**DND: Annual Corporate Governance 2023**

On January 25, 2024, Dong Nai Material & Building Investment Joint Stock Company announced Report No. 14/BC-DNC on the corporate governance in 2023 as follows:

* Name of company: Dong Nai Material & Building Investment Joint Stock Company
* Head office address: No. 138 Nguyen Ai Quoc Street, Quarter 1, Trang Dai Ward, Bien Hoa City, Dong Nai Province
* Tel: 0251 3899 886
* Email: tckt@vatỉieudongnai.vn
* Charter capital: VND 88,340,000,000
* Securities code: DND
* Corporate governance model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager.
* Internal audit execution: Unimplemented.
1. Activities of the General Meeting of Shareholders

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| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | 36/NQ.DHDCD-DNC | April 14, 2023 | Annual General Mandate 2023 |

1. The Board of Directors
	* + 1. Information about members of the Board of Directors:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment/dismissal as member of the Board of Directors |
| Appointment date | Dismissal date |
| 1 | Mr. Truong Cuong | Chair | April 26, 2021 |  |
| 2 | Mr. Tran Anh Dung | Member/General Manager | April 21, 2022 |  |
| 3 | Mr. Nguyen Tien Toan | Member/Deputy General Manager | April 26, 2021 |  |
| 4 | Mr. Vu Trong Dung | Member | April 21, 2022 |  |
| 5 | Mr. Tran Anh Dien | Member | April 26, 2021 |  |

* + - 1. Board Resolutions/Board Decisions

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Resolution/Decision No. | Date | Content |
| 1 | 31/NQ-HDQT-DNC | January 5, 2023 | Resolution of the 9th session:* Approve production and business results of Q4/2022, production and business plans for 2023 and Q1/2023.
* Approve the situation of using supplies and fuel in 2022 and standards for using supplies and fuel in 2023.
 |
| 2 | 32/NQ-HDQT-DNC | January 16, 2023 | Resolution on approving contracts and transactions with affiliated parties |
| 3 | 33/NQ-HDQT | February 20, 2023 | Resolution on recording the list of shareholders attending the Annual General Meeting of Shareholders 2023. |
| 4 | 34/NQ-HDQT-DNC | March 22, 2023 | Resolution of the 10th session:* Approve the agenda and content of the documents for the Annual General Meeting of Shareholders 2023.
* Approve the policy of merging 2 subsidiaries.
* Approve the policy of implementing the production and business plan of the Concrete Factory Branch.
* Approve the settlement of the salary fund in 2022 and the labor and salary plan for 2023.
 |
| 5 | 35/NQ-HDQT-DNC | April 10, 2023 | Resolution on approving contracts and transactions with affiliated parties. |
| 6 | 36/NQ-HDQT- DNC | April 24, 2023 | Resolution on approving contracts and transactions with affiliated parties. |
| 7 | 37/NQ-HDQT- DNC | April 27, 2023 | Resolution on promulgation of Regulations on planning for leadership and management staff and approval of the contractor selection plan, consulting package to prepare documents for environmental licensing under the Construction stone mining project of Tan Cang 5 quarry |
| 8 | 38/NQ-HDQT-DNC | May 12, 2023 | Resolution on the financial divestment at Sonadezi Long Binh Joint Stock Company and Sonadezi Service Joint Stock Company. |
| 9 | 39/NQ-HDQT-DNC | June 2, 2023 | Resolution of the 11th session:Approve production and business results for Q1/2023, plan for Q2/2023.* Agree on amending and supplementing the Regulations on Financial Management of the Company; Regulations on appointment of the leadership and management staff; Regulations on planning for leadership and management staff.
* Approve the contractor selection plan to relocate the existing office area at Thien Tan 5 quarry under the construction quarry project Thien Tan 5.
* Approve the policy of changing the management mechanism for the business department of XNBT Branch as in Proposal No. 28/TTr-DNC dated June 1, 2023.
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|
| 10 | 40/NQ-HDQT-DNC | June 2, 2023 | Resolution on selecting an audit company for the Financial Statements 2023. |
|  | 41/NQ-HDQT-DNC | July 12, 2023 | Resolution on introducing personnel appointed as the Chief Accountant of the Company |
|  | 42/NQ-HDQT- DNC | July 25, 2023 | Resolution of the 12th session:* Approve production and business results for Q2/2023
* Approve the plan for Q3/2023
* Agree on the planned list of the leadership and managers in the term of 2020-2025 and 2025-2030 in 2023.
 |
|  | 43/NQ-HDQT-DNC | July 25, 2023 | Resolution on the appointment of the Chief accountant of the Company |
|  | 44/NQ-HDQT-DNC | July 25, 2023 | Resolution on continuing to carry out financial divestment at Sonadezi Service Joint Stock Company. |
|  | 124/QD-HDQT-DNC | August 28, 2023 | Decision on adjusting the progress of the implementation of the Construction stone mining project of Tan Cang 5 quarry |
|  | 45/NQ-HDQT-DNC | September 5, 2023 | Resolution of the 13th session:* Approve production and business results for Q3/2023
* Approve the plan for Q4/2023
* Works to review and supplement planning for 2023
* Agree on adjusting the progress of the implementation of the Construction stone mining project of Tan Cang 5 quarry
 |
|  | 46/NQ-HDQT-DNC | September 5, 2023 | Resolution on the policy of implementing and developing a plan to increase the Company's charter capital |
|  | 47/NQ-HDQT-DNC | October 27, 2023 | Resolution on approving contracts and transactions with affiliated party - Sonadezi Service Joint Stock Company |
|  | 48/NQ-HDQT-DNC | November 10, 2023 | Resolution on signing a transfer contract and transferring land use rights certificates for land areas outside the boundary of the Construction quarry project Thien Tan 5 |
|  | 144/QD.HDQT-NC | November 27, 2023 | Decision on approving the contractor selection plan for the office relocation package of Tan Cang 5 quarry |
|  | 49/NQ-HDQT-DNC | December 8, 2023 | Resolution on the policy of implementing the appraisal of the enterprise value and share value of the Company |
|  | 217/QD.HDQT-DNC | December 28, 2023 | Decision on promulgation of Regulation on Information Disclosure  |

1. The Supervisory Board

Information on members of the Supervisory Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board: | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| Appointment date | Dismissal date |
| 1 | Ms. Phan Thuy Doan | Chief | April 21, 2022 |  | Master of Business Administration, Bachelor of Economics |
| 2 | Ms. Le Thi Yen | Member | April 26, 2021 |  | Bachelor of Economics in Accounting and Auditing |
| 3 | Ms. Nguyen Thi Lien | Member | April 26, 2021 |  | Bachelor of Economics |

1. The Executive Board

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Appointment date | Dismissal date |
| 1 | Tran Anh Dung | April 28, 1971 | Master of Business Administration | April 24, 2022 |  |
| 2 | Nguyen Tien Toan | February 12, 1981 | Master of Business Administration | April 26, 2021 |  |

1. The Chief Accountant

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Full name | Date of birth | Qualification | Appointment date | Dismissal date |
| 1 | Nguyen Tu Loan | April 8, 1988 | Master of Accounting | August 1, 2023 |  |

1. Training course on corporate governance:
2. List of affiliated persons of the public Company 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:

According to the attached Appendix 2

1. Transactions between the Company’s PDMR, affiliated persons of PDMR and subsidiaries or companies controlled by the Company:

None

1. 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:

According to the attached Appendix 3

* 1. 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

* 1. 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.

None

1. Share transactions of PDMR and affiliated persons of PDMR:
	* + 1. Company’s share transactions of PDMR and affiliated persons

None

1. Other significant issues

APPENDIX 2

Transactions between the Company and affiliated persons of the Company, or between the Company and major shareholders, PDMR, or affiliated persons of PDMR

(Attached in the Corporate Governance Report 2023 - Section VII)

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of individual/institution | Relations with the Company | ID card/Passport No., Date of issue, Place of issue | Head office address/Contact address | Time of transaction with the Company | Approved General Mandate/Decision of the General Meeting of Shareholders No. and Board Resolution/Decision No. (if any, including date of issue) | Content, quantity, total value of transaction | Note |
|  | Dong Nai Construction Joint Stock Company | Affiliated organization of PDMR Mr. Tran Anh Dung | 3600510590 | No. 09 Huynh Van Nghe, Buu Long, Bien Hoa, Dong Nai | 2023 | Resolution No. 32/NQ-HDQT-DNC dated January 16, 2023 | Contract to sell concreteTransaction value: VND 1,275,629,000 | Purchase goods |
| 1 | 2023 | Resolution No. 36/NQ-HDQT-DNC dated April 24, 2023 | Contract to sell Long Thanh Tunnel BricksTransaction value: VND 46,358,100 | Purchase goods |
| 2 | Industry Civil Contruction No 1 DongNai JSC | Affiliated organization of PDMR Mr. Tran Anh Dung | 3600503226 | No. 15. Dong Khoi Street, Tan Tien Ward, Bien Hoa City, Dong Nai Province | 2023 | Resolution No. 32/NQ-HDQT-DNC dated January 16, 2023 | Contract to sell concreteTransaction value: VND 71,785,000. | Purchase goods |
| 3 | Sonadezi Environment Joint Stock Company | Affiliated organization of major shareholder - Sonadezi Corporation and PDMR Mr. Tran Anh Dung | No. 3600274914 Date of issue: August 7, 2015 Place of issue: Dong Nai Department of Planning and Investment | 12 Huynh Van Nghe, Buu Long, Bien Hoa City, Dong Nai Province | 2023 | Resolution No. 32/NQ-HDQT-DNC dated January 16, 2023 | Contract for waste collectionTransaction value: VND 9,504,000 | Purchase goods |
| 4 | Dong Nai Water Joint Stock Company | Affiliated organization of major shareholder - Sonadezi Corporation | No. 3600259296 Date of issue: May 11, 2021Place of issue: Dong Nai Department of Planning and Investment | 48 Cach Mang Thang Tam Street, Quyet Thang Ward, Bien Hoa City, Dong Nai Province | 2023 | Resolution No. 32/NQ-HDQT-DNC dated January 16, 2023 | Contract for domestic waterTransaction value: VND 94,925,832. | Purchase goods |
| 5 | Sonadezi An Binh Joint Stock Company | Affiliated organization of major shareholder - Sonadezi Corporation | No. 3600449307 Date of issue: January 12, 2000Place of issue: Dong Nai Department of Planning and Investment | No. 113-116, Lot C2, Street 9, An Binh Residential Area, Bien Hoa City, Dong Nai Province | 2023 | Resolution No. 32/NQ-HDQT-DNC dated January 16, 2023 | Concrete purchase transactionTransaction value: VND 583,515,557Concrete sales transactionTransaction value: VND 10,050,000 | Purchase and sell goods |
| 6 | Dong Nai Housing JSC | Affiliated organization of major shareholder - Sonadezi Corporation | 3600322445 | No. 121, Phan Chu Trinh - Quang Vinh Ward - Bien Hoa City - Dong Nai. | 2023 | Resolution No. 32/NQ-HDQT-DNC dated January 16, 2023 | Contract to sell concreteTransaction value: VND 1,419,454,000 | Purchase goods |
| 7 | Sonadezi Services Joint Stock Company (SDV) | Affiliated organization: Indirect subsidiary of major shareholder - Sonadezi Corporation | No. 3600890938Date of issue: June 26, 2019Place of issue: Dong Nai Department of Planning and Investment | 8th floor, Sonadezi Building No. 1, Street 1, Bien Hoa 1 Industrial Park, An Binh Ward, Bien Hoa City Dong Nai Province | 2023 | Resolution No. 38/NQ-HDQT-DNC dated May 12, 2023 | SDV share sale transactionTransaction value: VND 3,090,000,000 | Sell shares |
| Resolution No. 47/NQ-HDQT-DNC dated October 27, 2023 | Contract for collection, transportation, and treatment of domestic wastewaterTransaction value: VND 0 |  |
| 8 | Sonadezi Long Binh Joint Stock Company (SZB) | Affiliated organization: Indirect subsidiary of major shareholder - Sonadezi Corporation | No. 3601867699Date of issue: May 25, 2021Place of issue: Dong Nai Department of Planning and Investment | No. 1, Road 3A, Bien Hoa 2 Industrial Park, Long Binh Tan Ward, Bien Hoa City, Dong Nai Province, Vietnam | 2023 | Resolution No. 38/NQ-HDQT-DNC dated May 12, 2023 | SZB share sale transactionTransaction value: VND 1,260,705,600 | Sell shares |

Appendix 3

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

(Attached in the Corporate Governance Report 2023 - Section VII)

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of individual/institution | Relations with the Company | ID card/Passport No., date of issue, place of issue | Head office address/Contact address | Time of transaction with the Company | Approved General Mandate/Decision of the General Meeting of Shareholders No. and Board Resolution/Decision No. (if any, including date of issue) | Content, quantity, total value of transaction | Note |
| 1 | Dong Nai Construction Joint Stock Company | Mr. Tran Anh Dung, member of the Board of Directors and General Manager of DND, is currently the Chair of the Board of Directors of Dong Nai Construction Joint Stock Company | 3600510590 | 09 Huynh Van Nghe, Buu Long Ward, Bien Hoa, Dong Nai | 2023 | Resolution No. 32/NQ-HDQT-DNC dated January 16, 2023 | Contract to sell concreteTransaction value: VND 1,275,629,000 | Purchase goods |
| 2023 | Resolution No. 36/NQ-HDQT-DNC dated April 24, 2023 | Contract to sell Long Thanh Tunnel Bricks Transaction value: VND 46,358,100 | Purchase goods |
| 2 | Dong Nai No. 1 Industrial Civil Construction Joint Stock Company | Mr. Tran Anh Dung, member of the Board of Directors and General Manager of DND, is currently the member of the Board of Directors of Dong Nai No. 1 Industrial Civil Construction Joint Stock Company | 3600503226 | No. 15, Dong Khoi Street, Tan Tien Ward, Bien Hoa City, Dong Nai Province | 2023 | Resolution No. 32/NQ-HDQT-DNC dated January 16, 2023 | Contract to sell concreteTransaction value: VND 71,785,000. | Purchase goods |
| 3 | Sonadezi Environment Joint Stock Company (SZE) | Mr. Tran Anh Dung, member of the Board of Directors and General Manager of DND, is currently the member of the Board of Directors of SZE | 3600274914 | 12 Huynh Van Nghe, Buu Long, Bien Hoa City, Dong Nai Province | 2023 | Resolution No. 32/NQ-HDQT-DNC dated January 16, 2023 | Contract for waste collectionTransaction value: VND 9,504,000 | Purchase goods |
| 4 | The Gioi Nha Construction Material Joint Stock Company | Mr. Tran Anh Dien, member of the Board of Directors of DND, is currently the General Manager of The Gioi Nha Construction Material Joint Stock Company | No. 3603497972Date of issue: January 16, 2023Place of issue: Department of Planning and Investment of Ho Chi Minh City | 46-48 Nguyen Co Thach, An Loi Dong Ward, Thu Duc City, Ho Chi Minh City | 2023 | Resolution No. 35/NQ-HDQT-DNC dated April 10, 2023 | Contract to purchase concreteTransaction value: VND 7,752,763,894 | Purchase goods |
| 5 | Nhon Trach 2 Reinforced Concrete Corporation | Mr. Tran Anh Dien, member of the Board of Directors of DND, used to be the General Manager of Nhon Trach 2 Reinforced Concrete Corporation (Resigned on January 12, 2023) | No. 3600810322Date of issue: May 04, 2023Place of issue: Dong Nai Department of Planning and Investment | No. 1, Nhon Trach 2 Industrial Park, Road 25B, Hiep Phuoc Town, Nhon Trach, Dong Nai | July 14, 2023 |  | Contract to lease assetTransaction value: VND 1,015,338,378 |  |