**DTI: Annual Corporate Governance Report 2023**

On January 29, 2024, Duc Trung investment joint stock company announced Report No. 01/2024/BCQT-DTI on the corporate governance 2023 as follows:

* Name of listed company: Duc Trung investment joint stock company
* Head office address: No. 213, Nam Ky Khoi Nghia Street, Vo Thi Sau Ward, District 3, Ho Chi Minh City
* Tel: 024.2212.5338 Fax: 024.2212.5338 Email: [infoductrung@gmail.com](mailto:infoductrung@gmail.com)
* Charter capital: VND 134,888,000,000
* Securities code: DTI
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the Board of Managers.
* Internal audit execution: Unimplemented.

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)

In 2023, the General Meeting of Shareholders is conducted 01 times:

* The Annual General Meeting of Shareholders in 2023 was successfully held on May 26, 2023. (On April 28, 2023, the Company organized the Annual General Meeting of Shareholders, however, due to the ownership proportion of shares held by attending delegates being less than 50% of the total voting shares - not meeting the conditions to convene the General Meeting under the Enterprise Law and the Company's Charter. Therefore, the Company convened the second Annual General Meeting of Shareholders in 2023 on May 26, 2023).

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| No. | General Mandates/Decision of the General Meeting of Shareholders No. | Date | Content |
| 01 | 01/2023/NQ-DHDCD | May 26, 2023 | Approve the Reports and Proposals:   * Approve the Report on Activities of the Board of Directors in 2022 and the Plan of 2023 * Approve the Report on activities of the Supervisory Board in 2022 and the plan in 2023. * Approve the report of the Board of Manager on the business results in 2022 and the production and business plan for 2023. * Approve the Audited Financial Statements in 2022 of the Company. * Approve the Proposal on the selection of an audit company for the Financial Statements of the Company 2023. * Approve the report on the payment of remuneration for the Board of Directors, the Supervisory Board for the year 2022 and the remuneration plan for members of the Board of Directors and members of the Supervisory Board for the year 2023; * Approve the Proposal on the approval of transactions between the Company and related parties of the Company; * Approve the Proposal on the approval of profit distribution plan for the year 2022; * Approve the Proposal on the approval of share dividend issuance plan for existing shareholders; * Approve the proposal on the transfer of the Company's share trading from the Unlisted Public Company Market (UPCOM) to listing shares on the Ho Chi Minh City Stock Exchange (HOSE); * Approve the Proposal on the dismissal and election of members of the Board of Directors for the term 2023-2028. |

1. Activities of the Board of Directors
2. Information about members of the Board of Directors:

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| --- | --- | --- | --- | --- |
| No. | Members of the Board of Directors | Position | Date of appointment/dismissal as member of the Board of Directors | |
| Appointment date | Date of dismissal |
| 01 | Ms. Ta Thi Dinh | Chair of the Board of Directors | September 20, 2021 | May 26, 2023 |
| 02 | Mr. Tran Dang Quan | Chair of the Board of Directors | September 20, 2021 |  |
| 03 | Mr. Tran Cong Thanh | Vice Chair of the Board of Directors | May 26, 2023 |  |
| 04 | Mr. Nguyen Quang Nguyen | Member of the Board of Directors | September 20, 2021 |  |
| 05 | Ms. Ta Thi Vui | Member of the Board of Directors | September 20, 2021 |  |
| 06 | Ms. Tran Thi Thanh Binh | Members of the Board of Directors | June 28, 2022 |  |

* On May 26, 2023, the Annual General Meeting of Shareholders for the second time in 2023 approved a General Mandate to dismiss Ms. Ta Thi Dinh due to her resignation.
* On May 26, 2023, the Annual General Meeting of Shareholders for the second time in 2023 approved a General Mandate to elect Mr. Tran Cong Thanh as a member of the Board of Directors of the Company.
* On May 31, 2023, Mr. Tran Dang Quan was appointed as the Chair of the Board of Directors; Mr. Tran Cong Thanh was appointed as the Vice Chair of the Board of Directors.

1. Board Resolutions/Board Decisions (2023)

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| No. | Board Resolution/Decision No. | Date | Content |
| 01 | 01/2023/NQ-HDQT | March 03, 2023 | Board Resolution on the recorded list of shareholders entitled to attend the Annual General Meeting of Shareholders 2023. |
| 02 | 02/2023/NQ-HDQT | May 23, 2023 | Resolution on raising capital from Ho Chi Minh City Development Joint Stock Commercial Bank (HDBank). |
| 03 | 03/2023/NQ-HDQT | May 31, 2023 | Resolution on the election of the Chair of the Board of Directors, Vice Chair of the Board of Directors. |
| 04 | 04/2023/NQ-HDQT | May 31, 2023 | Resolution on the dismissal, appointment of the Company's Manager. |
| 05 | 05/2023/NQ-HDQT | June 02, 2023 | Resolution on the implementation of a plan share issuance as dividends to existing shareholders. |
| 06 | 06/2023/NQ-HDQT | June 14, 2023 | Resolution on the selection of an audit company to audit the financial statements for the first 6 months of 2023 and audit the financial statements for the year 2023. |
| 07 | 07/2023/NQ-HDQT | June 16, 2023 | Resolution on the recorded list of shareholders entitled to receive dividends by shares. |
| 08 | 08/2023/NQ-HDQT | June 19, 2023 | Resolution on capital investment in purchasing shares of Stars Capital Investment Joint Stock Company. |
| 09 | 09/2023/NQ-HDQT | July 14, 2023 | Resolution on registration of changes in enterprise registration contents and implementation of procedures to amend the Company's charter. |
| 10 | 10/2023/NQ-HDQT | July 27, 2023 | Resolution on the dismissal, appointment of the Company's Chief Accountant. |
| 11 | 10/2023/NQ-HDQT | September 05, 2023 | Resolution on the dismissal of Mr. Vu Chi Cong from the position of Manager and the appointment of Mr. Do Cat Luong as the Manager of the Company. |
| 12 | 10A/2023/NQ-HDQT | October 02, 2023 | Resolution on the decision to approve the registration for issuance of codes, depositing at Vietnam Securities Depository and Clearing Corporation (VSDC) and registration for trading corporate bonds in private placement at the Hanoi Stock Exchange (HNX). |
| 13 | 11/2023/NQ-HDQT | November 29, 2023 | Resolution on the amendment of terms and conditions of Duc Trung Investment JSC bonds. |

1. The Supervisory Board 2023
2. Information about members of the Supervisory Board

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| --- | --- | --- | --- | --- |
| No. | Members of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 01 | Ms. Tran Thi Thanh Nhan | Chief of the Supervisory Board | Appointed on June 28, 2022 | Bachelor of Economics |
| 02 | Ms. Nguyen Thi Kieu Trinh | Members of the Supervisory Board | Appointed on June 28, 2022 | Bachelor of Accounting |
| 03 | Ms. Nguyen Thi Trang | Members of the Supervisory Board | Appointed on June 28, 2022 | Bachelor of Auditing |

1. The Executive Board.

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| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal |
| 1 | Mr. Tran Dang Quan | April 20, 1990 | Bachelor of Finance and Banking | Dismiss from the position of the Manager  May 31, 2023 |
| 2 | Mr. Vu Chi Cong | March 04, 1987 | Geological mining engineer | * Appoint the Manager on May 31, 2023 * Dismissed from the position of the Manager on September 05, 2023 |
| 3 | Mr. Do Cat Luong | May 22, 1990 | Information Technology Engineer | * Appoint the Manager on September 05, 2023 |

1. Chief Accountant.

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| --- | --- | --- | --- | --- |
| No. | Full name | Date of birth | Qualification | Date of appointment/dismissal |
| 1 | Ms. Bui Ngoc Nghi | October 20, 1986 | Bachelor of E-Commerce and Commercial Accounting | Dismissal date July 27, 2023 |
| 2 | Ms. Doan Thi Quynh Trang | November 25, 1988 | Bachelor of Economics | Appointed on: July 27, 2023 |

1. Training on corporate governance
2. List of affiliated person of the public company in 2023 and transactions between affiliated persons of the Company and the Company itself:
   * + 1. Transactions between the Company and affiliated persons of the Company, or between the Company and major shareholders, PDMR, or affiliated persons of PDMR: Transaction occurred

* A incurred transaction with a value of VND 45,000,000,000.
  + - 1. Transactions between the Company’s PDMR, affiliated persons of PDMR and subsidiaries, companies controlled by the listed company: None
      2. Transactions between the Company and other entities:
  1. Transactions between the Company and the companies in which members of the Board of Directors, members of the Supervisory Board, the Executive Manager have been being founding members or members of the Board of Directors, the Executive Manager for the past three (03) years (calculated at the time of reporting): Transaction occurred
     1. Transactions between VINA2 Investment and Construction Joint Stock Company with:
* Buy goods and services VND 19,698,690,530.
* Sell goods and services VND 8,525,265,664
  + 1. Transaction between MST Investment Joint Stock Company and
* Buy goods and services VND 26,909,035,021
* Sell goods and services VND 17,345,779,029.
  1. Transactions between the Company and the companies that affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Executive Manager are members of the Board of Directors, the Executive Manager: None
  2. Other transactions of the Company (if any) that can bring about material or non-material benefits to the members of the Board of Directors, the members of the Supervisory Board, the Executive Manager: None

1. Trading in shares of PDMR and affiliated persons of PDMR
2. Share transaction of PDMR and affiliated persons on the Company's shares: Transaction occurred

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| --- | --- | --- | --- | --- | --- | --- | --- |
| 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, ...) |
| Number of shares | Rate | Number of shares | Rate |
| 1 | Ta Thi Dinh | PDMR | 1553614 | 12.84% | 617,279 | 4.58% | Sell |
| 2 | Ta Thi Tuoi | Sister of Ms. Ta Thi Vui - Member of the Board of Directors | 409,423 | 3.04% | 0 | 0% | Sell |

1. Other significant issues None