance, and other financial obligations...).

- Monitored the implementation of the salary fund, labor management, income distribution, employee benefits, and compliance with the minutes and resolutions approved by the Annual General Meeting of Shareholders.

- Conducted other activities in accordance with the Company's Charter.

IV. Executive Board:

No.	Executive Board Members	Date of birth	Professional qualification	Appointment Date
1	Nguyen Van Phuong	19/01/1976	Mining Engineer; Business Management Engineer	18/6/2019
2	Hoang Minh Ngoc	02/08/1985	Metallurgical Engineer	28/7/2019
3	Nguyen Hoai Nam	03/02/1977	Master's in Underground Construction Engineering	15/9/2022

V. Chief Accountant of the Company:

Full name	Date of birth	Professional qualification	Appointment/Assignment Date
Nguyen Van Hung	05/12/1983	Bachelor of Economics	15/5/2024

VI. Corporate Governance Training:

In 2024, the Executive Board, management personnel, and the Company Secretary attended several professional training courses organized by higher authorities.

VII. List of Related Parties of the Public Company (Annual Report) and Transactions of Related Parties with the Company:

1. List of the Company's related parties: *(Appendix 02 attached)*

2. Transactions between the company and its related parties, or between the company and major shareholders, insiders, and their related parties: *(Appendix 03 attached).*

3. Transactions between insiders of the listed company, their related parties, and subsidiaries or companies controlled by the listed company: *(None)*

4. Transactions between the company and other entities:

4.1. Transactions between the company and a company where a member of the Board of Directors, Supervisory Board, Executive Director (General Director) has been or is a founding member or a member of the Board of Directors, Executive Director (General Director) in the last three (03) years (as of the report date). *(None)*

4.2. Transactions between the company and a company where a related party of a member of the Board of Directors, Supervisory Board, Executive Director (General Director) is a member of the Board of Directors, Executive Director (General Director). *(None)*

4.3. Other transactions of the company (if any) that may bring material or non-material benefits to members of the Board of Directors, Supervisory Board, Executive Director (General Director). *(None)*

VIII. Transactions of shares by insiders and their related parties: *(None)*

IX. Other issues to note: *(None)*

Cao Bang Cast Iron and Steel Joint Stock Company respectfully reports to the State Securities Commission and the Hanoi Stock Exchange./.

Recipients:

- SSC, HNX;
- BOD, BOS;
- Company's website;
- Archive (Internal Records). *RB*

**CHAIRMAN OF THE BOARD OF
DIRECTORS**



Ngô Quốc Trung

RESOLUTIONS OF THE BOARD OF DIRECTORS

(Attached to Report No: 168 /BC-CISCO, dated 24/01/2025)

Appendix 01

No	Resolution No.	Date	Content	Approval rate
1	212/NQ-CISCO	2/2/2024	Re: Approval of the Finalization of Actual Salary Fund in 2023	100%
2	213/NQ-CISCO	2/2/2024	Re: Establishment of an Inspection Council for the Finalization Report of the completed Project (Project: equipment investment for production maintenance in 2022)	100%
3	214/NQ-CISCO	2/2/2024	Re: Approval of the Land Clearance Aid for the Resettlement Project under the implementation costs of the North Zone in the production and mining plan for the North Na Rua Iron Mine.	100%
4	215/NQ-CISCO	2/2/2024	Re: Approval of the Economic - Technical Report and Contractor Selection Plan for the Equipment Investment Project to Support Production.	100%
5	236/NQ-CISCO	7/2/2024	Re: Approval of the contract extension for the related party (iron ore concentrate).	100%
6	237/NQ-CISCO	7/2/2024	Re: Approval of the transaction/contract with the related party (limonite iron ore).	100%
7	266/NQ-CISCO	21/2/2024	Re: Purchase/Sale of Coke for Production with Vinacomin - Minerals Holding Corporation (TKV) (March 20 - April 20, 2024)	100%
8	294/NQ-CISCO	27/2/2024	Re: Purchase/Sale of Coke for Production with Vinacomin - Minerals Holding Corporation (TKV) (April 20 - May 20, 2024)	100%
9	491/NQ-CISCO	29/3/2024	Re: Approval of the voting matters at the Annual General Meeting of Shareholders in 2024.	100%
10	492/NQ-CISCO	29/3/2024	Re: Approval of the policy on appointing the Chief Accountant of the Company	100%
11	493/NQ-CISCO	29/3/2024	Re: Execution of the salary payment for the executive board in 2023 and the plan for 2024	100%
12	562/NQ-CISCO	9/4/2024	Re: Approval of the transaction/contract with the related party (coke)	100%
13	603/NQ-CISCO	15/4/2024	Re: Approval of the transaction/contract with the related party (coke)	100%

No	Resolution No.	Date	Content	Approval rate
14	604/NQ-CISCO	15/4/2024	Re: Purchase/Sale of iron ore concentrate for production with Vinacomin – Minerals Holding Corporation (TKV) (iron ore concentrate)	100%
15	685/NQ-CISCO	24/4/2024	Re: Dismissal of the Chairman of the Board of Directors of the Company.	100%
16	686/NQ-CISCO	24/4/2024	Re: Election of the Chairman of the Board of Directors of the Company	100%
17	826/NQ-CISCO	15/5/2024	Re: Appointment of the Chief Accountant of the Company	100%
18	899/NQ-CISCO	27/5/2024	Re: Approval of the transaction/contract with the related party (coke)	100%
19	920/NQ-CISCO	29/5/2024	Re: Approval of the transaction/contract with the related party (coke)	100%
20	928/NQ-CISCO	30/5/2024	Re: Working Capital Loan for Production and Business in 2024	100%
21	989/NQ-CISCO	10/6/2024	Re: Reappointment of the Company's Director	100%
22	1150/NQ-CISCO	2/7/2024	Re: Approval of the Steel Billet Sales Regulation through the Vinacomin – Minerals Holding Corporation (TKV)	100%
23	1151/NQ-CISCO	2/7/2024	Resolution on the Approval of the Sales Contract as proposed by the Company Director	100%
24	1257/NQ-CISCO	19/7/2024	Re: Reappointment of the Company's Deputy Director	100%
25	1312/NQ-CISCO	23/7/2024	Re: Measures to Ensure and Credit Conditions for the Short-Term Loan of Cao Bang Cast Iron And Steel Joint Stock Company	100%
26	1639/NQ-CISCO	11/9/2024	Re: Approval of amending, supplementing and promulgating new regulations of Cao Bang Cast Iron And Steel Joint Stock Company	100%
27	1560/NQ-CISCO	29/8/2024	Re: Approval of economic transactions/contracts for buying/selling coke in 2024 - 2025 with Vinacomin – Minerals Holding Corporation TKV - JSC	100%
28	1558/NQ-CISCO	28/8/2024	Re: Approval of the Finalization of Construction Costs for the Completed Project: Investment in Equipment for Production Maintenance in 2022 - Cao Bang Cast Iron And Steel Joint Stock Company	100%

No	Resolution No.	Date	Content	Approval rate
29	1559/NQ-CISCO	28/8/2024	Re: Approval of the Revision of the Economic - Technical Report and Contractor Selection Plan for the Project: Equipment Investment for Production Maintainance – Cao Bang Cast Iron And Steel Joint Stock Company	100%
30	1829/NQ-CISCO	18/10/2024	Re: Dismissal of the Deputy Director of the Company	100%
31	2157/NQ-CISCO	9/11/2024	Re: Approval of amending, supplementing and re- of the Regulations on implementing democracy the Grassroots Level at Cao Bang Cast Iron And Steel Joint Stock Company	100%
32	2158/NQ-CISCO	9/11/2024	Re: Approval of the Salary Scale and Payroll Sheet of Cao Bang Cast Iron and Steel Joint Stock Company	100%
33	2160/NQ-CISCO	9/11/2024	Re: Increase the salary grade for employees	100%
34	2159/NQ-CISCO	9/11/2024	Re: Adjustment of Task Assignments for Members of the Board of Directors of Cao Bang Cast Iron and Steel Joint Stock Company for the 2022-2027 Term	100%
35	2307/NQ-CISCO	26/12/2024	Re: Approval of the Policy and Plan for Appointing the Deputy Director of the Company	100%

**Transactions between the Company and its affiliated persons or between
the Company and its major shareholders, internal persons and affiliated persons**
(Attached to Report No.: 168 /BC-CISCO, dated 29/01/2025)

Appendix: 03

No	Name of organization/ individual	Relationship with the Company	No.* date of issue, place of issue	Address	ime of transactions with the Company	Resolution No. or Decision No. approved by General Meeting of Shareholders/ Board of Directors (if any, specifying date of issue)	Content, quantity, total value of transaction (million Vietnam dongs)	Note			
1	TKV - minerals holding corporation	Holding Company	0100103087 Date of issue: 28/4/2021 Address: Department of Planning and Investment of Hanoi City	No. 193, Nguyen Huy Tuong, Thanh Xuan, Ha Noi	02/2024	Resolution No. 226/NQ-HĐQT	53.460.000.000	Contract for sale of coke			
					02/2024		53.460.000.000	Contract for sale of coke			
2								02/2024	Resolution No. 294/NQ-HĐQT	53.460.000.000	Contract for sale of coke
								02/2024		53.460.000.000	Contract for sale of coke
3								2/2024	Resolution No. 236/NQ-HĐQT	10.593.000.000	Appendix to Contract No. 05 dated 20/2/2024
5								04/2024	Resolution No. 562/NQ-HĐQT	49.830.000.000	Contract for sale of coke
								04/2024		49.830.000.000	Contract for sale of coke
6								04/2024	Resolution No. 603/NQ-HĐQT	49.775.000.000	Contract for sale of coke
								04/2024		49.775.000.000	Contract for sale of coke
7								4/2024	Resolution No. 604/NQ-HĐQT	82.126.260.000	Contract for sale of coke
8								5/2024	Resolution No. 899/NQ-HĐQT	99.550.000.000	Contract for sale of coke
				5/2024	Resolution No. 920/NQ-HĐQT	99.550.000.000	Contract for sale of coke				
9				7/2024	Resolution No. 1150/NQ-CISCO	3.218.600.000.000	Contract for sale of Billet				
10				7/2024	Resolution No. 1151/NQ-CISCO						
11				8/2024	Resolution No. 1560/NQ-CISCO	1.100.000.000.000	Contract for sale of coke				