**PDB: Annual Corporate Governance Report 2023**

On January 29, 2024, DIN Capital Investment Group Joint Stock Company announced Report No. 09/BC-PDB on the corporate governance in 2023 as follows:

* Name of listed company: DIN Capital Investment Group Joint Stock Company
* Head office address: 4th Floor, 76-78 Bach Dang, Hai Chau 1 Ward, Hai Chau District, Da Nang City, Vietnam
* Tel: (0236) 3737973 Email: info@dincapital.com
* Charter capital: VND 89,099,810,000
* Securities code: PDB
* 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 meetings and General Mandates/Decisions of the General Meeting of Shareholders (including General Mandates approved by collecting opinions via a ballot)

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| --- | --- | --- | --- |
| No. | General Mandate/Decision No. | Date | Content |
| 1 | 05/2023/NQ-DHDCD | April 25, 2023 | Approve the Reports and Proposals at the Annual General Meeting of Shareholders 2023. |
| 2 | 11/2023/NQ-DHDCD | December 27, 2023 | Approve the change in the address of the Company’s Head Office |

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

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment as member of the Board of Directors | Date of dismissal as member of the Board of Directors | Number of Board of Directors meetings attended | Rate | Reason for absence |
| 1 | Mr. Le Truong Ky | Chair | December 3, 2014 |  | 10/10 | 100% |  |
| 2 | Ms. Huynh Phuoc Huyen Vy | Vice Chair | December 3, 2014 |  | 10/10 | 100% |  |
| 3 | Mr. Dang Tien Duc | Member of the Board of Directors-cum-General Manager | December 3, 2014 |  | 10/10 | 100% |  |
| 4 | Mr. Nguyen Khanh Lam | Independent member of the Board of Directors | April 26, 2022 | April 1, 2023 | 3/3 | 100% |  |
| 5 | Mr. Morii Takayuki | Independent member of the Board of Directors | April 26, 2022 |  | 10/10 | 100% |  |
| 6 | Nguyen Ngoc Tuan | Independent member of the Board of Directors | April 25, 2023 |  | 7/7 | 100% |  |

1. Board Resolutions/Decisions

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| --- | --- | --- | --- |
| No. | Board Resolution/Decision No. | Date | Content |
| 1 | 01/2023/NQ-HDQT | January 10, 2023 | Appoint a person in charge of corporate governance and temporarily suspend representative office operations |
| 2 | 2A/2023/NQ-HDQT | March 3, 2023 | Approve the signing and implementation of purchase and sale contracts and transactions between the Company and affiliated persons of the Company's PDMR |
| 3 | 2B/2023/NQ-HDQT | March 3, 2023 | Organize the Annual General Meeting of Shareholders 2023 |
| 4 | 03/2023/NQ-HDQT | March 29, 2023 | Appropriate the Company's retained profits for the dividend prepayment in 2022 paid on August 18, 2022 |
| 5 | 04/2023/NQ-HDQT | April 22, 2023 | Update the document and information of the legal representative on the business registration certificate and capital decrease at the subsidiary - Rofadi One Member Company Limited |
| 6 | 06/2023/NQ-HDQT | May 15, 2023 | Adjust the investment project at Tinh Phong - Quang Ngai Industrial Zone |
| 7 | 07/2023/NQ-HDQT | June 19, 2023 | Establish the Internal Audit Committee, appoint the Head of Internal Audit Committee, promulgate Internal Audit Regulations and select the audit company |
| 8 | 08/2023/NQ-HDQT | August 28, 2023 | Capital borrowing, guarantee and LC granting for the subsidiary: Dufago Concrete One Member Company Limited at Joint Stock Commercial Bank For Foreign Trade Of Vietnam - Da Nang Branch and business plan for the next 12 months of Dufago Concrete One Member Company Limited |
| 9 | 09/2023/NQ-HDQT | November 7, 2023 | Organize the collection of opinions via a ballot, borrow capital and grant guarantee for the subsidiary: Dufago Concrete One Member Company Limited at Joint Stock Commercial Bank For Foreign Trade Of Vietnam |
| 10 | 10/2023/NQ-HDQT | December 25, 2023 | Contribute more capital to the subsidiary: Dufago Concrete One Member Company Limited  |

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

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| --- | --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment | Date of dismissal as member of the Supervisory Board | Qualification |
| 1 | Le Anh Long | Chief  | December 3, 2014 |  | Bachelor of Economics |
| 2 | Chu Van Tuan | Member | December 3, 2014 |  | Bachelor of Accounting and Auditing |
| 3 | Nguyen Thi Minh Phuong | Member | December 3, 2014 | April 25, 2023 | Bachelor of Economics majoring in Accounting |
| 4 | Tran Canh Thanh | Member | April 10, 2020 |  | Bachelor of Economics majoring in Accounting |

1. The Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Dang Tien Duc | November 2, 1977 | Civil and Industrial Construction Engineer | Re-appointed on January 4, 2019 |
| 2 | Nguyen Van Trieu | March 16, 1978 | Mechanical Engineer | Re-appointed on January 4, 2019 |
| 3 | Nguyen Thi Thao | September 2, 1977 | Bachelor of Accounting | Re-appointed on January 4, 2019 |

1. The Chief accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Nguyen Thi Thao | September 2, 1977 | Bachelor of Accounting | Appointed on May 05, 2021 |

1. Training on corporate governance
2. List of affiliated persons of the public company and transactions between affiliated persons of the Company and the Company itself.
3. Transactions between the Company and affiliated persons of the Company; or between the Company and major shareholders, PDMR and affiliated persons of PDMR

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organizations/individuals | Relations with the Corporation | NSH\* No., Date of issue, Place of issue of NSH | Head office address/Contact address | Time of transaction with the Company | Approved General Mandate/ Decision of General Meeting of Shareholders No. or Board Resolution/ Board Decision No. | Content, quantity, total value of transaction | Note |
| Content | Total transaction value (VND) |
| 1 | Dinco Engineering and Construction Corporation | Major shareholder and affiliated person of PDMR | 0400461301 dated March 25, 2004, by Da Nang Department of Planning and Investment | No. 76-78 Bach Dang, Hai Chau 1 Ward, Hai Chau District, Da Nang City | 2023 | Resolution No. 2A/2023/NQ-HDQT on March 03, 2023 | Goods selling, services (concrete, steel) | 1,863,839,855 | Economic contract |
| 2 | Dufago Chu Lai Concrete Joint Stock Company | Subsidiary and affiliated person of PDMR | 4000883440; issued on July 04, 2013 by Quang Nam Department of Planning and Investment | Tam Hiep Port Industrial and Logistics Park, Tam Hiep Commune, Nui Thanh District, Quang Nam Province | 2023 | Resolution No. 2A/2023/NQ-HDQT on March 03, 2023 | Loan interest | 146,466,136 | Economic contract |
| Goods selling and services (Rent equipment rental, goods selling and services rental) | 3,166,078,129 |
| Dividends | 1,721,487,000 |  |
| 3 | Rofadi One Member Company Limited | Subsidiary and affiliated person of PDMR | 0402080774 dated January 25, 2021, by Da Nang Department of Planning and Investment | No. 233 Dien Bien Phu Street, Hoa Khe Ward, Thanh Khe District , Da Nang City  | 2023 | Resolution No. 2A/2023/NQ-HDQT on March 03, 2023 | Loan interest | 278,630,137 | Economic contract |
| 4 | Dufago Concrete One Member Company Limited | Subsidiary and affiliated person of PDMR | 0402099824 dated May 18, 2021, by Danang Department of Planning and Investment | No. 233 Dien Bien Phu Street, Hoa Khe Ward, Thanh Khe District , Da Nang City  | 2023 | Resolution No. 2A/2023/NQ-HDQT on March 03, 2023 | Goods buying, services(Concrete, Additives) | 5,111,666,965 | Economic contract |
| Goods selling and services (Concrete, Materials, Services Rental, Equipment rental) | 10,676,545,479 |

1. Transactions between PDMR of the listed company, affiliated persons of PDMR and subsidiaries, companies controlled by the listed company:

|  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relations with PMDR | Position at listed company | ID card/Passport No., date of issue, place of issue | Address | Subsidiaries, companies controlled by listed company | Time of transaction | Content, quantity, total value of transaction | Note |
| 1 | Dinco Engineering and Construction Corporation | Major shareholder and affiliated person of PDMR |  | 0400461301 dated March 25, 2024, Da Nang Department of Planning and Investment | No. 76-78 Bach Dang, Hai Chau 1 Ward, Hai Chau District, Da Nang City | Dufago Concrete One Member Company Limited | 2023 | Goods and service purchase (concrete) |  |
| 2,504,279,639 |  |
| 2 | Dinco Engineering and Construction Corporation | Major shareholder and affiliated person of PDMR |  | 0400461301 March 25, 2004, Da Nang Department of Planning and Investment | No. 76-78 Bach Dang, Hai Chau 1 Ward, Hai Chau District, Da Nang City | Dufago Concrete One Member Company Limited | March 2023 | Land sublease |  |
| 600,000,000 |  |
| 3 | Le Truong Ky |  | Chair of the Board of Directors |  | No. 235 Dien Bien Phu, Da Nang City  | Dufago Concrete One Member Company Limited | January 2023 | House rental  |  |
| Huynh Phuoc Huyen Vy | Vice Chair of the Board of Directors | 600,000,000 |  |
| 4 | Dufaco Chu Lai Concrete Joint Stock Company | Affiliated person of PDMR |  | 4000883440 dated July 4, 2013, Quang Nam Department of Planning and Investment  | Tam Hiep Port Industrial and Logistics Park, Tam Hiep Commune, Nui Thanh District, Quang Nam Province | Dufago Concrete One Member Company Limited | 2023 | Goods and service purchase (additives, cement, concrete, sand, vehicles) |  |
| 2,395,492,537 |  |
| 5 | Dufaco Chu Lai Concrete Joint Stock Company | Affiliated person of PDMR |  | 4000883440 issued on July 04, 2013; Quang Nam Department of Planning and Investment  | Tam Hiep Port Industrial and Logistics Park, Tam Hiep Commune, Nui Thanh District, Quang Nam Province | Dufago Concrete One Member Company Limited | 2023 | Goods and service selling (concrete) |  |
| 513,500,493 |  |
| 6 | Rofadi One Member Company Limited | Affiliated person of PDMR |  | 0402080774 dated January 25, 2021, Da Nang Department of Planning and Investment | No. 233 Dien Bien Phu Street, Hoa Khe Ward, Thanh Khe District , Da Nang City  | Dufago Concrete One Member Company Limited | 2023 | Goods and service selling (chemicals, equipment) |  |
| 40,976,620 |  |
| 7 | DaNang Books and School Equipment Stock Company | Affiliated person of PDMR |  | 0400465793 dated June 17, 2004, Da Nang Department of Planning and Investment  | 76-78 Bach Dang, Hai Chau 1 Ward, Hai Chau District, Da Nang City | Dufago Concrete One Member Company Limited | 2023 | Goods and services selling (stationery) |  |
| 44,355,200 |  |
| 8 | Dufago Concrete One Member Company Limited | Affiliated person of PDMR |  | 0402099824 dated May 18, 2021, Da Nang Department of Planning and Investment  | No. 233 Dien Bien Phu Street, Hoa Khe Ward, Thanh Khe District , Da Nang City  | Rofadi One Member Company Limited | 2023 | Goods and service purchase (chemicals, equipment) |  |
| 40,976,620 |  |
|  |  |  |  |  |  |
| 9 | Dinco Engineering and Construction Corporation | Major shareholder and affiliated person of PDMR |  | 0400461301 dated March 25, 2004, Da Nang Department of Planning and Investment | No. 76-78 Bach Dang, Hai Chau 1 Ward, Hai Chau District, Da Nang City | Rofadi One Member Company Limited | 2023 | Goods and service purchase (chemicals, equipment) |  |
| 1,644,862,512 |  |
| 10 | Dufaco Chu Lai Concrete Joint Stock Company | Affiliated person of PDMR |  | 4000883440 dated July 04, 2013, Quang Nam Department of Planning and Investment | Tam Hiep Port Industrial and Logistics Park, Tam Hiep Commune, Nui Thanh District, Quang Nam Province | Rofadi One Member Company Limited | 2023 | Goods and service purchase (chemicals, equipment) |  |
| 2,724,872 |  |
| 11 | Dinco Engineering and Construction Corporation | Major shareholder and affiliated person of PDMR |  | 0400461301 dated March 25, 2004, Da Nang Department of Planning and Investment | No. 76-78 Bach Dang, Hai Chau 1 Ward, Hai Chau District, Da Nang City | Dufaco Chu Lai Concrete Joint Stock Company | 2023 | Goods and service purchase (concrete) |  |
| 1,416,737,980 |  |
| 12 | Huynh Phuoc Huyen Van | Affiliated person of Ms. Huynh Phuoc Huyen Vy |  | 201131539 dated December 05, 2006, Da Nang Public Security | 33/15 Duy Tan - Hoa Thuan Tay - Hai Chau - Da Nang | Dufaco Chu Lai Concrete Joint Stock Company | April 2023 | Dividends |  |
| VND 19,146,000 |  |
| 13 | Huynh Phuoc Huyen Vy |  | Vice Chair of the Board of Directors | 201234292 dated July 8, 2007, Da Nang Public Security | No. 235 Dien Bien Phu Street, Da Nang City  | Dufaco Chu Lai Concrete Joint Stock Company | April 2023 | Dividends |  |
| VND 15,219,000 |  |
| 14 | Dufago Concrete One Member Company Limited | Affiliated person of PDMR |  | 0402099824 dated May 18, 2021, Da Nang Department of Planning and Investment | No. 233 Dien Bien Phu Street, Hoa Khe Ward, Thanh Khe District , Da Nang City  | Dufaco Chu Lai Concrete Joint Stock Company | 2023 | Goods and service selling (additives, cement, concrete, sand, vehicles)  |  |
| 2,395,492,537 |  |
| 15 | Dufago Concrete One Member Company Limited | Affiliated person of PDMR |  | 0402099824 dated May 18, 2021, Da Nang Department of Planning and Investment | No. 233 Dien Bien Phu Street, Hoa Khe Ward, Thanh Khe District , Da Nang City   | Dufaco Chu Lai Concrete Joint Stock Company | 2023 | Goods and service purchase (concrete) |  |
| 513,500,493 |  |
| 16 | Rofadi One Member Company Limited | Affiliated person of PDMR |  | 0402080774 dated January 25, 2021, Da Nang Department of Planning and Investment | No. 233 Dien Bien Phu Street, Hoa Khe Ward, Thanh Khe District , Da Nang City  | Dufaco Chu Lai Concrete Joint Stock Company | 2023 | Goods and service selling (chemicals, equipment) |  |
| 2,724,872 |  |

1. Transactions between the Company and other entities: None.
	1. Transactions between the Company and companies in which 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 (calculated at the time of reporting): None.
	2. Transactions between the Company and companies in which 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 or the Executive Manager (General Manager): None.
	3. Other transactions of the Company (if any) that can bring material or non-material benefits to members of the Board of Directors, members of the Supervisory Board and the Executive Manager (General Manager): None.
2. Share transactions of PDMR and affiliated persons of PDMR
3. Company’s share transactions of PDMR and affiliated persons: None

IX. Other significant issues: None.