**DGT: Annual Corporate Governance Report 2023**

On January 29, 2024, Dona Transportation Construction JSC announced Report No. 22/BC-DGT on the Corporate Governance in 2023, as follows:

Company's name: Dona Transportation Construction JSC

Address of Head office: No. 200 Nguyen Ai Quoc Street, Trang Dai Ward, Bien Hoa City, Dong Nai Province.

Phone number: 0251 389 9860 Fax: (0251) 389 9750 Email: [info@dgtc.vn](mailto:info@dgtc.vn)

Charter capital: VND 790,000,000,000

Securities code: DGT

Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager

I. 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 | General Mandate No. 01/2023/NQ-DHDCD | April 19, 2023 | * Approve Proposal No. 01/2023/TTr-HDQT on dismissal of member of the Board of Directors and members of the Supervisory Board (Supervisor) for 2020-2025 term and regulation on election of members of the Board of Directors and members of the Supervisory Board (Supervisor) for 2023-2028 term; * Approve Proposal No. 02/2023/TTr-HDQT on approving the list of candidates for the position of member of the Board of Directors and the Members of the Supervisory Board (Supervisor) for the 2023-2028 term; * Approve Proposal No. 03/2023/TTr-HDQT on authorizing and assigning the Board of Directors in 2023-2028 term to implement some working contents * Approve Proposal No. 04/2023/TTr-HDQT dated June 7, 2021 on the amendment to the Company's Charter * Approve the result of the election of members of the Board of Directors for the term 2023 - 2028, as follows:  1. Mr. Tran Viet Ha; 2. Mr. Nguyen Trung Quan; 3. Mr. Ngo Duc Truong; 4. Mr. Nguyen Trung Thanh; 5. Mr. Tran Huu Luu; 6. Mr. Tran Quang Tuan  * Approve the election results of member of the Supervisory Board (Supervisor) for the term 2023-2028, as follows:  1. Ms. Doan Thanh Van; 2. Ms. Trinh Thi Thuy Dung; 3. Mr. Nguyen Minh Phu; |
| 2 | General Mandate No.  02/2023/NQ-DHDCD | June 30, 2023 | * Approve the contents of the Report on activities of the Board of Directors in 2022 and the operational orientation in 2023 according to the content of Report No. 01/2023/BC-HDQT; * Approve the contents of the Report on activities of the Supervisory Board in 2022 according to the content of Report No. 02/2023/BC-BKS; * Approve the contents of the Report on the operational activities of the Board of Management in 2022 and the plan for 2023 according to the Report No. 02/2023/BC-BTGD; * Approve the contents of Proposal No. 01/2023/TTr-HDQT on approving the Audited Financial Statements 2022 * Approve the contents of Proposal No. 02/2023/TTr-HDQT on revenue and profit plan (consolidated) in 2023; * Approve the content of Proposal No. 03/2023/TTr-HDQT on the plan on profit distribution and appropriation for funds in 2022; * Approve the content of Proposal No. 04/2023/TTr-HDQT on remuneration payment plan in 2022 and the remuneration payment plan for the Board of Directors and the Supervisory Board in 2023; * Approve the contents of Proposal No. 05/2023/TTr-HDQT on authorizing the Board of Directors to decide some issues under the authorization of the General Meeting of Shareholders. |
| 3 | General Mandate No.  02/2023/NQ-DHDCDBT | September 27, 2023 | * Approve the contents of Proposal No. 01/TTr/DHDCDBT on Amendments of the Charters on organization and operation of Dona Transportation Construction JSC. * Approve the dismissal of Mr. Tran Viet Ha from the position of the Member of the Board of Directors of Dona Transportation Construction JSC in 2023-2028 from September 27, 2023 as per his personal aspiration. * Approve the dismissal of Mr. Ngo Duc Truong from the position of the Member of the Board of Directors of Dona Transportation Construction JSC in 2023-2028 from September 27, 2023 as per his personal aspiration. * Approve the dismissal of Mr. Nguyen Trung Thanh from the position of the Member of the Board of Directors of Dona Transportation Construction JSC in 2023-2028 from September 27, 2023 as per his personal aspiration. * Approve the dismissal of Mr. Nguyen Trung Quan from the position of the Member of the Board of Directors of Dona Transportation Construction JSC in 2023-2028 from September 27, 2023 as per his personal aspiration. * Approve the dismissal of Ms. Doan Thanh Van from the position of the Chief of the Supervisory Board, the Member of the Supervisory Board of Dona Transportation Construction JSC in 2023-2028 from September 27, 2023 as per her personal aspiration. * Approve the dismissal of Mr. Nguyen Minh Phu from the position of the Member of the Supervisory Board of Dona Transportation Construction JSC in 2023-2028 from September 27, 2023 as per his personal aspiration. * Approve the dismissal of Ms. Trinh Thi Thuy Dung from the position of the Member of the Supervisory Board of Dona Transportation Construction JSC in 2023-2028 from September 27, 2023 as per her personal aspiration. * Approve the additional election results to the Board of Directors (for the remaining time of the term of 2023-2028):  |  |  |  | | --- | --- | --- | | No. | Full name | Position | | 1 | Nguyen Thanh Phong | Member of the Board of Directors | | 2 | Banh Quang Phuc | Member of the Board of Directors | | 3 | Nguyen Quoc Thanh | Independent member of the Board of Directors |   Approve the additional election results of members of the Supervisory Board (for the remaining time of the term of 2023-2028):   |  |  |  | | --- | --- | --- | | No. | Full name | Position | | 1 | Vu Tien Manh | Member of the Supervisory Board | | 2 | Ton Duc Tung | Member of the Supervisory Board | | 3 | Pham Van Hung | Member of the Supervisory Board | |

II. The Board of Directors (Annual Report):

1. Information about members of the Board of Directors:

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| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position (independent member of the Board of Directors, 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 Lam Tung | Chair of the Board of Directors |  | April 19, 2023 |
| 2 | Mr. Tran Ngoc Minh | Member of the Board of Directors |  | April 19, 2023 |
| 3 | Mr. Pham Tran Ai Trung | Member of the Board of Directors |  | April 19, 2023 |
| 4 | Mr. Nguyen Nam Hung | Member of the Board of Directors |  | April 19, 2023 |
| 5 | Mr. Tran Quang Tuan | Member of the Board of Directors |  | April 19, 2023 |
| 6 | Mr. Tran Viet Ha | Chair of the Board of Directors | April 19, 2023 | September 27, 2023 |
| 7 | Mr. Nguyen Trung Quan | Member of the Board of Directors | April 19, 2023 | September 27, 2023 |
| 8 | Mr. Tran Quang Tuan | Member of the Board of Directors | April 19, 2023 |  |
| 9 | Mr. Ngo Duc Truong | Member of the Board of Directors | April 19, 2023 | September 27, 2023 |
| 10 | Mr. Tran Huu Luu | Member of the Board of Directors | April 19, 2023 |  |
| 11 | Mr. Nguyen Trung Thanh | Member of the Board of Directors | April 19, 2023 | September 27, 2023 |
| 12 | Mr. Banh Quang Phuc | Chair of the Board of Directors | September 27, 2023 |  |
| 13 | Mr. Nguyen Thanh Phong | Member of the Board of Directors | September 27, 2023 |  |
| 14 | Mr. Nguyen Quoc Thanh | Independent member of the Board of Directors | September 27, 2023 |  |

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

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| --- | --- | --- | --- |
| No. | Board Resolution/Decision No. | Date | Content |
| 1 | 01/2023/NQ-HDQT | February 27, 2023 | Convene the first Extraordinary General Meeting of Shareholders 2023 |
| 2 | 02/2023/NQ-HDQT | February 27, 2023 | Appoint the Deputy General Manager - Mr. Ngo Duc Truong |
| 3 | 03/2023/NQ-HDQT | March 14, 2023 | Dismiss the Deputy General Manager - Mr. Do Tan Dung |
| 4 | 04/2023/NQ-HDQT | April 19, 2023 | Elect the Chair of the Board of Directors |
| 5 | 05/2023/NQ-HDQT | April 19, 2023 | Dismiss the position of the General Manager, Chief Accountant, Deputy General Manager, the Company’s Secretariat, the Person in charge of corporate governance |
| 6 | 06/2023/NQ-HDQT | April 19, 2023 | Appoint for the position of The General Manager, Chief Accountant, Deputy General Manager, the Company’s Secretariat, the Person in charge of corporate governance |
| 7 | 07/2023/NQ-HDQT | April 19, 2023 | Extend the time to organize the General Meeting of Shareholders 2023 |
| 8 | 08/2023/NQ-HDQT | April 28, 2023 | Change the audit company for the Financial Statements 2022 |
| 9 | 09/2023/NQ-HDQT | May 08, 2023 | Convene the Annual General Meeting of Shareholders 2023 |
| 10 | 10/2023/NQ-HDQT | May 20, 2023 | The Chair of the Board of Directors implements the executive tasks at Dona Transportation Construction JSC |
| 11 | 11/2023/NQ-HDQT | June 01, 2023 | Dismissal of Mr. Le Quoc Dung from the position of Deputy General Manager |
| 12 | 12/2023/NQ-HDQT | May 06, 2023 | Appoint Mr. Tran Viet Ha for the position of the Deputy General Manager |
| 13 | 13/2023/NQ-HDQT | June 19, 2023 | Transfer the capital contributed at DGT Construction Materials Production and Trading Company Limited. |
| 14 | 15/2023/NQ-HDQT | July 14, 2023 | Dismissal of Mr. Ngo Duc Truong from the position of the General Manager and appointment of Mr. Nguyen Thanh Phong for the position of The General Manager |
| 15 | 16/2023/NQ-HDQT | July 05, 2023 | Selection of the audit company to audit the Financial Statements for the six months of 2023 and in 2023 |
| 16 | 18/2023/NQ-HDQT | August 07, 2023 | Approve the organization of the second Extraordinary General Meeting of Shareholders 2023. |
| 17 | 19/2023/NQ-HDQT | August 14, 2023 | Dismissal of Ms. Luong Thi Nhi Hai from the position of Chief Accountant and Appointment of Ms. Nguyen Thi Mai for the position of Chief Accountant |
| 18 | 21/2023/NQ-HDQT | August 15, 2023 | Approve the repurchase plan of DGTH2224001 bonds before the expiry |
| 19 | 22/2023/NQ-HDQT | August 30, 2023 | Completely implementation on investing in Dong Loi Company Limited |
| 20 | 23/2023/NQ-HDQT | September 27, 2023 | Dismissal of Mr. Tran Huu Luu from the position of the Chair of the Board of Directors.  Appoitment of Mr. Banh Quang Phuc for the position of the Chair of the Board of Directors and dismissal of Mr. Nguyen Minh Tuan from the position of the Person in charge of corporate governance -cum- the Company’s Secretariat.  Appoint Mr. Nguyen Huy Hoang for the position of the Person in charge of corporate governance-cum-the Secretariat of the Company |
| 21 | 25/2023/NQ-HDQT | September 29, 2023 | Dismissal of Mr. Tran Viet Ha from the position of the Deputy General Manager  Dismissal of Mr. Nguyen Trung Quan from the position of the Deputy General Manager  Dismissal of Mr. Ngo Van Giang from the position of the Deputy General Manager and Appointment of Mr. Nguyen Huy Hoang for the position of the Deputy General Manager |
| 22 | 26/2023/NQ-HDQT | October 10, 2023 | Appoint the Deputy General Manager - Nguyen Khoa |

III The Supervisory Board/Audit Committee (Annual Report):

1. Information about the members of the Supervisory Board/Audit Committee.

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| No. | Member of the Supervisory Board/Audit Committee | Position | Date of appointment/dismissal as member of the Supervisory Board/the Audit Committee | Qualification |
| 1 | Ms. Vu Thi Thanh Thuy | Chief | Dismissal date of April 19, 2023 | Bachelor of External Economics |
| 2 | Ms. Bui Thi Thuy Minh | Member | Dismissal date of April 19, 2023 | Bachelor of Accounting |
| 3 | Ms. Trinh Thi Thuy Dung | Member | Re-appointed on April 19, 2023  Dismissal date of September 27, 2023 | Bachelor of Business Administration. |
| 4 | Ms. Doan Thanh Van | Chief | Appointed on April 19, 2023, dismissed on September 27, 2023 | Bachelor of Accounting |
| 5 | Mr. Nguyen Minh Phu | Member | Appointed on April 19, 2023, dismissed on September 27, 2023 | Bachelor of Laws |
| 6 | Mr. Ton Duc Tung | Member | Appointed on September 27, 2023 | Master of Accounting |
| 7 | Mr. Vu Tien Manh | Chief | Appointed on September 27, 2023 | Bachelor of Economics; |
| 8 | Mr. Pham Van Hung | Member | Appointment date of September 27, 2023 | Construction Engineer |

IV. The Executive Board.

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| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Mr. Tran Ngoc Minh | April 05, 1983 | Bachelor of Accounting and Auditing | Date of dismissal: April 19, 2023 |
| 2 | Mr. Do Tan Dung | April 25, 1976 | Construction Engineer | Date of dismissal: March 14, 2023 |
| 3 | Mr. Le Quoc Dung | April 01, 1980 | Construction Engineer | Appointment date: April 19, 2023  Date of dismissal: June 01, 2023 |
| 4 | Mr. Ngo Van Giang | April 24, 1980 | Mining Engineer | Re-appointed on: April 19, 2023 Dismissed on: September 29, 2023 |
| 5 | Mr. Ngo Duc Truong | September 17, 1980 | Construction Engineer | Appointment date: April 19, 2023  Date of dismissal: July 04, 2023 |
| 6 | Mr. Nguyen Trung Quan | March 22, 1989 | Bachelor of Economics | Appointment date: April 19, 2023  Date of dismissal: September 29, 2023 |
| 7 | Mr. Tran Viet Ha | June 26, 1980 | Marine engineer | Appointment date: June 05, 2023  Date of dismissal: September 29, 2023 |
| 8 | Mr. Nguyen Thanh Phong | September 07, 1975 | Construction Engineer | Appointment date: July 04, 2023 |
| 9 | Mr. Nguyen Huy Hoang | April 11, 1975 | Construction Engineer | Appointment date: September 29, 2023 |
| 10 | Mr. Nguyen Khoa | January 15, 1991 | Construction Engineer | Appointment date: October 10, 2023 |

V. The Chief Accountant

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification: | Date of appointment /dismissal |
| Ms. Luong Thi Nhi Hai | August 25, 1977 | Master of Finance - Accounting | Date of re-appointment: April 19, 2023  Date of dismissal: August 14, 2023 |
| Ms. Nguyen Thi Mai | December 24, 1978 | Bachelor of Accounting and Auditing | Appointment date: August 14, 2023 |

1. Training on corporate governance
2. List of affiliated persons of the public company (Annual Report) 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 and affiliated persons of PDMR

Notes: NSH Number\*: ID Card/Passport No. (for individuals) or Business Registration Certificate No., License on Operations No. or equivalent legal documents (for institutions)

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

4. 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 Manager (General Manager) and other managers 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): None
2. Transactions between the Company and companies where affiliated persons of members of the Board of Directors, members of the Supervisory Board and the Manager (General Manager) and other managers are members of the Board of Directors, the Executive Manager (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 Manager (General Manager) and other managers: None.
4. Share transactions of PDMR and affiliated persons of PDMR (Annual report)
5. Transaction of PDMR and affiliated persons related to the Company’s shares: None.
6. Other significant issues