**DC2: Annual Corporate Governance Report 2023**

On January 18, 2024, Development Investment Construction Number 2 JSC announced Report No. 01A/BCQT-DIC No2 on the corporate governance in 2023 as follows:

* Name of listed company: Development Investment Construction Number 2 JSC
* Head office address: No. 5, Street 6, Chi Linh Urban Area, Thang Nhat Ward, Vung Tau City, Ba Ria - Vung Tau Province
* Tel: 02543 613944 Fax: 02543 616365 Email:[infor@dic2.vn](mailto:infor@dic2.vn)
* Charter capital: VND 71,966,730,000 (at the beginning of the year)
* Charter capital: VND 75,563,410,000 (at the end of the year)
* Securities code: DC2
* Corporate governance model
* The General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the General Manager/Manager

1. Activities of the General Meeting of Shareholders:

Information about meetings and General Mandates/Decisions of the General Meeting of Shareholders (including General Mandates approved by collecting opinions via a ballot)

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Contents |
| 1 | General Mandate No. 01/NQ-DICNo2-DHDCD | April 20, 2023 | Annual General Mandate 2023 |

1. The Board of Directors (Report 6 months/year)
2. Information about members of the Board of Directors

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position (independent member, non-executive member of the Board of Directors) | Date of appointment/ dismissal as member/independent member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Mr. Pham Duc Dung | Chair of the Board of Directors | April 26, 2019 |  |
| 2 | Ms. Tran Thi Thu | Member of the Board of Directors | April 15, 2022 |  |
| 3 | Mr. Dinh Trung Hieu | Independent member of the Board of Directors | April 9, 2021 |  |

1. Board Resolutions/Decisions (Semi-annual report)

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Contents |
| I | Resolution No. |  |  |
| 1 | 01/NQ-DICNo2-HDQT | February 17, 2023 | Approve the plan of the Annual General Meeting of Shareholders 2023. |
| 2 | 02/NQ-DICNo2-HDQT | April 28, 2023 | Approved the implementation of the plan to issue shares to pay dividends in 2022 |
| 3 | 03/NQ-DICNo2-HDQT | June 09, 2023 | Approve the selection of an audit company to audit the Financial Statements 2023 |
| 4 | 05/NQ-DICNo2-HDQT | June 29, 2023 | Approve the result of share issuance to pay dividends in 2022 |
| II | Decision No. |  |  |
| 1 | 03/QD-DICNo2-HDQT | January 16, 2023 | Approve the results of the private placement |
| 2 | 04/QD-DICNo2-HDQT | June 06, 2023 | Record the list of shareholders entitled to receive dividends of 2022 by shares |
| 3 | 05/QD/DICNo2-HDQT | July 13, 2023 | Change of charter capital |
| 4 | 06/QD/DICNo2-HDQT | October 10, 2023 | Appoint the person in charge of corporate governance-cum-Secretariat of the Company |

1. The Supervisory Board (Semi-annual Report):
2. Information about members of the Supervisory Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board/the Audit Committee | Position | Date of appointment/dismissal as member of the Supervisory/ Audit Committee | Qualification |
| 1 | Mr. Tran Van Hau | Chief of the Supervisory Board | April 20, 2020 | Bachelor |
| 2 | Mr. Tran Van Lam | Member of the Supervisory Board | April 20, 2020 | Bachelor |
| 3 | Ms. Vuong Thanh Hai | Member of the Supervisory Board | April 26, 2019 | Bachelor |

1. The Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth: | Qualification | Date of appointment/dismissal as the member of the Executive Board |
| 1 | Mr. Vu Gia Tan | October 20, 1984 | Bachelor | January 02, 2020 |
| 2 | Mr. Tran Van Chung | January 24, 1972 | Bachelor | January 02, 2020 |
| 3 | Mr. Ngo Van Lenh | September 04, 1982 | Bachelor | October 01, 2022 |

1. Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Tran Van Chung | January 24, 1972 | Bachelor | October 01, 2021 |

1. . Training on corporate governance
2. List of affiliated persons in the public company (Report 6 months/year) and transactions between affiliated persons of the Company with the Company itself:
3. Transactions between the Company and affiliated persons of the Company; or between the Company and major shareholders, PDMR, affiliated persons of PDMR:
4. Transactions between PDMR of the listed company, affiliated persons of PDMR and subsidiaries or companies controlled by the listed company.
5. Transactions between the Company and other entities
   1. Transactions between the Company and companies where members of the Board of Directors, members of the Supervisory Board, the Executive Manager (General Manager) have been founding members or members of the Board of Directors, the Executive Manager (General Manager) for the past three (03) years (as at the time of reporting).
   2. Transactions between the Company and companies where affiliated persons of members of the Board of Directors, members of the Supervisory Board and the Executive Manager (General Manager) are members of the Board of Directors, the Executive Manager (General Manager):
   3. Other transactions of the Company (if any) that can bring about material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, and the Executive Manager (General Manager).
6. Share transactions of PDMR and affiliated persons of PDMR (Semi-annual Report).
7. Listed Company's share transactions of PDMR and affiliated persons

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relations with PMDR | Number of shares owned at the beginning of the period | | Number of shares owned at the end of the period | | Reasons for increase or decrease (buy, sell, convert, reward, etc.) |
| Number of shares | Rate | Number of shares | Rate |
| 1 | Pham Duc Dung - Chair of the Board of Directors |  | 342,321 | 4.76 | 359,437 | 4.76 | Receive dividends |
|  | Pham Duc Manh | Sibling of the Chair of the Board of Directors | 110,000 | 1.52 | 152,000 | 2 | Receive dividends and buy new ones |
| 2 | Vu Gia Tan - Manager |  | 194,381 | 2.7 | 204,100 | 2.70 | Receive dividends |
| 3 | Tran Van Chung - Deputy Manager/Chief Accountant/Information Publisher |  | 14,192 | 0.2 | 14,901 | 0.2 | Receive dividends |
| 4 | Ngo Van Lenh - Deputy Manager |  | 8,800 | 0.12 | 9,240 | 0.12 | Receive dividends |
| 5 | Vuong Thanh Hai - Member of the Supervisory Board |  | 2,272 | 0.03 | 2,385 | 0.03 | Receive dividend |
| 6 | Development Investment Construction Joint Stock Company |  | 3,607,978 | 50.13 | 3,788,376 | 50.14 | Receive dividends |
|  | Pham Duc Dung - Chair of the Board of Directors | Representative | 2,164,787 | 30.08 | 2,273,026 | 30.08 | Receive dividends |
|  | Tran Thi Thu – Member of the Board of Directors | Representative | 1,443,191 | 20.05 | 1,515,350 | 20.06 | Receive dividends |

IX. Other significant issues: None.