

No.: 01/2025/NQ-ĐHĐCĐ

Dong Nai, April 12, 2025

## **RESOLUTION**

### **ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025 DONG NAI TRANSPORTATION CONSTRUCTION JOINT STOCK COMPANY**

- Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Pursuant to the current Charter of organization and operation of Dong Nai Transportation Construction Joint Stock Company;
- Pursuant to the Minutes of the 2025 Annual General Meeting of Shareholders of Dong Nai Transportation Construction Joint Stock Company;
- Pursuant to the Minutes of the vote counting and voting on the contents of the General Meeting approved by the General Meeting.

## **DECISION**

**Article 1:** Approval of the Board of Directors' 2024 Operational Report and 2025 Operational Orientation according to the content of Report No. 01/2025/BC-HĐQT.

**Article 2:** Approval of the 2024 Supervisory Board's Operation Report according to the content of Report No. 01/2025/BC-BKS.

**Article 3:** Approval of the Board of Managers' 2024 Operational Report and 2025 plan according to the content of Report No. 01/2025/BC-BTGD.

**Article 4:** Approval of Submission No. 01/2025/TTr-HĐQT on the 2024 audited financial statements of Dong Nai Transportation Construction Joint Stock Company.

**Article 5:** Approval of Submission No. 02/2025/TTr-HĐQT on the revenue and profit plan (consolidated) for 2025.

**Article 6:** Approval of Submission No. 03/2025/TTr-HĐQT on the Profit Distribution Plan and Fund Provisions for 2024.

**Article 7:** Approval of Submission No. 04/2025/TTr-HĐQT on the 2024 remuneration payment and the 2025 remuneration payment plan for the Board of Directors and the Board of Supervisors.

**Article 8:** Approval of Submission No. 05/2025/TTr-HĐQT on Authorizing and assigning responsibility to the Board of Directors to decide on some matters under the authority of the General Meeting of Shareholders.

**Article 9:** Approval of Submission No. 06/2025/TTr-HĐQT on changing the Charter of organization



and operation of Dong Nai Transportation Construction Joint Stock Company.

**Article 10:** Approval of Submission No. 07/2025/TTr-HĐQT on the dismissal and election of additional members of the Board of Supervisors for the remaining term of 2023-2028.

Specifically, approve the dismissal of the position of Member of the Board of Supervisors of Dong Nai Transportation Construction Joint Stock Company, term 2023-2028 for Mr. Nguyen Hiep and Mr. Doan Van Binh from April 12, 2025 according to personal aspirations.

**Article 11:** Approval of Submission No. 08/2025/TTr-HĐQT on the dismissal and removal of members of the Board of Directors for the 2023-2028 term.

Specifically, approve the dismissal of Mr. Ton Duc Tung and Mr. Nguyen Quoc Thanh from the position of Board Member of Company, term 2023-2028 from April 12, 2025 according to personal aspirations, and the dismissal of Mr. Tran Quang Tuan from the position of Board Member of Company, term 2023-2028 from April 12, 2025. Reason: Not participating in the activities of the Board of Directors for 06 consecutive months.

**Article 12:** Approval of the Submission No. 09/2025/TTr-HĐQT on authorizing the Board of Directors to establish a subsidiary and related work to invest in the Commercial Service Building project.

**Article 13:** Approval of the results of the election of additional members of the Board of Supervisors (remaining term 2023-2028)

No.	Full name	Position
1	Ms. Trần Thị Ngọc Huyền	Member of the Board of Supervisors
2	Ms. Nguyễn Thị Ngọc Linh	Member of the Board of Supervisors

**Implementation provisions:**

The full text of this Resolution was approved by the 2025 Annual General Meeting of Shareholders of Dong Nai Transportation Construction Joint Stock Company at the Meeting on April 12, 2025 and takes effect immediately after the end of the Meeting.

The members of the Board of Directors, the Supervisory Board, the Management Board of the relevant departments and divisions of the Company are responsible for implementing this Resolution.



Phường Thừa Vũ



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No.: 01/2024/BBH-ĐHĐCĐ

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Dong Nai, April 12, 2025

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

### **I. ISSUER INFORMATION**

1. Issuer name: Dong Nai Transportation Construction Joint Stock Company
2. Business Registration Certificate No. 3600259916 first issued by the Department of Planning and Investment of Dong Nai Province on December 30, 2005, registered for the 17th change on April 20, 2023
3. Address: No. 200 Nguyen Ai Quoc, Trang Dai Ward, Bien Hoa City, Dong Nai Province
4. Phone: 84-(251) 389 9860      Fax: 84-(251) 389 9750      Website: dgtc.vn

### **II. STARTING TIME OF THE MEETING: 9:00 a.m on April 12, 2025**

### **III. LOCATION: No. 200 Nguyen Ai Quoc, Trang Dai Ward, Bien Hoa City, Dong Nai Province**

### **IV. PARTICIPANTS**

1. Shareholders and shareholder representatives whose names are on the List of Shareholders as of the last registration date of March 10, 2025 provided by Vietnam Securities Depository and Clearing Corporation ("VSDC").
2. Members of the Board of Directors of Dong Nai Transportation Construction Joint Stock Company
  - Mr. Phương Thừa Vũ      Chairman of the Board of Directors
  - Mr. Nguyễn Thanh Phong      Board Member
  - Mr. Nguyễn Khoa      Board Member
  - Mr. Tôn Đức Tùng      Board Member
3. Board of Supervisors of Dong Nai Transportation Construction Joint Stock Company:
  - Mr. Vũ Tiến Mạnh      Head of BOS

### **V. PERSONNEL OF THE PRESIDIUM AND ASSISTANT COMMITTEES AT THE CONGRESS**

The personnel structure of the Presidium and the supporting committees at the General Meeting was approved by the General Meeting of Shareholders by presenting voting cards at the General Meeting with 100% of the shareholders present in favor. Specifically as follows:

1. Presidium:
  - Mr. Phương Thừa Vũ
  - Mr. Nguyễn Khoa
  - Mr. Đỗ Hoài Thu
2. Secretariat:
  - Ms. Nguyễn Thị Minh Hạnh

- Ms. Trần Thị Ngọc Giàu
- 3. Shareholder Qualification Examination Board:
  - Ms. Lưu Thị Thu Hà
  - Ms. Phạm Thị Trà Giang
  - Ms. Võ Thị Kim Ngân
- 4. Vote Counting Committee:
  - Mr. Phạm Xuân Việt
  - Ms. Hoàng Thị Mai
  - Ms. Lưu Thị Hằng

## **VI. CONDITIONS FOR CONDUCTING THE CONGRESS**

Member of the Shareholders' Qualification Examination Board - Ms. Lưu Thị Thu Hà reported at the General Meeting the results of the examination of shareholders' qualifications to attend the 2025 Annual General Meeting of Shareholders, at the opening time. The General Meeting is eligible to proceed in accordance with the provisions of current law with the following shareholder structure: The number of shareholders attending and shareholders authorized to attend the General Meeting is 18 shareholders, representing 51,872,001 shares, accounting for 65.66% out of the total number of voting shares of 79,000,000 shares, of which:

- The number of shareholders attending in person is 3, representing 12,001 shares, accounting for 0.02% of the total number of shares with voting rights.
- The number of authorized shareholders is 15, representing 51,860,000 shares, accounting for 65.65% of the total number of shares with voting rights.

## **VII. SHAREHOLDERS' MEETING PROGRAM**

1. Mr. Phùng Thừa Vũ - Chairman delivered the opening speech of the 2025 Annual General Meeting of Shareholders.
2. Mr. Đỗ Thu Hoài presented the program of the 2025 Annual General Meeting of Shareholders, the Regulations on organizing the General Meeting, the principles and rules for voting to approve the contents by raising the Voting Card:
  - Approval of the Presidium
  - Approval of the Secretariat and the Counting Committee
  - Approval of the General Meeting program
  - Approval of the Regulations on organizing the General Meeting
  - Approval of the principles and rules for voting
3. Mr. Phùng Thừa Vũ introduced the program of the 2025 Annual General Meeting of Shareholders, including the following contents:
  - Report on the company's production and business activities in fiscal year 2024 and the company's production and business activities plan and direction in 2025;
  - The Board of Directors' 2024 Operational Report and 2025 Operational Orientation;
  - Report on the activities of the Board of Supervisors in 2024 and the direction of activities in 2025;
  - Submission No. 01/2025/TTr-HĐQT on the approval of the audited financial statements in 2024 of



Dong Nai Transportation Construction Joint Stock Company;

- Submission No. 02/2025/TTr-HĐQT on the approval of the revenue and profit plan (consolidated) in 2025;
- Submission No. 03/2025/TTr-HĐQT on the approval of the profit distribution plan and fund allocation in 2024;
- Submission No. 04/2025/TTr-HĐQT on the approval of the remuneration payment plan in 2024 and the remuneration payment plan for the Board of Directors and the Board of Supervisors in 2025;
- Submission No. 05/2025/TTr-HĐQT on Authorizing and assigning responsibility to the Board of Directors to decide on a number of contents under the authority of the General Meeting of Shareholders;
- Submission No. 06/2025/TTr-HĐQT Approving the amendment of the Charter of organization and operation of Dong Nai Transportation Construction Joint Stock Company;
- Submission No. 07/2025/TTr-HĐQT Approving the dismissal and election of additional members of the Board of Supervisors, for the remaining term of 2023-2028;
- Submission No. 08/2025/TTr-HĐQT Approving the dismissal and removal of members of the Board of Directors.
- Submission No. 09/2025/TTr-HĐQT on authorizing the Board of Directors to establish a subsidiary and related work to invest in the Commercial Service Building project.

#### **VIII. MEETING CONTENT**

1. **The content of the General Meeting's agenda** was unanimously approved by the General Meeting of Shareholders with **100% of the shareholders present voting** in favor by raising their voting cards.
2. **The General Meeting's regulations** were unanimously approved by the General Meeting of Shareholders with **100% of the shareholders present voting** in favor by raising their voting cards.
3. **The Presidium; General Meeting Secretary; Vote Counting Committee** were unanimously approved by the General Meeting of Shareholders with **100% of the shareholders present voting** in favor by raising their voting cards.
4. **The Congress listened to Mr. Nguyen Khoa** present the Company's Business Performance Report in the 2024 fiscal year and the Company's Business Performance Plan and Direction in 2025.
5. **The Congress listened to Mr. Phuong Thua Vu** present the Board of Directors' Performance Report in 2024 and the Business Direction in 2025.
6. **The Congress listened to Mr. Vu Tien Manh** present the Board of Supervisors' Performance Report in 2024 and the Business Direction in 2025.
7. **The Congress listened to Mr. Do Hoai Thu** present the Submission No. 01/2025/TTr-HĐQT on the Approval of the 2024 Audited Financial Statements of Dong Nai Transportation Construction Joint Stock Company.
8. **The Congress listened to Mr. Do Hoai Thu** present the Submission No. 02/2024/TTr-HĐQT on the Approval of the revenue and profit plan (consolidated) in 2025.
9. **The Congress listened to Mr. Do Hoai Thu** present Report No. 03/2024/TTr-HĐQT on Approval of the Profit Distribution Plan and Fund Provisions for 2024.
10. **The Congress listened to Mr. Nguyen Khoa** presenting Report No. 04/2024/TTr-HĐQT on Approval of the 2024 remuneration payment plan and the 2025 remuneration payment plan for the Board of

Directors and the Supervisory Board.

11. **The Congress listened to Mr. Do Hoai Thu** presenting Report No. 05/2024/TTr-HĐQT on Authorizing and assigning responsibility to the Board of Directors to decide on a number of contents under the authority of the General Meeting of Shareholders.
12. **The Congress listened to Mr. Nguyen Khoa** presenting Report No. 06/2024/TTr-HĐQT Approving the amendment of the Charter of organization and operation of Dong Nai Transportation Construction Joint Stock Company.
13. **The Congress listened to Mr. Nguyen Khoa** presenting Report No. 07/2024/TTr-HĐQT Approving the dismissal and election of additional members of the Supervisory Board, the remaining term 2023-2028.
14. **The Congress listened to Mr. Nguyen Khoa** presenting Report No. 08/2024/TTr-HĐQT Approving the dismissal and removal of members of the Board of Directors, remaining term 2023-2028.
15. **The Congress listened to Mr. Do Hoai Thu** presenting Report No. 09/2024/TTr-HĐQT Approve to authorize the Board of Directors to establish a subsidiary and related work to invest in the Commercial Service Building project.
16. The Chairman invited shareholders to ask questions and give opinions on the Reports and Reports at the Congress.

At the Meeting, there were 01 shareholders with questions/comments. Shareholders' opinions on the Reports and Proposals at the Meeting and the responses of the Presidium are presented in detail in the Appendix attached to these Minutes.

#### **IX. RESULTS OF VOTING AND ELECTION AT THE GENERAL MEETING OF SHAREHOLDERS**

After reviewing the Submissions, Reports and discussing related issues, the 2025 Annual General Meeting of Shareholders voted to approve the following contents:

##### **1. Report No. 01/2025/BC-HĐQT**

Number of votes in favor:	51.872.001 shares	Account for 100% of total voting shares of shareholders attending and authorized at the General Meeting
Number of Disapproval votes:	0 share	Account for 0% of total voting shares of shareholders attending and authorized at the General Meeting
Number of votes No opinion:	0 share	Account for 0% of total voting shares of shareholders attending and authorized at the General Meeting
Invalid Votes:	0 share	Account for 0% of total voting shares of shareholders attending and authorized at the General Meeting

##### **2. Report No. 01/2025/BC-BKS**

Number of votes in favor:	51.872.001 shares	Account for 100% of total voting shares of shareholders attending and authorized at the
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General Meeting		
Number of Disapproval votes:	0 share	Account for 0% of total voting shares of shareholders attending and authorized at the General Meeting
Number of votes No opinion:	0 share	Account for 0% of total voting shares of shareholders attending and authorized at the General Meeting
Invalid Votes:	0 share	Account for 0% of total voting shares of shareholders attending and authorized at the General Meeting

### 3. Report No. 01/2025/BC-BTGĐ

Number of votes in favor:	51.872.001 shares	Account for 100% of total voting shares of shareholders attending and authorized at the General Meeting
Number of Disapproval votes:	0 share	Account for 0% of total voting shares of shareholders attending and authorized at the General Meeting
Number of votes No opinion:	0 share	Account for 0% of total voting shares of shareholders attending and authorized at the General Meeting
Invalid Votes:	0 share	Account for 0% of total voting shares of shareholders attending and authorized at the General Meeting

### 4. Submission No. 01/2025/TTr-HĐQT

Number of votes in favor:	51.872.001 shares	Account for 100% of total voting shares of shareholders attending and authorized at the General Meeting
Number of Disapproval votes:	0 share	Account for 0% of total voting shares of shareholders attending and authorized at the General Meeting
Number of votes No opinion:	0 share	Account for 0% of total voting shares of shareholders attending and authorized at the General Meeting
Invalid Votes:	0 share	Account for 0% of total voting shares of shareholders attending and authorized at the General Meeting

### 5. Submission No. 02/2025/TTr-HĐQT

Number of votes in favor:	51.872.001 shares	Account for 100% of total voting shares of shareholders attending and authorized at the General Meeting
Number of Disapproval votes:	0 share	Account for 0% of total voting shares of shareholders attending and authorized at the General Meeting
Number of votes No opinion:	0 share	Account for 0% of total voting shares of shareholders attending and authorized at the General Meeting
Invalid Votes:	0 share	Account for 0% of total voting shares of shareholders attending and authorized at the General Meeting

#### 6. Submission No. 03/2025/TTr-HĐQT

Number of votes in favor:	51.872.001 shares	Account for 100% of total voting shares of shareholders attending and authorized at the General Meeting
Number of Disapproval votes:	0 share	Account for 0% of total voting shares of shareholders attending and authorized at the General Meeting
Number of votes No opinion:	0 share	Account for 0% of total voting shares of shareholders attending and authorized at the General Meeting
Invalid Votes:	0 share	Account for 0% of total voting shares of shareholders attending and authorized at the General Meeting

#### 7. Submission No. 04/2025/TTr-HĐQT

Number of votes in favor:	51.872.001 shares	Account for 100% of total voting shares of shareholders attending and authorized at the General Meeting
Number of Disapproval votes:	0 share	Account for 0% of total voting shares of shareholders attending and authorized at the General Meeting
Number of votes No opinion:	0 share	Account for 0% of total voting shares of shareholders attending and authorized at the General Meeting
Invalid Votes:	0 share	Account for 0% of total voting shares of shareholders attending and authorized at the



General Meeting

**8. Submission No. 05/2025/TTr-HĐQT**

Number of votes in favor:	51.872.001 shares	Account for 100% of total voting shares of shareholders attending and authorized at the General Meeting
Number of Disapproval votes:	0 share	Account for 0% of total voting shares of shareholders attending and authorized at the General Meeting
Number of votes No opinion:	0 share	Account for 0% of total voting shares of shareholders attending and authorized at the General Meeting
Invalid Votes:	0 share	Account for 0% of total voting shares of shareholders attending and authorized at the General Meeting

**9. Submission No. 06/2025/TTr-HĐQT**

Number of votes in favor:	51.872.001 shares	Account for 100% of total voting shares of shareholders attending and authorized at the General Meeting
Number of Disapproval votes:	0 share	Account for 0% of total voting shares of shareholders attending and authorized at the General Meeting
Number of votes No opinion:	0 share	Account for 0% of total voting shares of shareholders attending and authorized at the General Meeting
Invalid Votes:	0 share	Account for 0% of total voting shares of shareholders attending and authorized at the General Meeting

**10. Submission No. 07/2025/TTr-HĐQT**

Number of votes in favor:	51.872.001 shares	Account for 100% of total voting shares of shareholders attending and authorized at the General Meeting
Number of Disapproval votes:	0 share	Account for 0% of total voting shares of shareholders attending and authorized at the General Meeting
Number of votes No opinion:	0 share	Account for 0% of total voting shares of shareholders attending and authorized at the General Meeting

Invalid Votes:	0 share	Account for 0% of total voting shares of shareholders attending and authorized at the General Meeting
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#### 11. Submission No. 08/2025/TTr-HĐQT

Number of votes in favor:	51.872.001 shares	Account for 100% of total voting shares of shareholders attending and authorized at the General Meeting
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Number of Disapproval votes:	0 share	Account for 0% of total voting shares of shareholders attending and authorized at the General Meeting
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Number of votes No opinion:	0 share	Account for 0% of total voting shares of shareholders attending and authorized at the General Meeting
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Invalid Votes:	0 share	Account for 0% of total voting shares of shareholders attending and authorized at the General Meeting
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#### 12. Submission No. 09/2025/TTr-HĐQT

Number of votes in favor:	51.872.001 shares	Account for 100% of total voting shares of shareholders attending and authorized at the General Meeting
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Number of Disapproval votes:	0 share	Account for 0% of total voting shares of shareholders attending and authorized at the General Meeting
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Number of votes No opinion:	0 share	Account for 0% of total voting shares of shareholders attending and authorized at the General Meeting
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Invalid Votes:	0 share	Account for 0% of total voting shares of shareholders attending and authorized at the General Meeting
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#### 13. Results of the election of additional members of the Board of Supervisors for the 2023-2028 term

No.	Full name	Position
1	Ms. Trần Thị Ngọc Huyền	BOS member
2	Ms. Nguyễn Thị Ngọc Linh	BOS member



**X. GENERAL MEETING OF SHAREHOLDERS APPROVED MINUTES, RESOLUTIONS AND CLOSED**

Ms. Nguyen Thi Minh Hanh presented the Minutes and Resolution of the 2025 Annual General Meeting of Shareholders of Dong Nai Transportation Construction Joint Stock Company.

The General Meeting of Shareholders voted and approved the Minutes and Resolution of the 2025 Annual General Meeting of Shareholders with a voting rate of 100% of the total number of voting shares of shareholders attending and authorized at the Meeting.

Mr. Phuong Thua Vu delivered the closing speech of the 2025 Annual General Meeting of Shareholders.

The 2025 Annual General Meeting of Shareholders ends at 11.30 am on the same day.



CHAIRMAN

Phuong Thừa Vũ

SECRETARY

Nguyễn Thị Minh Hạnh



Dong Nai, April 12, 2025

**REGULATIONS ON ORGANIZATION  
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025  
DONG NAI TRANSPORTATION CONSTRUCTION JSC**

In order for the Congress to work effectively, in accordance with the program and plan and regulations of the Enterprise Law 2020, the Presidium of Dong Nai Transportation Construction Joint Stock Company has developed the working regulations of the Congress with the following specific contents:

**Target:**

- Ensure the principles of publicity, fairness and democracy;
- Facilitate the organization and conduct of the 2025 Annual General Meeting of Shareholders.

**CHAPTER I  
GENERAL PROVISIONS**

**Article 1: Scope of application:**

1. These regulations are used for organizing the Annual General Meeting of Shareholders 2025 of Dong Nai Transportation Construction Joint Stock Company (hereinafter referred to as "the Company").
2. This Regulation specifically stipulates the rights and obligations of the parties attending the meeting, the conditions and procedures for conducting the Congress.

**Article 2: Applicable objects**

Shareholders and participants are responsible for complying with the provisions of this charter.

**CHAPTER II  
RIGHTS AND OBLIGATIONS OF PARTIES ATTENDING THE CONFERENCE**

**Article 3: Participants of the 2025 Annual General Meeting of Shareholders**

All shareholders owning shares of Dong Nai Transportation Construction Joint Stock Company in the shareholder list closed on March 10, 2025.

**Article 4: Rights and obligations of shareholders:**

**1. Rights of shareholders when attending the General Meeting**

- 1.1. All shareholders of the company have the right to attend and vote on matters within the authority of the General Meeting of Shareholders.





1.2. In case of being unable to attend the General Meeting, shareholders can authorize another person to attend and vote on issues within their authority. This authorization must be made in writing according to the form attached to the Invitation to the General Meeting of Shareholders of the Company;

1.3. In addition to the documents distributed at the General Meeting, each shareholder attending the General Meeting of Shareholders will also be issued 01 Voting Card, 01 Voting Ballot, on which is written the shareholder code and the number of voting shares that the shareholder holds or is authorized.

Voting Card and Voting Ballot are used to vote to approve the Content presented at the General Meeting.

1.4. Shareholders who arrive late to the General Meeting of Shareholders have the right to register immediately and then have the right to participate and vote immediately at the General Meeting, but the Chairman is not responsible for stopping the General Meeting to allow late shareholders to register and the validity of previously conducted voting sessions will not be affected.

## **2. Obligations of common shareholders when attending the General Meeting**

2.1. Shareholders attending the meeting must dress politely and formally;

2.2. Fully participate in the General Meeting of Shareholders according to the Company's regulations. In case of being unable to attend, a representative must be authorized to attend according to regulations;

2.3. Shareholders or shareholders' representatives attending the meeting must complete the registration procedures to attend the General Meeting with the General Meeting Organizing Committee;

2.4. Comply with the conditions and procedures specified in this Regulation;

2.5. Strictly comply with the regulations at the General Meeting of Shareholders, respect the working results at the General Meeting.

## **Article 5: Rights and obligations of the Chairman of the Congress**

1. The Chairman is the Chairman of the Board of Directors of Dong Nai Transportation Construction Joint Stock Company, acting as the chair of the General Meeting of Shareholders.

2. The Chairman of the Congress has the following rights and obligations:

a. Control the Congress to carry out the working program in a valid and orderly manner;

When events arise outside the agenda of the General Meeting of Shareholders, the Chairman will discuss with other members of the Organizing Committee (before the General Meeting begins) and the Presidium (during the General Meeting) to find a solution. However, in case there are many different opinions, the opinion supported by the Chairman will be decisive;

b. Has the right to take necessary measures to control the meeting in a reasonable, orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of the meeting attendees;

c. The right to postpone the General Meeting with the required number of delegates to another time and place decided by the Chairman without consulting the General Meeting, if it is found that:

- The meeting location does not have enough convenient seats for all attendees;

- The means of communication at the meeting location do not ensure that shareholders attending the meeting can participate, discuss and vote;
- There are attendees who obstruct or disrupt the order, which risks making the meeting not be conducted fairly and legally.
- The postponement is necessary for the work of the General Meeting to be conducted in a valid manner. The maximum postponement period shall not exceed three days from the date the meeting is scheduled to open.

**Article 6: Rights and obligations of the Secretary of the Congress**

1. The Secretary of the General Meeting of Shareholders is appointed by the Presidium and approved by the General Meeting of Shareholders. His/her duties include assisting the Presidium in successfully running the General Meeting, recording and taking minutes of the General Meeting of Shareholders;
2. Responsible for the truthfulness, accuracy and completeness of the Minutes of the 2025 Annual General Meeting of Shareholders;
3. Perform other tasks assigned by the Presidium during the Congress recess.

**Article 7: Rights and obligations of the Shareholder Qualification Examination Board and the Vote Counting Board**

1. The shareholder qualification examination committee established by the congress organizing committee is responsible for:
  - a. Making a list of shareholders attending the congress.
  - b. Collecting the draft charter comments (if any) along with the authorization letter (in case of authorization).
  - c. Checking the identity card/citizen identification of the shareholder (in case of direct attendance) or the identity card/citizen identification of the authorized person and the authorization letter to attend the congress (in case of attendance by proxy).
  - d. Checking whether the attending shareholders are complete and correct and synthesizing, calculating the data and notifying the Secretariat.
  - đ. Making a shareholder qualification examination report to read before the congress.
  - e. Distributing meeting documents and voting ballots to shareholders before entering the hall.
2. The Ballot Counting Committee is nominated by the Presidium of the General Meeting and approved by the General Meeting of Shareholders. The Ballot Counting Committee has 03 members introduced by the Presidium for election by the General Meeting from among the delegates attending the General Meeting. The members of the Ballot Counting Committee are not at the same time the Secretary of the General Meeting. The Ballot Counting Committee is responsible for guiding the election rules, inspecting and supervising the voting, organizing the vote counting, making the Minutes and announcing the vote counting results before the General Meeting, then submitting the Minutes to the General Meeting Chairman. The Ballot Counting Committee is responsible for the truthfulness and accuracy of the vote counting results.

### **CHAPTER III CONGRESS PROCEDURE**

**Article 8: Conditions for holding the Congress**



The General Meeting of Shareholders is held when the number of shareholders attending the meeting represents more than 50% of the total number of votes of the Company according to the list of shareholders invited to the meeting when deciding to convene the General Meeting.

**Article 9: Methods of conducting the Congress**

1. The congress is expected to last for half a day.
2. The General Meeting will discuss and approve the contents stated in the Agenda of the General Meeting of Shareholders.
3. The procedures for conducting the Congress are specified in detail in the Agenda for the 2025 Annual General Meeting of Shareholders.

**Article 10: Approval of the Decision of the 2025 Annual General Meeting of Shareholders**

Resolutions and Decisions of the General Meeting of Shareholders are only valid when approved by shareholders and representatives owning more than 50% of the total number of votes of all shareholders with voting rights present in person or through authorized representatives present at the General Meeting of Shareholders.

1. As for related issues stipulated in Clause 1, Article 21 of the Company's Charter, they will only be approved when the number of shareholders owning and representing 65% or more of the total number of votes of all shareholders with voting rights present in person or through authorized representatives present at the General Meeting of Shareholders approve.
2. Voting to elect members of the Board of Directors and the Board of Supervisors must be carried out by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Directors or the Board of Supervisors, and shareholders have the right to accumulate all their votes for one or several candidates.
3. Issues related to the procedures for organizing and conducting the General Meeting of Shareholders: the decision of the Chairman of the meeting is final and all attending shareholders must comply.

**Article 11: Handling of cases where the shareholders' meeting is not held successfully**

1. In case the first meeting does not meet the conditions to be held according to the provisions of Article 8 of this Charter, the meeting must be reconvened within 30 days from the date of the first unsuccessful meeting of shareholders.
2. In the reconvened General Meeting of Shareholders (2nd General Meeting), the number of shareholders attending the meeting must represent at least 33% of the total number of votes of the Company. In case the 2nd General Meeting is not eligible to be held, the 3rd General Meeting must be convened within 20 days from the date of the planned 2nd General Meeting.
3. In the 3rd general meeting, any number of shareholders attending are valid and have the right to decide all matters of the 2025 annual general meeting of shareholders.

**Article 12: Minutes of the 2025 Annual General Meeting of Shareholders**

All contents at the 2025 Annual General Meeting of Shareholders of Dong Nai Transportation Construction Joint Stock Company must be recorded in minutes by the Secretary of the Meeting. The minutes of the meeting are read and approved before the closing of the meeting and are kept in the company's minutes book.



## CHAPTER IV OTHER PROVISIONS

### Article 13: Other regulations

1. Shareholders attending the meeting who wish to express their opinions must obtain the consent of the Chairman of the Meeting. Shareholders should speak briefly and focus on the key issues to be discussed, in accordance with the approved agenda of the meeting. The Chairman of the Meeting will arrange for shareholders to speak in the order of registration, and at the same time answer shareholders' questions;
2. Shareholders will be disqualified from attending the General Meeting of Shareholders by the Presidium if they intentionally do not comply with the regulations of the meeting, cause disturbances, disrupt order, or have actions that directly affect the management of the General Meeting.

## CHAPTER V TERMS OF IMPLEMENTATION

### Article 14: Effect of the Regulations

This Regulation consists of 5 chapters and 14 articles, applied by the Presidium of Dong Nai Transportation Construction Joint Stock Company to the Company's 2025 Annual General Meeting of Shareholders on April 12, 2025 and takes effect immediately after being approved by the General Meeting of Shareholders./.

CHAIRMAN OF BOARD OF DIRECTORS



PHƯƠNG THỪA VŨ

Dong Nai, April 12, 2025

**PRINCIPLES AND RULES OF VOTING  
AT THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
DONG NAI TRANSPORTATION CONSTRUCTION JSC.**

**I. Voting principles:**

- Legal and accurate.
- Shareholders or authorized representatives of shareholders vote by raising voting cards or casting ballots according to the instructions of the Vote Counting Committee. In case of voting through the Presidium, the Shareholder Qualification Examination Committee, the Secretariat, the Vote Counting Committee, the Meeting Content and related Reports will be voted by raising voting cards at the Meeting.
- Each shareholder has the number of votes calculated by the number of shares that he/she owns and represents by authorization.
- The voting card is only valid if it is valid according to the regulations.
- The voting result is calculated according to the percentage of the total number of votes of all shareholders attending and voting at the meeting in favor.

**II. Voting method:**

**1. General provisions:**

- Voting to approve the contents of the Report and Resolution of the General Meeting of Shareholders is conducted publicly and directly under the direction of the Presidium of the General Meeting and only uses voting cards issued by the General Meeting Organizing Committee.
- Shareholders or authorized representatives of shareholders (hereinafter referred to as shareholders) attending the General Meeting of Shareholders with voting rights will be issued 01 Voting Card. Specifically:

Voting form: Vote to approve the contents presented at the Congress.

- Information printed on the Voting Form:
  - Shareholder code
  - Full name of shareholder and authorized representative of shareholder (if any)
  - Number of shares owned or represented: is the total number of shares with voting rights represented by the shareholder.



- **Classification of Voting Ballots:**

- Valid voting balls must satisfy the following conditions at the same time:

- + Ballots must follow the form issued by the Organizing Committee of the General Meeting;
- + Ballots must not be torn, erased, scratched, or modified;

Invalid ballot: is a ballot that does not satisfy one, part or all of the conditions as prescribed for a valid ballot.

**2. Voting method:**

- + Shareholders (or authorized representatives) vote on each corresponding content in the agenda of the General Meeting. When voting on an issue raised by the General Meeting, shareholders vote by raising their voting cards; the voting result is determined by counting the number of votes in favor, the number of votes against, and the number of votes with no opinion.

- + For each issue to be voted on, the Chairman will ask for shareholders' opinions in the following order: Agree; Disagree; No opinion. For each issue to be voted on, shareholders may only raise their voting cards once.

At the same time, shareholders (or authorized representatives) will tick the voting ballot corresponding to the approved content and the Organizing Committee will collect the voting ballot.

**3. Summary of results:**

- The Head of the Vote Counting Committee is responsible for notifying the General Meeting of the voting results for each voting issue.
- The voting results must be recorded in the Minutes of the General Meeting of Shareholders of the Company.

**III. Approve the voting results:**

1. Resolutions, Decisions, and Proposals of the General Meeting are only valid when approved by shareholders and representatives owning more than 50% of the total number of votes of all shareholders with voting rights present in person or through authorized representatives present at the General Meeting of Shareholders.
2. Regarding related issues specified in Clause 1, Article 21 of the Company's Charter, they will only be approved when approved by shareholders and representatives owning 65% or more of the total number of votes of all shareholders with voting rights present in person or through authorized representatives present at the General Meeting of Shareholders.
3. Issues related to the procedures for organizing and conducting the General Meeting of Shareholders: The decision of the chairperson is the final decision and all attending shareholders must comply with it.

**IV. Effectiveness:**





The principles and voting regulations shall take effect immediately upon approval at the 2025 Annual General Meeting of Shareholders of Dong Nai Transportation Construction Joint Stock Company.

**CHAIRMAN OF BOARD OF  
DIRECTORS**



**PHUONG THUA VU**



C.P. \* 1/2/2025

Dong Nai, March 24, 2025

**NOMINATION, CANDIDATE AND ELECTION REGULATIONS  
ADD MORE MEMBERS OF THE SUPERVISORY BOARD  
(REMAINING TERM OF 2023 – 2028)**

**AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025  
DONG NAI TRANSPORT CONSTRUCTION JOINT STOCK COMPANY**

- Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020 of the National Assembly of the Socialist Republic of Vietnam;
- Pursuant to the Securities Law No. 54/2019/QH14 dated November 26, 2019 of the Socialist Republic of Vietnam;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Securities Law;
- Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance on guiding a number of articles on Corporate Governance applicable to public companies;
- Pursuant to the Charter of Dong Nai Traffic Construction Joint Stock Company.

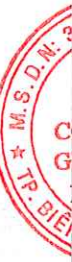
In order for the election of additional members of the Board of Supervisors (BOS) for the remaining term of 2023 - 2028 at the 2025 Annual General Meeting of Shareholders of Dong Nai Transportation Construction Joint Stock Company to comply with current regulations of Vietnamese law and to properly implement the principles of fairness, transparency, democracy, ensuring the legitimate rights of all shareholders, we respectfully submit to the General Meeting of Shareholders for approval of the **"Regulations on nomination, candidacy, and election of additional members of the Board of Supervisors for the remaining term of 2023 - 2028"** as follows:

**I. Subjects and scope of application:**

1. This regulation guides the order and procedures for nomination, candidacy, and election of additional members of the Board of Supervisors for the remaining term of 2023 - 2028 of Dong Nai Transportation Construction Joint Stock Company;
2. Shareholders and candidates participating in nomination, candidacy, and election of additional members of the Board of Supervisors are responsible for complying with the contents of this Regulation.

**II. Regulations on nomination and candidacy for additional members of the Board of Supervisors:**

1. **Number of additional members and terms of office of the Board of Supervisors:**
  - Number of additional elected members of the Board of Supervisors: **02 members.**



- The term of the newly elected member of the Board of Supervisors is the remaining term of the 2023 – 2028 period.
- The Board of Supervisors must have more than half of its members residing in Vietnam.

**2. Candidate criteria for BOS:**

Candidates for the Board of Supervisors must meet the provisions of Article 169 of the Enterprise Law, specifically:

- Not subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;
- BOS member must be trained in one of the following majors: economics, finance, accounting, auditing, law, business administration or a major appropriate to the business operations of the enterprise;
- Head of the Board of Supervisors must have a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration or a major related to the business activities of the enterprise;
- Not a family member of a member of the Board of Directors, Director or General Director and other managers;
- Not a company manager;
- Not a member of the Company's accounting and finance department and not a member or employee of an auditing company approved to audit the Company's financial statements in the previous 3 (three) consecutive years;

**3. Conditions for nomination and candidacy to join the Board of Supervisors:**

- Shareholders or groups of shareholders owning 10% or more of common shares have the right to nominate candidates for the Board of Supervisors in accordance with the provisions of the Enterprise Law and the Company Charter. The principles of nomination and candidacy are as follows:

- from 10% to less than 20% can nominate one (01) candidate;
- from 20% to less than 30% can nominate up to two (02) candidates;
- from 30% to less than 40% can nominate up to three (03) candidates;
- from 40% to less than 50% can nominate up to four (04) candidates;
- from 50% to less than 60% can nominate up to five (05) candidates;
- from 60% to less than 70% can nominate up to six (06) candidates;
- from 70% to less than 80% can nominate up to seven (07) candidates;
- from 80% to less than 90% can nominate up to eight (08) candidates.

- In case the number of candidates for the Board of Supervisors through nomination and candidacy is still not enough, the incumbent Board of Supervisors can nominate additional candidates or organize nominations according to the mechanism prescribed by the Company in the Company's Corporate Governance Regulations.

**III. Application documents for nomination and candidacy for additional members of the Board of Supervisors:**

Application documents for candidacy and nomination of additional members of the Board of Supervisors include:

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LAO TH  
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HÒA -



- Application for nomination and candidacy to join the Board of Supervisors;
- CV self-declared by the candidate according to the form at the link <https://dgtc.vn>
- Notarized copies: ID card, certificates certifying educational and professional qualifications.

**IV. Location and deadline for receiving nomination and candidacy applications:**

To facilitate the organization of the meeting and information disclosure in accordance with the law, please email or send nomination and candidacy documents for additional members of the Supervisory Board to the Congress Organizing Committee before 11:00 a.m. on April 2, 2025 at the address:

**Dong Nai Transportation Construction Joint Stock Company**

No. 200 Nguyen Ai Quoc, Trang Dai Ward, Bien Hoa City, Dong Nai Province

Contact: HR Department, Phone 0251.3899916 (ext - 101)

**V. Announcement of information on candidates for the Board of Supervisors:**

In case the list of candidates for the Board of Supervisors has been determined, the Company must publish information related to the candidates at least 10 (ten) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Supervisors must have a written commitment to the honesty and accuracy of the published personal information and must commit to performing their duties honestly, carefully and in the best interests of the company if elected as a member of the Board of Supervisors.

**VI. Principles for electing additional members of the Board of Supervisors:**

The list of candidates for the Board of Supervisors is formed according to the following principles: Based on the list of nominations and candidacies of Shareholders or groups of Shareholders who meet the requirements according to the provisions of the Law and the Company's Charter. The meeting shall carry out the procedures for dismissal and election of additional members of the Board of Supervisors according to the provisions of the Company's Charter and the Law on Enterprises.

**VII. Principles for selecting candidates for election to the Board of Supervisors:**

1. The number of votes is calculated by the cumulative voting method, according to which each shareholder has a total number of votes entitled to vote corresponding to the total number of shares represented multiplied (x) by the number of elected members of the Board of Supervisors and shareholders have the right to accumulate all their total votes entitled to vote for one or several candidates.
2. The elected members of the Board of Supervisors are determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the required number of members is reached.
3. In case there are two (02) or more candidates receiving the same number of votes for the final member of the Board of Supervisors, a re-election will be held among the candidates with the same number of votes or selected according to the criteria in this Regulation or the Company's Charter. In case of re-election for candidates with the same number of votes, the winner will be the one with the higher number of votes.

**VIII. Effective date:**

This election regulation is approved by the General Meeting of Shareholders at the opening of the General Meeting. When the Regulation is approved, it will be mandatory for all shareholders.



**BOARD OF DIRECTORS**

**PHƯƠNG THỪA VŨ**  
**CHAIRMAN**



**REPORT ON THE ACTIVITIES OF THE BOARD OF DIRECTORS IN 2024  
AND ORIENTATION FOR ACTIVITIES IN 2025**

**To: Shareholders of Dong Nai Transportation Construction Joint Stock Company**

**1. BOARD OF DIRECTORS MEETING**

No	BOD member	Position	The number of BOD meetings	Meeting attendance rate	Note
1	Mr. Trần Quang Tuấn	BOD Member	1/12	8,3%	Absence
2	Mr. Trần Hữu Lưu	BOD Member	7/12	58,3%	Resigned on May 30, 2024
3	Mr. Bành Quang Phúc	Chairman	7/12	58,3%	Resigned on May 30, 2024
4	Mr. Nguyễn Thanh Phong	BOD Member	12/12	100%	
5	Mr. Nguyễn Quốc Thanh	Independent BOD Member	12/12	100%	
6	Mr. Phương Thừa Vũ	Chairman	5/12	41,7%	Appointed on 30/5/2024
7	Mr. Nguyễn Khoa	BOD Member	5/12	41,7%	Appointed on 30/5/2024
8	Mr. Tôn Đức Tùng	BOD Member	5/12	41,7%	Appointed on 30/5/2024

**2. ISSUANCE OF RESOLUTIONS OF THE BOARD OF DIRECTORS**

In 2024, the Board of Directors issued 14 Resolutions, including:

No	Resolution	Date	Content	Passage Rate
1	02/2024/NQ-HĐQT	23/1/2024	Approval of the extension of DGTH2224001 bonds issued on 22/2/2022 to maturity on 22/2/2024	100%
2	03/2024/NQ-HĐQT	26/1/2024	Approval of the plan to buy back DGTH2224001 bonds early	100%
3	04/2024/NQ-HĐQT	02/02/2024	Approval of borrowing capital from banks Approval of mortgaging/pledge of collateral to banks	100%
	05/2024/NQ-HĐQT	02/02/2024	Approval of changing the plan to extend DGTH2224001 bonds issued on 22/2/2022 to maturity on 22/2/2024	100%



4	06/2024/NQ-HĐQT	06/02/2024	Approval of changing the plan to extend DGTH2224001 bonds issued on 22/2/2022 to maturity on 22/2/2024	100%
5	01/NQ-HĐQT	21/02/2024	Approval of the temporary suspension of business of DGT Vung Tau Ltd.	100%
6	07/2024/NQ-HĐQT	04/04/2024	Approval of the organization of the 2024 Annual General Meeting of Shareholders	100%
7	08/2024/NQ-HĐQT	12/04/2024	Approving the termination of the Depository Registration Agency Contract No. 01/DKLG/DGT-CASC/DGTH2224001 dated February 18, 2022 with Thu Do Securities Joint Stock Company Approving the registration of DGTH2224001 bonds at Vietnam Securities Depository and Clearing Corporation (VSDC) and registering the trading of DGTH2224001 bonds on the private corporate bond trading system at Hanoi Stock Exchange (HNX)	100%
8	09A/2024/NQ-HĐQT	30/5/2024	Approving the appointment of Mr. Phuong Thua Vu - Member of the Board of Directors (term 2023-2028) to the position of Chairman of the Board of Directors from May 30, 2024 Approving the dismissal of Mr. Nguyen Huy Hoang from the position of Company Secretary and the person in charge of Company Administration and appointing Ms. Nguyen Thi Diem Le to the position of Company Secretary and the person in charge of Company Administration from May 30, 2024 Approving the dismissal of Mr. Nguyen Huy Hoang from the position of Deputy General Director from May 30, 2024 Approving the dismissal of Ms. Nguyen Thi Mai from the position of Chief Accountant of the Company and appointing Ms. Nguyen Thi Thu Thao to the position of Chief Accountant of the Company from May 30, 2024	100%
	09B/2024/NQ-HĐQT	30/5/2024	Approving the liquidation of the Depository Registration Agency Contract No. 01/DKLG/DGT-CASC/DGTH2224001 dated February 18, 2022 with Thu Do Securities Joint Stock Company Approving the registration of DGTH2224001 bonds at Vietnam Securities Depository and Clearing Corporation (VSDC) and registering the trading of DGTH2224001 bonds on the private corporate bond trading system at Hanoi Stock Exchange (HNX)	83,3%
9	10/2024/NQ-HĐQT	20/6/2024	Approving the appointment of Mr. Ton Duc Tung - Member of the Board of Directors (term 2023-2028) to the position of Deputy General Director in charge of Finance and Investment from June 20, 2024 Approving the dismissal of Ms. Nguyen Thi Thu Thao from the position of Chief Accountant and appointing Ms. Hoang Thi Mai to	100%

			the position of Chief Accountant of the Company Approving the selection of an independent auditing unit to review/audit the Company's separate and consolidated financial statements for the semi-annual reporting period and the 2024 annual report		
10	11/2024/NQ-HĐQT	15/7/2024	Approve the establishment of a new Legal and Internal Control Department	100%	
11	12/2024/NQ-HĐQT	26/8/2024	Implementing procedures for dissolution of subsidiaries	100%	
			No		Company name
			1		DGT NGHE AN ONE MEMBER CO., LTD
			2		DGT - VUNG TAU ONE MEMBER CO., LTD
			3		DGT - DONG THAP ONE MEMBER CO., LTD
			4		DGT INVESTMENT ONE MEMBER CO., LTD
			5	DGT - TAN CANG 4 MEMBER CO., LTD	
12	13/2024/NQ-HĐQT	20/6/2024	Appointing the position of Deputy General Director to Mr. Nguyen Xuan Khanh (CCCD No.: 037083021948, date of issue: March 4, 2022, place of issue: Department of Administrative Police on Social Order) from December 4, 2024.  Adjusting the information of the Business Registration Certificate and the information of the Company's Legal Representative in the Investment Certificate No. 47121000368 issued by the People's Committee of Dong Nai Province for the first time on February 6, 2013.  Requesting to extend the operating period of the Dong Nai River Sand Mining Project as prescribed in the Investment Certificate No. 47121000368 issued by the People's Committee of Dong Nai Province for the first time on February 6, 2013 for another 12 (twelve) years or another period of time as decided by the State agency from February 7, 2025.	100%	

### 3. DIRECTION AND SUPERVISION OF THE BOARD OF DIRECTORS OVER THE BOARD OF MANAGERS

Pursuant to the Charter of organization and operation and the Internal Regulations on corporate governance, the Board of Directors has inspected and supervised the production - business, investment and operation activities of the Board of Managers and the implementation of the Resolutions of the General Meeting of Shareholders and the Resolutions of the Board of Directors in 2024.

#### 3.1. Monitoring method:

- Through email, the General Director sends periodic/ad hoc reports to the Board of



Directors to assess the implementation of the 2024 plan and goals approved by the General Meeting of Shareholders, and the directives in the Board of Directors' Resolutions;

- The Board of Directors' meetings are all expanded with the participation of the Supervisory Board and issue resolutions guiding the Board of Managers' implementation. The Board of Directors has issued 14 Resolutions related to important issues under the Board of Directors' authority.

### **3.2. Monitoring activities:**

- Directing and supervising the implementation of the resolutions of the General Meeting of Shareholders and the Board of Directors;
- Directing and supervising the mobilization of capital for business purposes;
- Chairing and successfully organizing the Annual General Meeting of Shareholders in 2024;
- Directing the strict implementation of the quarterly, semi-annual and annual financial reporting regime in 2024;
- Supervising the implementation of information disclosure to ensure transparency and timeliness according to regulations;
- Supervising and supporting the activities of the Board of Managers to contribute to improving the efficiency of production and business activities, ensuring compliance with the law in operations.

### **3.3. Monitoring results:**

Through direction, inspection and supervision, the Board of Directors has some assessments on the management work of the Board of Managers:

- The Board of Directors has fully participated in meetings with the Board of Management to grasp the situation and direction of the company's operations. The Board of Directors and members of the Board of Management have been reported by the General Director and provided with full information on the company's business operations;
- The General Director proactively reported and sought approval from the Board of Directors when problems arose in the operations to propose timely solution;
- The Board of Management has fully complied with the resolutions of the General Meeting of Shareholders and the Board of Directors, complied with the law, the Charter and Internal Regulations on corporate governance, and performed work in accordance with its functions, authority, and decentralization of governance;
- Open, transparent corporate governance, management and control. Comply with information disclosure regulations, provide complete and accurate information to the

Board of Directors and Supervisory Board;

- Financial management, ensuring capital balance for investment and business. Financial reports reflect completeness, accuracy and on-time progress.

#### 4. IMPLEMENTATION OF THE 2024 GENERAL MEETING OF SHAREHOLDERS' RESOLUTION

##### 4.1. Implement the 2024 business plan

Unit: million dong

CRITERIA	Plan 2024	Result 2024	Result 2023	Result/Plan 2024	Result 2024/ Result 2023
Revenue	449.287	269.834	214.564	60,06%	125,76%
Profit before tax	39.715	4.792	88.875	12,07%	5,39%
Charter capital	790.000	790.000	790.000	100%	100%

In 2024, the company's revenue will reach 270 billion, only reaching 60,06% of the annual plan and increasing by about 25% compared to 2023 because 2024 is a difficult year for the market in general and the real estate and construction market in particular. The company's after-tax profit will reach 4,04 billion VND.

By the end of 2024, the Company's production and business activities remained stable. In addition, the Company has also drawn many valuable experiences to cope with crises and difficulties and move towards promoting sustainable development.

##### 4.2. Corporate governance activities

- With the role, authority and responsibility, the Board of Directors has been active in directing and supervising the activities of the Board of Managers, promptly resolving issues arising under the authority of the Board of Directors to create the most favorable conditions for the management activities of the Board of Managers;
- The Board of Directors has organized for the Board of Managers, leaders of Departments/Offices to thoroughly grasp and implement the Charter, Regulations on the operation of the Board of Directors and Internal Regulations on corporate governance after being issued by the 2024 Annual General Meeting of Shareholders;
- The Board of Directors has selected the auditor for the semi-annual financial statements and the 2024 financial statements, which is Southern Accounting and Auditing Financial Consulting Services Company Limited (AASCS).
- From the end of October to November 2024, due to the Company's personnel changes in the Human Resources Department and the Compliance Department, there were shortcomings in controlling the resignation documents of the members of the Board of



Supervisors and the meeting documents of the Board of Supervisors during this period. After carefully reviewing the documents, the Company disclosed the resignation letters of Mr. Doan Van Binh and Mr. Nguyen Hiep - Members of the Board of Directors and corrected the Corporate Governance Report to match the actual situation as of April 9, 2025. The Board of Directors recognizes that this is a shortcoming in management that needs to be strictly learned from and will not allow similar cases to occur in the future. We hope that the Company's General Meeting of Shareholders will sympathize and acknowledge the above-mentioned correction.

## 5. ORIENTATION OF ACTIVITIES IN 2025

### 5.1. Production and business plan for 2025

Unit: million dong

CRITERIA	Plan 2025	Result 2024	Plan 2025/ Result 2024
Revenue	750.000	269.834	277,95%
Profit before tax	11.250	4.792	234,77%
Profit after tax	9.000	4.039	222,83%
EPS (VND/share)	113,92	47	242,3%
Charter capital	790.000	790.000	100%

### 5.2. Operational orientation in 2025

Faced with the world economy falling into a period of crisis, high inflation, greatly affecting the domestic market, the Board of Directors proposed the following key planning orientations and solutions for 2025:

- Make efforts to coordinate with strategic partners, continue to make products from Quy Hop quarry (Nghe An) one of the company's main products, expand the domestic market and move towards export.
- Continue to maintain the strength of supplying stone for projects from Tan Cang 4 quarry (Dong Nai).
- Flexibly use available capital to make short-term financial investments to improve business efficiency.
- Restructure the operations of subsidiaries, streamline the management apparatus.
- Direct the work of ensuring absolute safety in the production and business process, this is the company's top goal. Regularly strengthen, inspect and supervise the work of fire prevention and fighting, environmental protection, traffic safety, security at production sites, construction sites and company offices.
- Directing the synchronous implementation of solutions to strive to best complete the

production and business plan targets.

- Improving corporate governance as well as legal responsibility, compliance and risk control.
- Directing the good organization of production and business activities, developing markets and customers, increasing efficiency and quality of products and services, promoting the development of construction works.

Above is the Board of Directors' Activity Report and Operational Orientation for 2025.  
Respectfully submit to the General Meeting of Shareholders for consideration and approval.

Sincerely./.



CHAIRMAN OF BOARD OF DIRECTORS

PHƯƠNG THỪA VŨ





**REPORT ON THE SUPERVISORY BOARD'S ACTIVITIES IN 2024  
AND ORIENTATION FOR ACTIVITIES IN 2025**

**To: Shareholders of Dong Nai Transportation Construction Joint Stock Company**

**1. ACTIVITIES OF THE SUPERVISORY BOARD IN 2024**

Board of Supervisors of Dong Nai Transportation Construction Joint Stock Company, has 03 members. Members of the Board of Supervisors in 2024 and up to the date of this report are as follows:

Full name	Position	Note
Mr. Tôn Đức Tùng	Member	Resigned on 30/5/2024
Mr. Vũ Tiến Mạnh	Head	Appointed on 27/9/2023
Mr. Phạm Văn Hưng	Member	Resigned on 30/5/2024
Mr. Nguyễn Hiệp	Member	Appointed on 30/5/2024 Resignation letter dated October 25, 2024
Mr. Đoàn Văn Bình	Member	Appointed on 30/5/2024 Resignation letter dated 11/11/2024

In 2024, the Board of Supervisors has supervised and controlled the activities of Dong Nai Transportation Construction Joint Stock Company ("Company"), including the following tasks:

- Monitor activities and compliance with the provisions of law, the Charter of organization and operation of the Board of Directors, the Board of Management and other Departments/Divisions;
- Monitor the implementation of the Resolution of the Annual General Meeting of Shareholders No. 01/2024/NQ-DHĐCĐ dated May 30, 2024;
- Check and supervise the issuance of resolutions and decisions of the Board of Directors and the Board of Management;
- Review the Company's quarterly, semi-annual and annual financial reports;
- Check the reasonableness, legality and honesty of the Company's business performance report and 2024 financial report;
- Monitor the situation of receivables, payables, bank loans, the situation of principal and interest payment of bonds, the situation of tax payment obligations and payments to the

State budget;

- Participate, supervise and contribute opinions in 12/12 meetings of the Board of Directors;
- Supervise the implementation of projects, purchase of fixed assets and investments;
- Review the operating situation of the Company's member units and subsidiaries.

## 2. AUDIT OF FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDING ON DECEMBER 31, 2024

The Board of Supervisors has reviewed and verified the data in the Consolidated Financial Statements and Separate Financial Statements of the Parent Company for the fiscal year ending December 31, 2024, conducted by Southern Accounting and Auditing Financial Consulting Services Company Limited (AASCS).

The Company's financial situation and business results are reflected in detail in the Financial Statements and summarized on the following indicators:

### 2.1. Business results (consolidated) in 2024:

Unit: million dong

CRITERIA	2024	2023	Change %
Revenue	269.834	214.564	25,76%
Gross profit	65.331	63.317	3,18%
Selling expenses	34.689	26.518	30,81%
Administrative expenses	35.483	49.588	(28,44%)
Net operating profit	(30.049)	89.027	(133,75%)
Other profits	34.841	(151)	(23.173,51%)
Profit before tax	4.792	88.875	(94,61%)
Profit after tax	4.039	88.351	(95,43%)
EPS (VND/share)	47	1.139	(95,87%)

Source: Audited consolidated financial statements of the Company in 2024

### 2.2. Balance sheet (consolidated) on December 31, 2024:

Unit: million dong

CRITERIA	2024	2023	Change %
Current Assets	1.358.722	1.426.258	(4,74%)
Cash and Cash Equivalents	2.701	4.011	(32,66%)
Short-term Receivables	1.136.632	1.164.058	(2,36%)
Inventories	213.092	255.114	(16,47%)
Other Current Assets	6.296	3.074	104,81%
Long-term Assets	199.333	180.315	10,55%
Long-term Receivables	7.023	6.147	14,25%
Fixed Assets	80.303	60.476	32,78%



CRITERIA	2024	2023	Change %
Long-term Work-in-Progress	6.342	9.927	(36,11%)
Long-term investments	0	0	-
Other Long-term Assets	105.664	103.762	1,83%
<b>TOTAL ASSETS</b>	<b>1.558.055</b>	<b>1.606.573</b>	<b>(3,02%)</b>
<b>Liabilities</b>	<b>554.855</b>	<b>607.412</b>	<b>(8,65%)</b>
Short-term Debt	307.859	355.750	765,38%
Long-term Debt	246.996	251.662	(1,85%)
<b>Owner's Equity</b>	<b>1.003.200</b>	<b>999.160</b>	<b>904,04%</b>
<b>TOTAL EQUITY</b>	<b>1.558.055</b>	<b>1.606.573</b>	<b>(3,02%)s</b>

Source: Audited consolidated financial statements of the Company in 2024

### 2.3. The Board of Supervisors agrees with the opinion of the Auditor of Southern Accounting and Auditing Financial Consulting Services Company Limited (AASCS)

#### Auditor's opinion:

"In our opinion, the Consolidated Financial Statements give a true and fair view, in all material respects, of the financial position of Dong Nai Transportation Construction Joint Stock Company and its subsidiaries as at December 31, 2024, as well as the results of its operations and cash flows for the fiscal year, in accordance with Vietnamese accounting standards, accounting regime for enterprises and legal regulations relating to the preparation and presentation of financial statements".

### 2.4. Recording, storing documents and preparing accounting books and financial reports fully, honestly and in accordance with the provisions of law.

## 3. PERFORMANCE EVALUATION OF THE BOARD OF DIRECTORS AND THE BOARD OF MANAGEMENT

### 3.1. For the Board of Directors:

- In 2024, the number of Board members is 06 members, sufficient in number and meeting the personnel structure as prescribed in the Company's Charter.
- During the year, the Company appointed a new Deputy General Director, Mr. Nguyen Xuan Khanh. The appointment was approved by the Board of Directors and information was disclosed in accordance with Circular 96/2020/TT-BTC.
- The Board of Directors has performed well its functions and tasks in orienting and directing the Company's management within its authority, ensuring reasonableness, legality, honesty and prudence; supervising the activities of the Board of Managers in implementing the Resolutions of the General Meeting of Shareholders and the Company's business activities. Coordinate with the Board of Managers in directing and comprehensively operating all activities of the Company.
- The Board of Directors held regular meetings and extraordinary meetings when necessary, discussed and resolved key issues of the Company; proposed, resolved and removed obstacles in production and business activities; proposed specific measures in management and operation..
- In 2024, the Board of Directors issued 14 Resolutions. The process of discussing, agreeing and issuing Resolutions of the Board of Directors is in accordance with the functions and powers

prescribed by law and the Company's Charter.

### 3.2. For the Board of Managers:

- The management of the Board of Managers complies with the provisions of the Enterprise Law, relevant legal regulations and the Company Charter.
- Regarding investment and capital contribution to subsidiaries, the Board of Managers shall comply with the resolutions of the General Meeting of Shareholders and the Board of Directors.
- Financial management: The Board of Managers directs the Finance - Accounting Department to strictly control debt management and control payment terms in member companies.
- The Board of Supervisors agrees with the content of the Board of Directors' 2024 Operational Report.
- The Board of Supervisors agrees with the content of the Board of Managers' 2024 Operational Report.

### 3.3. Coordination between the Board of Supervisors, Board of Directors, and Board of Management

- In 2024, the Board of Supervisors closely coordinated with the Board of Directors and the Board of Management in performing its assigned functions and tasks. The Board of Directors and the Board of Management created favorable conditions for the Board of Supervisors to perform its tasks and provide information and documents related to the Company's operations.
- The Board of Supervisors closely coordinated with the Board of Directors and the Board of Management in inspecting and supervising member units as well as the Company's executive apparatus to take timely measures to handle existing problems in order to improve management efficiency and ensure full compliance with current regulations.

## 4. ASSESSMENT OF THE IMPLEMENTATION OF THE RESOLUTIONS OF THE GENERAL MEETING OF SHAREHOLDERS IN 2024

### 4.1. Resolution of the 2024 Annual General Meeting of Shareholders No. 01/2024/NQ-DHĐCĐ dated May 30, 2024

#### a. On the results of implementing the 2024 Business Plan:

Unit: million dong

CRITERIA	Plan 2024	Result 2024	Result 2023	Result/Plan 2024	Change %
Revenue	449.287	269.834	214.564	60,06%	25,76%
Profit before tax	39.715	4.792	88.875	12,07%	(94,61%)
Profit after tax	39.443	4.039	88.351	10,24%	(95,43%)
EPS (VND/share)	508	47	1.139	9,25%	(95,87%)
Charter capital	790.000	790.000	790.000	100%	0%

Based on the business results in 2024, the Board of Supervisors assessed that the Board of Directors and the Board of Managers have not fulfilled the tasks set by the General Meeting of Shareholders regarding total revenue and profit. Profit after tax reached 4.04 billion. In 2024, business results related to construction and mineral exploitation activities have not really achieved



the expected results, due to difficult fluctuations in the market in general and the real estate and construction market in particular.

**b. Regarding compliance with the Company Charter and Internal Regulations on corporate governance:**

The Board of Supervisors commented on the compliance with the Charter and Internal Regulations on corporate governance as follows:

- The Board of Directors, the Board of Managers, and the Departments/Boards have strictly complied with the provisions of the Charter and Internal Regulations on corporate governance.
- In general, the Board of Directors has relatively fully and promptly performed its obligation to disclose information as required by Circular 96/2020/TT-BTC.
- However, as stated in the Board of Directors' Report on the shortcomings in the management of the Board of Supervisors' personnel, leading to the failure to disclose information on time and carry out the dismissal process in accordance with regulations. The Board of Supervisors recognizes that this is a shortcoming in management that requires strict lessons and will not allow similar cases to occur in the future. We hope that the Company's General Meeting of Shareholders will sympathize and acknowledge the Company's corrections stated in the Board of Directors' Report.
- Records and documents related to corporate governance are drafted and archived in accordance with regulations.

**4.2. Other contents**

The Board of Supervisors assessed that the Board of Directors and the Board of Managers have directed and fully implemented the contents proposed at the 2024 Annual General Meeting of Shareholders.

**5. ORIENTATION OF ACTIVITIES IN 2025**

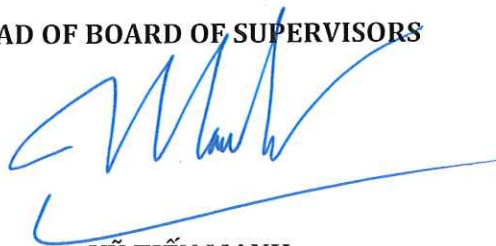
Based on the Plan and tasks proposed by the Board of Directors, the Board of Supervisors sets out the following operational orientation for 2025:

- Continue to implement the plans approved by the General Meeting of Shareholders and ensure compliance with the operating regulations of the Board of Supervisors.
- Monitor and inspect the reasonableness, legality, honesty and level of prudence in the management and operation of the Company's business activities.
- Implement the control plan after more than one department and division at the Company.
- Coordinate with the Company's functional departments to conduct inspection and supervision according to functions and tasks.
- Discuss and give comments to the Board of Directors to complete accounting and financial work, in accordance with the current scale.
- Monitor compliance with the Charter of organization and operation of the Board of Directors, the Board of Managers and other Departments/Divisions.
- Monitor the implementation of the Resolution of the General Meeting of Shareholders.
- Review the Company's quarterly, semi-annual and annual financial reports.
- Participate, monitor and contribute opinions in meetings of the Board of Directors.
- Monitor the implementation of projects, purchase of fixed assets and investments.
- Review the performance of member units and subsidiaries of the Company.
- Other tasks if deemed necessary.

Above is the 2024 Supervisory Board's Operation Report. Respectfully submit to the General Meeting of Shareholders for consideration and approval.

Sincerely./.

**HEAD OF BOARD OF SUPERVISORS**



**VŨ TIẾN MẠNH**





**DONG NAI TRANSPORTATION  
CONSTRUCTION JSC**

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No: 01/2025/BC-BTGD

**SOCIALIST REPUBLIC OF VIETNAM  
Independence – Freedom – Happiness**

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Dong Nai, April 12, 2025

**REPORT ON EXECUTIVE ACTIVITIES OF THE BOARD OF MANAGEMENT IN 2024  
AND PLAN IN 2025**

**To: Shareholders of Dong Nai Transportation Construction Joint Stock Company**

Pursuant to the policy approved at the Resolution of the 2024 Annual General Meeting of Shareholders of Dong Nai Transportation Construction Joint Stock Company on May 30, 2024, the Board of Managers would like to respectfully report the results of operations in 2024 as follows:

**1. ASSESSMENT OF THE COMPANY'S PERFORMANCE IN 2024**

**1.1. Business performance results and financial indicators in 2024**

Unit: million dong

CRITERIA	Plan 2024	Result 2024	Result 2023	Result/Plan 2024	Change %
Revenue	449.287	269.834	214.564	60,06%	25,76%
Profit before tax	39.715	4.792	88.875	12,07%	(94,61%)
Profit after tax	39.443	4.039	88.351	10,24%	(95,43%)
EPS (VND/share)	508	47	1.139	9,25%	(95,87%)
ROE		0,4%	8,8%		(95,46%)
ROA		0,26%	5,5%		(95,27%)
Charter capital	790.000	790.000	790.000	100%	0%
Total asset		1.558.055	1.606.573		(3,02%)
Equity		1.003.200	999.160		0,4%
Debt/Total asset		0,36	0,38		(5,26%)
Debt/Equity		0,55	0,61		(9,84%)

Source: Audited consolidated financial statements 2024

**1.2. Operational situation of some main business areas**

**a. Construction Activities**

2024 is a difficult year for the real estate market, the disbursement of public investment capital is still slow, affecting the construction activities of the company. In addition, price competition, increased material costs and financial costs also affect the profit margin of the construction industry. Thereby affecting the implementation of the company's business plan.

Construction and installation activities that the Company is participating in:

Project: Muong Mieu residential route (expansion)

- Package No. 01: Construction of site leveling, traffic system, water supply and drainage and public lighting
- Location: Thuong Phuoc 2, Thuong Thoi Tien town, Hong Ngu district, Dong Thap province

#### **b. Mineral Exploitation and Construction Materials Production and Trading Activities**

- Tan Cang 4 Stone Quarry Project: Total exploited volume is about 5,420,080 tons of finished stone of all kinds.
- Hot concrete mixing station project: In 2024, the hot asphalt concrete mixing station will achieve about more than 918 tons of hot concrete.
- Company office land: continuing to make legal adjustments to the land to implement the investment project of a commercial center combined with offices for rent, luxury apartments and joint venture to exploit the site.

### **2. BUSINESS ORIENTATION IN 2025**

In the general context of the economy and the current capacity of the Company, the Board of Managers sets out the general direction and plan of operations in 2025 as follows:

#### **2.1. Construction activities**

- Focus on increasing market share in the field of infrastructure and industrial construction, especially projects with public investment capital, improving management of construction and installation activities in a professional and effective manner from bidding, construction, quality control of labor safety, and payment settlement.
- Finance and financial investment: proactively arrange capital sources to meet the needs of investment and business activities, ensuring the maintenance of a strong financial structure. Continue to restructure capital in combination with improving management and orientation of member companies' activities.
- In Laos: Participate in the implementation of construction contracts for the bauxite mine project in Dakcheung district, Sekong province such as dam items, operating complex, etc.
- In Dong Nai province:
  - Participate in bidding for packages at Bien Hoa, Long Khanh, Long Thanh Project Management Boards.
  - Participate in bidding for projects at Long Thanh airport
- In the Southern region: Participate in bidding for projects in Dong Thap and neighboring provinces.

#### **2.2. Mineral Exploitation and Construction Materials Production and Trading Activities**

- Tan Cang 4 Quarry: Complete legal procedures related to the land plots at the quarry that have not completed legal procedures.
- Dong Loi Quarry: Prepare legal procedures to complete land lease procedures around the mining pit and the land for the factory and plan to build a sawmill processing plant to produce tiles, build a stone powder grinding plant, work with banks to have a loan plan to implement the quarry project.
- Hot asphalt concrete production activities: Study and propose to buy more stations, or form joint ventures to serve projects with large volumes of hot asphalt concrete demand.

### **3. PLAN IN 2025**

Unit: million dong

CRITERIA	Plan 2025	Plan 2024	Plan 2025/ Result 2024
Revenue	750.000	269.834	277,95%



Profit before tax	11.250	4.792	234,77%
Profit after tax	9.000	4.039	222,83%
EPS (VND/share)	113,92	47	242,38%
Charter capital	790.000	790.000	100%

Above is the Report of the Management Board on the results of production and business activities in 2024 and the Plan for 2025. Respectfully presented to the General Meeting of Shareholders and looking forward to receiving comments from shareholders./.

Sincerely./.

**GENERAL DIRECTOR**



**Nguyễn Thanh Phong**



**DONG NAI TRANSPORTATION  
CONSTRUCTION JSC**

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence – Freedom – Happiness**

No.: 01/2025/TTr-HĐQT

Dong Nai, April 12, 2025

**SUBMISSION**

Approval of audited financial statements for 2024

**To: Shareholders of Dong Nai Transportation Construction Joint Stock Company**

- Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Pursuant to the current Charter of organization and operation of Dong Nai Transportation Construction Joint Stock Company.

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval of the Consolidated Financial Statements and Separate Financial Statements of the Parent Company for the fiscal year ending December 31, 2024.

These Financial Statements were audited by Southern Accounting and Auditing Financial Consulting Services Company Limited (AASCS). The full text of the above audited Financial Statements has been disclosed on the Company's official website and other information disclosure media as prescribed.

We respectfully request the General Meeting of Shareholders to vote for approval.

Sincerely./.



**CHAIRMAN OF BOARD OF DIRECTORS**

**PHƯƠNG THỪA VŨ**



**DONG NAI TRANSPORTATION  
CONSTRUCTION JSC**

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence – Freedom – Happiness**

No.: 02/2025/TTr-HĐQT

Dong Nai, April 12, 2025

**SUBMISSION**

Approval of revenue and profit plan (consolidated) for 2025

**To: Shareholders of Dong Nai Transportation Construction Joint Stock Company**

- Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Pursuant to the current Charter of organization and operation of Dong Nai Transportation Construction Joint Stock Company.

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval of the Revenue and Profit Plan (consolidated) for 2025:

Unit: million dong

CRITERIA	Plan 2025	Result 2024	Plan 2025/ Result 2024
Revenue	750.000	269.834	277,95%
Profit before tax	11.250	4.792	234,77%
Profit after tax	9.000	4.039	222,83%
EPS (VND/share)	113,92	47	242,38%
Charter capital	790.000	790.000	100%
Expected dividend payout	0%	0%	0%

We respectfully request the General Meeting of Shareholders to vote for approval.

Sincerely./.

**CHAIRMAN OF BOARD OF DIRECTORS**



**Phường Thừa Vũ**

**DONG NAI TRANSPORTATION  
CONSTRUCTION JSC**

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**

No.: 03/2025/TTr-HĐQT

Dong Nai, April 12, 2025

**SUBMISSION**

Approval of the Profit Distribution Plan and Fund Provisions for 2024

**To: Shareholders of Dong Nai Transportation Construction Joint Stock Company**

- Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Pursuant to the current Charter of organization and operation of Dong Nai Transportation Construction Joint Stock Company.

The Board of Directors reports to the General Meeting on the 2024 business results as follows:

- Profit before tax in 2024:	4.791.991.022 VND
- Corporate tax expense:	752.517.740 VND
- Profit after tax in 2024:	4.039.473.282 VND
- Undistributed profit after tax as of December 31, 2024:	43.706.463.166 VND

Profit in 2024 comes from other profits.

In order to prepare enough capital to serve the business plan in 2025, the Board of Directors respectfully submits to the General Meeting of Shareholders not to pay dividends in 2024.

We respectfully request the General Meeting of Shareholders to vote for approval.

Sincerely./.

**CHAIRMAN OF BOARD OF DIRECTORS**



**PHƯƠNG THÙA VŨ**



No.: 04/2025/TTr-HĐQT

Dong Nai, April 12, 2025

**SUBMISSION**

Approval of the 2024 remuneration payment plan and the 2025 remuneration payment plan for the Board of Directors and the Supervisory Board

**To: Shareholders of Dong Nai Transportation Construction Joint Stock Company**

- Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Pursuant to the current Charter of organization and operation of Dong Nai Transportation Construction Joint Stock Company.

The Board of Directors respectfully submits to the General Meeting for approval of remuneration payment to the Board of Directors and the Supervisory Board of Dong Nai Transportation Construction Joint Stock Company in 2024 and the plan for 2025 as follows:

**I. RESULTS OF REMUNERATION PAYMENT TO THE BOARD OF DIRECTORS AND SUPERVISORY BOARD IN 2024**

**1. BOD:**

- Remuneration for the Chairman of the Board of Directors: VND 5,000,000/person/month
- Remuneration for Board Members: VND 3,000,000/person/month
- Company Secretary: VND 3,000,000/person/month

**2. BOS:**

- Remuneration for Head of the Supervisory Board: VND 4,000,000/person/month
- Remuneration for Members of the Supervisory Board: VND 3,000,000/person/month

**II. PLAN FOR PAYING REMUNERATION TO THE BOARD OF DIRECTORS AND SUPERVISORY BOARD IN 2025**

**1. BOD:**

- Remuneration for the Chairman of the Board of Directors: VND 5,000,000/person/month
- Remuneration for Board Members: VND 3,000,000/person/month
- Company Secretary: VND 3,000,000/person/month

**2. BOS:**

- Remuneration for Head of the Supervisory Board: VND 4,000,000/person/month
- Remuneration for Members of the Supervisory Board: VND 3,000,000/person/month



We respectfully request the General Meeting of Shareholders to vote for approval.

Sincerely./.

**CHAIRMAN OF BOARD OF DIRECTORS**



**PHƯƠNG THỪA VŨ**



**DONG NAI TRANSPORTATION  
CONSTRUCTION JSC**

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence – Freedom – Happiness**

No.: 05/2025/TTr-HĐQT

Dong Nai, April 12, 2025

**SUBMISSION**

Authorize and assign responsibility to the Board of Directors to decide on certain matters within the authority of the General Meeting of Shareholders

**To: Shareholders of Dong Nai Transportation Construction Joint Stock Company**

- Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Pursuant to the current Charter of organization and operation of Dong Nai Transportation Construction Joint Stock Company.

To be consistent with the business strategy as well as the actual situation at the Company, the Board of Directors of the Company respectfully submits to the General Meeting of Shareholders to assign responsibility and authorize the Board of Directors to decide on following issues:

- Authorize the Board of Directors to select an auditor for the Financial Statements in 2025  
The selection criteria are an independent consulting and auditing unit, legally operating in Vietnam and must be on the list approved by the State Securities Commission as qualified to audit public companies. The auditors must be on the List of auditors who have been granted a certificate of registration to practice auditing officially announced by the Ministry of Finance.
- Authorize the Board of Directors to decide on all matters of approval and carry out necessary procedures to complete the work related to the dissolution of the subsidiaries and company branches in accordance with the provisions of law (if necessary).

We respectfully request the General Meeting of Shareholders to vote for approval.

Sincerely/.

**CHAIRMAN OF BOARD OF DIRECTORS**



**PHƯƠNG THỪA VŨ**



**DONG NAI TRANSPORTATION  
CONSTRUCTION JSC.**

**SOCIALIST REPUBLIC OF VIETNAM**  
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No.: 06/2025/TTr-HĐQT

Dong Nai, April 12, 2025

**SUBMISSION**

Approve to change the Charter of organization and operation of Dong Nai Transportation Construction Joint Stock Company

**To: Shareholders of Dong Nai Transportation Construction Joint Stock Company**

- Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the current Charter of organization and operation of Dong Nai Transportation Construction Joint Stock Company.

The Board of Directors respectfully submits to the 2025 Annual General Meeting of Shareholders to approve the amendment of the Charter of organization and operation of Dong Nai Transportation Construction Joint Stock Company as follows:

No.	Current charter content	Proposed amendment	Reason for revision
1	Clause 1, Article 26 stipulates: "The number of members of the Board of Directors is 06 members"	"The number of Board of Directors members is 03 members"	Adjust to suit the organizational structure and scale of operations of the Company.

We respectfully request the General Meeting of Shareholders to vote for approval.

Sincerely/.

**CHAIRMAN OF BOARD OF DIRECTORS**



**PHƯƠNG THÙA VŨ**

No.: 07/2025/TTr-HĐQT

Dong Nai, April 12, 2025

**SUBMISSION**

Approving the dismissal and election of additional members of the Board of Supervisors  
for the remaining term of 2023-2028

**To: Shareholders of Dong Nai Transportation Construction Joint Stock Company**

- Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Pursuant to the current Charter of organization and operation of Dong Nai Transportation Construction Joint Stock Company;
- Based on the Resignation letter of members of the Board of Supervisors of Dong Nai Transportation Construction Joint Stock Company for the term 2023-2028.

The Board of Directors respectfully submits to the 2025 Annual General Meeting of Shareholders for approval the following contents:

1. Approval of the dismissal of Mr. Nguyen Hiep from the position of member of the Board of Supervisors of Dong Nai Transportation Construction Joint Stock Company, term 2023-2028 from April 12, 2025 according to personal aspiration.
2. Approval of the dismissal of Mr. Doan Van Binh from the position of member of the Board of Supervisors of Dong Nai Transportation Construction Joint Stock Company, term 2023-2028 from April 12, 2025 according to personal aspiration.
3. Elect 02 additional members of the Board of Supervisors of Dong Nai Transportation Construction Joint Stock Company for the remaining term 2023-2028. The list of candidates nominated to elect additional members of the Board of Supervisors of the Company for remaining term 2023-2028 is as follows:

No.	Candidate's name	Shareholders nominate	Note
1	Ms. Trần Thị Ngọc Huyền	<ul style="list-style-type: none"><li>- Ms. Bùi Mỹ Linh</li><li>- Ms. Hoàng Thị Xuân</li><li>- Ms. Nguyễn Thị Mai</li></ul>	Candidate resume have been posted on the website: <a href="https://dgtc.vn">https://dgtc.vn</a> from April 2, 2025
2	Ms. Nguyễn Thị Ngọc Linh	<ul style="list-style-type: none"><li>- Ms. Nguyễn Thị Hậu</li><li>- Ms. Hoàng Thị Ý</li><li>- Ms. Nguyễn Hoàng Yến</li></ul>	Candidate resume have been posted on the website: <a href="https://dgtc.vn">https://dgtc.vn</a> from April 2, 2025

The election of members of the Board of Supervisors will be carried out in accordance with the Regulations on nomination, candidacy, and election of additional members of the Board of




Supervisors for the remaining term of 2023-2028, the Company's Charter and relevant legal regulations.

We respectfully request the General Meeting of Shareholders to vote for approval.

Sincerely/.



CHAIRMAN OF BOARD OF DIRECTORS

  
PHƯƠNG THỪA VŨ





No.: 08/2025/TTr-HĐQT

Dong Nai, April 12, 2025

**SUBMISSION**

Approval of dismissal and removal of members of the Board of Directors for the 2023-2028 term

**To: Shareholders of Dong Nai Transportation Construction Joint Stock Company**

- Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Pursuant to the current Charter of organization and operation of Dong Nai Transportation Construction Joint Stock Company;
- Based on the Resignation letter of members of the Board of Directors of Dong Nai Transportation Construction Joint Stock Company for the term 2023-2028.

The Board of Directors respectfully submits to the 2025 Annual General Meeting of Shareholders for approval the following contents:

1. Approval of the dismissal of Mr. Ton Duc Tung from the position of member of the Board of Directors of Dong Nai Transportation Construction Joint Stock Company, term 2023-2028 from April 12, 2025 according to personal aspiration.
2. Approval of the dismissal of Mr. Nguyen Quoc Thanh from the position of member of the Board of Directors of Dong Nai Transportation Construction Joint Stock Company, term 2023-2028 from April 12, 2025 according to personal aspiration.
3. Approval of the dismissal of Mr. Tran Quang Tuan from the position of member of the Board of Directors of Dong Nai Transportation Construction Joint Stock Company, term 2023-2028, from April 12, 2025. Reason: Not participating in the activities of the Board of Directors during 06 consecutive months.

We respectfully request the General Meeting of Shareholders to vote for approval.

Sincerely/.



**CHAIRMAN OF BOARD OF DIRECTORS**

**PHƯƠNG THÙA VŨ**

**DONG NAI TRANSPORTATION  
CONSTRUCTION JSC**

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence – Freedom – Happiness**

No.: 09/2025/TTr-HĐQT

Dong Nai, April 12, 2025

**SUBMISSION**

Approving the authorization for the Board of Directors to establish a subsidiary and related work to invest in the Commercial Service Building project

**To: Shareholders of Dong Nai Transportation Construction Joint Stock Company**

- Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Pursuant to the current Charter of organization and operation of Dong Nai Transportation Construction Joint Stock Company.

Due to the orientation of exploiting and managing the Company's assets effectively and aiming to bring the best value to shareholders, the Board of Directors of the Company respectfully submits to the General Meeting of Shareholders of Dong Nai Transportation Construction Joint Stock Company to authorize the Board of Directors to implement the investment plan for the Commercial Service Building project at the Company's office headquarters land: No. 200 Nguyen Ai Quoc, Trang Dai Ward, Bien Hoa City, Dong Nai Province ("**Project**") as follows:

- Establish a subsidiary as the Project Investor of which the Company owns more than or equal 51%.
- Form of capital contribution:
  - o Capital contribution in the form of assets being the right to use the land of the Company's office after completing all necessary legal procedures;
  - o And other forms of capital contribution as prescribed by law.
- Expected to be greater than 35% of the Company's total assets recorded in the audited 2024 Consolidated Financial Statements.
- Do related work to carry out the Project investment, including but not limited to the following tasks:
  - o Conduct market research steps, assess the feasibility and socio-economic efficiency of the project.
  - o Hire consultants (if necessary) to prepare pre-feasibility study reports, project feasibility study reports.
  - o Develop investment plans, including project scale, total expected investment, capital sources, implementation progress, business plans and other related factors.
  - o Appraise and approve the project investment policy after carefully reviewing the research reports and related factors, ensuring compliance with the provisions of law and the Company's Charter.
  - o And other related work.



We respectfully request the General Meeting of Shareholders to vote for approval.

Sincerely/.

CHAIRMAN OF BOARD OF DIRECTORS



PHƯƠNG THÙA VŨ

