

MANAGEMENT STATEMENT REPORT

(Year 2024)

Dear: - State Securities Commission
- Hanoi Stock Exchange (UPCOM)

- Listed company name: **DAI VIET GROUP DVG JOINT STOCK COMPANY**
- Head office address : Thanh Lam, Phu Lam Ward, Ha Dong District, Hanoi City
- Phone: (024).3919.6086 Email: dvggroup.jsc@gmail.com
- Website: www.daivietgroupjsc.vn
- Charter capital: **280,000,000,000 VND** (*Two hundred and eighty billion dong*)
- Stock code: **DVG**
- Corporate governance model: General Meeting of Shareholders, Board of Directors, Board of Supervisors and Board of General Directors.
- Regarding the implementation of internal audit function: Implemented

I. ACTIVITIES OF THE GENERAL MEETING OF SHAREHOLDERS

In 2024 , Dai Viet Group DVG Joint Stock Company prepared to organize the 2024 Annual General Meeting of Shareholders for the first time on April 26, 2024, the second time on May 31, 2024 was unsuccessful, and the third time on July 29, 2024 , approved the following contents:

- 2023 annual report, including the following contents: Report on the Board of Directors' activities in 2023 ; Report of the Board of Directors in 2023 ; Report of the Board of Supervisors on the Company's supervision activities in 2023 ;
- Approval of the report on direction and business production plan for 2024 ;
- 2023 Financial Statements audited by International Auditing and Valuation Company Limited and authorization for the Board of Directors to select an auditing unit to conduct the audit and review of the Company's 2024 Financial Statements;
- Approval of the remuneration plan for the Board of Directors and Board of Supervisors in 2023 and the remuneration plan for the Board of Directors and Board of Supervisors in 2024;
- Approval of the Report on the implementation of the private share issuance to investors to increase charter capital approved by the 2023 Annual General Meeting of Shareholders;

- Approval of the Report on profit distribution results for 2021, 2022, profit distribution plan for 2023 and dividend payment plan for 2024;
- Approval of the General Meeting of Shareholders' full authorization to the Board of Directors Approval of contracts for purchase, sale, borrowing, lending and other contracts and transactions with a value of 35% or more of the total asset value recorded in the company's most recent financial report. These investments will be decided by the Board of Directors and reported to the General Meeting of Shareholders at the next meeting;
- Approving the dismissal of Mr. Ho Dinh Tung and Mr. Nguyen Van Ninh from the Board of Directors;
- Approving the addition of members to the Board of Directors for Mr. Trinh Van Nhat and Mr. Ngo Ngoc Dinh;
- Approval of the Proposal to amend and supplement the Company Charter;

Resolution/Decision/Minutes of the General Meeting of Shareholders

STT	Resolution/Decision Number	Day	Content
1	Resolution No. 01/2024/NQ-DHĐCĐ/DVG	07/29/2024	Resolution of the 2024 Annual General Meeting of Shareholders of Dai Viet Group DVG Joint Stock Company
2	Minutes of Shareholders' Meeting No. 01/2024/BBH-DHĐCĐ/DVG	07/29/2024	Minutes of the 2024 Annual General Meeting of Shareholders of Dai Viet Group DVG Joint Stock Company

II. BOARD OF DIRECTORS (REPORT 2024):

1. Information about Board of Directors (BOD) members

STT	Board Member	Position	Date of appointment	Dismissal Date
1	Mr. Trinh Van Nhat	Chairman of the Board	07/29/2024	
2	Mr. Nguyen Van Ninh	Chairman of the Board (non-executive)	April 26, 2021	07/29/2024
3	Mr. Bui Van Thuy	Board Member	April 26, 2019	
4	Mr. Ho Dinh Tung	Board Member	April 26, 2019	07/29/2024

5	Mr. Vu Van Minh	Board Member	December 23, 2019	
6	Mrs. Du Thi Van	Board Member	July 17, 2023	
7	Mr. Ngo Ngoc Dinh	Board Member (Independent, non-executive)	07/29/2024	

2. Board of Directors Meetings

In 2024 , DVG's Board of Directors held 11 regular and extraordinary meetings, specifically as follows:

STT	Board Member	Number of Board of Directors meetings attended	Meeting attendance rate	Reason for not attending the meeting
1	Mr. Nguyen Van Ninh	09/11	100%	Dismissed from 07/29/2024
2	Mr. Trinh Van Nhat	11/02	18.2%	Appointed from 29/07/2024
3	Mr. Bui Van Thuy	11/11	100%	
4	Mr. Ho Dinh Tung	00/11	0%	Resignation from 07/08/2023 Dismissed from 07/29/2024
5	Mr. Vu Van Minh	11/11	100%	
6	Mrs. Du Thi Van	11/11	100%	
7	Mr. Ngo Ngoc Dinh	11/02	18.2%	Appointed from 29/07/2024

In addition to regular and extraordinary meetings, DVG's Board of Directors also organizes professional working meetings to discuss, clarify and unify directions for the operations of the entire system.

Activities of independent Board members:

During the operation, the independent Board member fully participated in the Board's activities in accordance with the provisions of law and DVG's internal regulations, specifically:

- Fully participate in meetings of the Board of Directors as prescribed;
- Participate in voting to issue internal regulations related to the organization, personnel, administration and operations of DVG and other issues under the authority of the Board of Directors;

- Participate in voting to issue policies and operational strategies of DVG under the authority of the Board of Directors, participate in monitoring the implementation of these policies and strategies as assigned by the Board of Directors;
- Participate in reviewing financial statements prepared by independent auditors;
- Participate in voting on the program and operation plan of the Board of Directors, the program, content, and documents serving the General Meeting of Shareholders and the work of convening the General Meeting of Shareholders or collecting shareholders' opinions in writing.

With the independent nature when participating in the Board of Directors, the role of independent members in DVG's Board of Directors has actively contributed to improving the transparency, objectivity, efficiency and quality of the Board of Directors' decisions.

3. Supervisory activities of the Board of Directors over the Board of Directors

The supervision activities of DVG's Board of Directors are carried out in accordance with the regulations on governance, supervision and regulations on decentralization of authority on supervision, through reports on the implementation of the Board of Directors' directives and the periodic information reporting regime serving the supervision and management activities of the Board of Directors. The supervision of compliance with the Board of Directors' directives is focused on, ensuring that all Resolutions/Decisions of the Board of Directors/Chairman of the Board of Directors are closely, regularly and with clear responsibilities for implementation progress.

The Board of Directors' directives have ensured strategic orientation functions, including:

- Directs business operations, basic operating plans and financial budgets;
- Directing the reporting of production and business results in 2023 and planning for 2024 ;
- Directing the completion and implementation of the organization of the 2024 Annual General Meeting of Shareholders ;
- Directing the implementation of the purchase of shares at Vietnam - America International Petroleum Joint Stock Company.
- Directing production and business activities, restructuring and developing network systems, promoting multi-channel network development, upgrading traditional distribution channels;
- Focus on training to improve human resource quality, perfect the leadership team and key staff of the Company;
- Direct the development of short-term, medium-term and long-term business development strategies.

Periodically, the departments assisting the Board of Directors summarize and evaluate the implementation of the Board of Directors' directives on all aspects of operations, thereby providing solutions to issues that have not been fully and promptly implemented as required.

Under the direction of the Board of Directors, the Board of Management also urgently and seriously develops and deploys specific tasks in each period to each member of the Board of Management, directs each unit/division to implement, and reports fully and promptly in writing to the Board of Management on the results of performing assigned tasks and powers periodically and when requested. The Board of Management and the units always identify the Board of Directors' instructions as key and urgent tasks to focus on and pay attention to.

4. Activities of the subcommittees of the Board of Directors

The Company has established an Internal Audit Committee (IBC) under the Board of Directors. In order for the IBC to effectively perform its functions and tasks of advising and assisting the Board of Directors and the General Director in internal audit, internal control and risk management, the Board of Directors has issued the Internal Audit Regulations and Internal Audit Procedures to control business activities in 2023.

In 2024, the Internal Audit Department conducted 01 planned internal audit to fully and effectively examine and evaluate governance, risk management and internal control to help the Company achieve its strategic goals, and provide in-depth analysis and recommendations independently and objectively based on data assessment, assessment of efficiency and effectiveness of resource use.

5. Resolutions/Decisions/Reports of the Board of Directors (2024 Report) :

STT	Resolution/Decision Number	Day	Content
1	Resolution No. 01/2024/NQ-HDQT	03/01/2024	Re: Approval of the content of the last day to close the list of shareholders exercising the right to attend the 2024 Annual General Meeting of Shareholders.
2	Resolution No. 02/2024/NQ-HDQT	March 27, 2024	Re: Approval of the resignation letter from the position of Chairman of the Board of Directors for Mr. Nguyen Van Ninh.
3	Resolution No. 03/2024/NQ-HDQT	March 30, 2024	Regarding the Board of Directors nominating personnel to elect additional members to the Company's Board of Directors.
4	Resolution No. 04/2024/NQ-HDQT/DVG	04/04/2024	Re: Approval of the content of the 2024 Annual General Meeting of Shareholders

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5	Resolution No. 05/2024/NQ- HDQT/DVG	April 26, 2024	Regarding the unsuccessful organization of the 1st Annual General Meeting of Shareholders in 2024, the 3rd meeting will be held on May 31, 2024.
6	Resolution No. 06/2024/NQ- HDQT/DVG	May 31, 2024	Regarding the unsuccessful organization of the 2nd Annual General Meeting of Shareholders in 2024, the 3rd meeting will be held on June 28, 2024.
7	Resolution No. 07/2024/NQ- HDQT/DVG	6/12/2024	Re: Approval of changing the auditing unit of the Company's 2023 Financial Statements and some related contents.
8	Resolution No. 08/2024/NQ- HDQT/DVG	June 27, 2024	Re: Approval of postponing the 3rd Annual General Meeting of Shareholders in 2024
9	Resolution No. 09/2024/NQ- HDQT/DVG	12/07/2024	Regarding the approval of the policy of reducing charter capital of Vietnam - America International Petroleum Joint Stock Company and some related contents
10	Resolution No. 10/2024/NQ- HDQT/DVG	07/31/2024	Re: Approving the election of Mr. Trinh Van Nhat, member of the Board of Directors, to hold the position of Chairman of the Board of Directors from July 31, 2024.
11	Resolution No. 11/2024/NQ- HDQT/DVG	12/07/2024	Re: Approval of the selection of an auditing unit to review the 6-month financial statements and the 2024 financial statements (separate and consolidated).

III. BOARD OF SUPERVISION (REPORT 2024)

1. Information about Board of Supervisors members

STT	Board Member	Position	Start date as a member of the BKS	Dismissal Date	Professional qualifications
1	Ms. Nguyen Thuy Linh	Prefect	December 23, 2020		Bachelor of Accounting
2	Mrs. Nguyen Thi Hien	Member	December 23, 2020		Bachelor of Accounting

3	Ms. Nguyen Thi Minh Hue	Member	July 17, 2023		Bachelor of Accounting
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2. Board of Supervisors meeting

STT	Board Member	Number of meetings attended	Meeting attendance rate	Voting ratio	Reason for not attending the meeting
1	Mrs. Nguyen Thi Hien	02/02	100%	100%	
2	Ms. Nguyen Thuy Linh	02/02	100%	100%	
3	Ms. Nguyen Thi Minh Hue	01/02	100%	100%	

In addition to the two meetings mentioned above, members of the Supervisory Board regularly discuss, agree and decide on contents and tasks within their assigned functions and tasks according to regulations.

3. Supervisory activities of the Board of Supervisors over the Board of Directors, Executive Board and shareholders

The Board of Supervisors has monitored the operations and compliance with the provisions of law and DVG's charter, the Resolutions and Decisions of the General Meeting of Shareholders regarding the Board of Directors, General Director and other managers in the management and operation of DVG, the coordination of activities between the Board of Supervisors and the Board of Directors, General Director and shareholders. Supervised and implemented the organization of the 2024 Annual General Meeting of Shareholders, counted the votes sent by shareholders, finalized the votes and the percentage of votes of shareholders.

The results of the monitoring activities and recommendations and proposals of the Supervisory Board sent to the Board of Directors/ Chairman of the Board of Directors and General Director were all reviewed and directed to relevant individuals and units for research and implementation. Through the monitoring activities, the Supervisory Board noted that in 2024, the activities of the Board of Directors complied with the DVG Charter; Regulations on organization and operation of the Board of Directors; and Company governance regulations. The Board of Directors directed the full and timely implementation of current legal policies, Resolutions of the General Meeting of Shareholders, issued Resolutions and Decisions to orient and promptly direct the activities of the entire system; The Executive Board organized the implementation of tasks and plans according to the direction and orientation of the Board of Directors.

4. Coordination of activities between the Supervisory Board and the Board of Directors, Executive Board and other management staff.

The coordination between the Supervisory Board and the Board of Directors, the Executive Board and other managers of DVG ensures the principle of: Compliance with the provisions of law, of DVG and for the common interests of DVG.

5. Other activities of BKS : None

IV. BOARD OF DIRECTORS

STT	Board Member	Date of birth	Professional qualifications	Date of appointment/removal of members of the Executive Board
1	Ms. Du Thi Van - General Director	October 10, 1976	Bachelor	Appointed 01/09/2023
2	Mr. Trinh Van Nhat - Deputy General Director	September 21, 1966	Bachelor of Economics	Appointed October 30, 2019
3	Mr. Chu Van Ly - Deputy General Director	01/01/1960	Engineer	Appointed October 30, 2019

V. CHIEF ACCOUNTANT

Full name	Date of birth	Professional qualifications	Date of appointment/removal
Mr. Nguyen Hong Phong	June 10, 1968	Bachelor of Accounting - Major in Accounting	Appointed on 01/07/2023

VI. CORPORATE GOVERNANCE TRAINING: None

Training courses on corporate governance that members of the Board of Directors, members of the Supervisory Board, the General Director, other managers and the Company Secretary have participated in according to regulations on corporate governance: *None*.

VII. LIST OF RELATED PERSONS OF PUBLIC COMPANIES (2024 REPORT) AND TRANSACTIONS OF RELATED PERSONS OF THE COMPANY WITH THE COMPANY ITSELF

- a. List of related persons of the company (According to Appendix No. 01)**
- b. Transactions between the company and related persons of the company; or between the company and major shareholders, insiders, and related persons of insiders . (According to Appendix No. 02)**
- c. Transactions between company insiders, related persons of insiders and subsidiaries, companies controlled by the company : (According to Appendix No. 02)**

d. Transactions between the company and other entities:

- i) Transactions between the company and companies in which members of the Board of Directors, members of the Board of Supervisors, General Director and other managers have been and are founding members or members of the Board of Directors, General Director within the past three (03) years (calculated at the time of reporting): *(According to Appendix 02)*
- ii) Transactions between the company and companies in which related persons of members of the Board of Directors, members of the Board of Supervisors, General Director and other managers are members of the Board of Directors, General Director: *(According to Appendix 2)*
- iii) Other transactions of the company (if any) that may bring material or immaterial benefits to members of the Board of Directors, members of the Board of Supervisors, General Director and other managers : *None*

**VIII. TRADING IN SHARES BY INSIDERS AND RELATED PERSONS OF INSIDERS
(REPORT 2024)**

1. List of insiders and related persons of insiders : *(Details in Appendix 0 1)*
2. Transactions of insiders and related persons on company shares : *yes*

STT	Full name	Position	Number of shares traded	Current ownership	Rate (%)
1	Bui Van Thuy	Board Member	246,000	501,845	1.79%
2	Nguyen Thuy Linh	Head of Supervisory Board	32,500	33,000	0.12%

IX. OTHER ISSUES TO NOTE: *None*

Recipient:

- As respectfully sent (for reporting);
- Filed: VT, VP BOD.

TM. BOARD OF DIRECTORS



TRINH VAN NHAT

