**DCT: Annual Corporate Governance Report 2023**

On January 25, 2024, Dong Nai Roof Sheet & Construction Joint Stock Company announced Report No. 04/BC/2023/HDQT on the corporate governance in 2023 as follows:

* Name of company: Dong Nai Roof Sheet & Construction Joint Stock Company
* Headquarters address: Road No. 4, Bien Hoa 1 Industrial Park, An Binh Ward, Bien Hoa City, Dong Nai
* Tel: (0251) 383 6130 Fax: (0251) 3836023 Email: info@donac.net
* Charter capital: VND 272,236,470,000
* Securities code: DCT
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the General Manager
* Internal audit execution: Implemented

1. Activities of the General Meeting of Shareholders:

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

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandates/Decisions of the General Meeting of Shareholders No. | Date | Content |
| 1 | 01/NQ/DHCD-2023 | June 09, 2023 | Annual General Mandate 2023 |

1. The Board of Directors (Annual Report 2023):
2. Information about members of the Board of Directors

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Members 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. Nguyen Cong Ly | Chair of the Board of Directors | April 29, 2010 |  |
| 2 | Mr. Nguyen Ba Thuyen | Member of the Board of Directors (Non-executive) | April 27, 2017 |  |
| 3 | Ms. Nguyen Thi Mai Thao | Member of the Board of Directors (Non-executive) | April 27, 2017 |  |

1. Board Resolutions/Decisions (Annual Report 2023):

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board resolutions/Board decisions No. | Date | Content |
| 1 | 01/2023/NQ-HDQT | April 24, 2023 | Postpone the Annual General Meeting of Shareholders 2023 after April 30, 2023 |
| 2 | 02/2023/NQ-HDQT | April 24, 2023 | Organize the Annual General Meeting of Shareholders 2023. |

1. The Supervisory Board (Annual Report 2023)
2. Information about the members of the Supervisory Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment as member of the Supervisory Board. | Qualification |
| 1 | Ms. Nguyen Thi Thuy Vy | Chief of the Supervisory Board | December 01, 2021 | Bachelor |
| 2 | Mr. Nguyen Hoang Vi | Members of the Supervisory Board | May 15, 2015 | Bachelor |
| 3 | Mr. Pham Duc Hung | Members of the Supervisory Board | June 26, 2020 | Bachelor |

1. The Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment as Member of the Executive Board |
| 1 | Mr. Le Than | June 12, 1977 | Bachelor | April 02, 2019 |
| 2 | Mr. Nguyen Van Quy | April 16, 1971 | Bachelor | November 12, 2019 |
| 3 | Mr. Le Trung Chinh | January 12, 1963 | Bachelor | May 01, 2022 |

V. The Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment /dismissal |
| Ms. Tran Thi Hoang Sa | September 21, 1985 | Bachelor | Appointed on June 21, 2022 |

1. Training on corporate governance
2. List of affiliated persons of the public company (Annual Report 2023) and transactions between the 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, or affiliated persons of PDMR:

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | NSH\* No., date of issue, place of issue | Head office address/Contact address | Time of transaction | General Mandate/Decision of the General Meeting of Shareholder No. or Board Resolution/Decision No. (including date of promulgation, if any) | Total transaction value (Value added tax excluded):  VND | Transaction content |
| 1 | Cong Thanh Cement Joint Stock Company | Share the same Chair of Board of Directors | 0304186356 | Tam Son Village, Tan Truong Commune, Nghi Son Town, Thanh Hoa Province | January - March 2023 |  | 15,127,813,120 | Revenue |
| 2 | Dong Nai Roof Sheet & Construction Joint Stock Company | Share the same Chair of Board of Directors | 0304186356 | Tam Son Village, Tan Truong Commune, Nghi Son Town, Thanh Hoa Province | January - March 2023 |  | 9,646,047,737 | Buy goods |

1. Transactions between the Company’s PDMR, affiliated persons of PDMR and subsidiaries or companies controlled by the Company None
2. 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 General Manager and other managers have been founding members or members of the Board of Directors, the Executive General Manager for the past three (03) years (as at the time of reporting): None.
   2. Transactions between the Company and companies where affiliated persons of members of the Board of Directors, members of the Supervisory Board, the General Manager and other managers are members of the Board of Directors, the Executive General Manager: None
   3. Other transactions of the Company (if any) which can bring material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, the General Manager and other managers:
3. Share transactions of PDMR and affiliated persons of PDMR (Annual Report 2023)
   * + 1. The Company’s shares transaction of PDMR and affiliated persons: None
4. Other significant issues: None