

RESOLUTION

“Re: Approval on main contents of the 2024 Annual General Meeting of Shareholders”

**THE 2024 ANNUAL GENERAL MEETING OF SHAREHOLDERS
DEVELOPMENT INVESTMENT CONSTRUCTION J.S.C**

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
Pursuant to the Charter of Development Investment Construction J.S.C (DIC Group);
Pursuant to the Meeting Minutes of the 2024 Annual General Meeting of Shareholders dated April 26, 2024;

RESOLVES TO:

Article 1: Approve the Report of the Board of Directors (BOD) (*Attached report*)
Voting percentage 81,8721%.

Article 2: Approve the Report on business results in 2023 and business plan in 2024 with the following main indicators:

1. Indicators of DIC Group's business plan and performance results in 2023

Unit: billion dong

No.	Indicators	Plan in 2023		Performance of 2023			
		Parent Company	Consolidated	Parent Company	%Performance / Plan	Consolidated	%Performance/ Plan
1	Total revenue and other income	3.600	4.000	856,0	23,8%	1.336,8	33,4%
2	Profit before tax	1.430	1.400	233,1	16,3%	165,9	11,9%
3	Total investment and development capital	4.138	-	1.124,3	27,2%	-	-
4	Dividend (%)	8-15%	-	-	62,5%	-	-
5	Charter capital	6.500-7.000	-	6.098,5	-	-	-

2. Indicators of DIC Group's business plan in 2024:

Unit: billion dong

No.	Indicators	Parent company	Consolidated	Growth rate compared to the 2023 performance (%)	
				Parent company	Consolidated
1	Revenue and other income	2.186	2.300	155,4%	72%
2	Profit before tax	1.000	1.010	329%	508,9%
3	Profit after tax	800	760		
4	Total development investment capital	7.211,8		-	-
5	Dividend (%)	8-15%		-	-
6	Charter capital	10.000		-	-

3. The AGM authorizes/signs tasks to:

- The BOD to approve construction investment projects, and to decide issues related to the implementation of the 2024 business tasks.
- The BOD and Board of Management (BOM) to organize and implement the 2024 business tasks.

Voting percentage 81,6334%.

Article 3: Approve the 2023 audited financial statements (including separate financial statements and consolidated financial statements). *(Attached financial statements)*

Voting percentage 82,3250%.

Article 4: Approve the Report on the result of bond issuance in 2023; the Report on the capital use of bond private placement; the Report on the capital use of private placement in 2021; *(Attached report)*

Voting percentage 82,2740%.

Article 5: Approve the Proposal on 2023 profit distribution plan.

1. Profit distribution

After-tax profit of the parent company in 2023 VND 185.648.866.776

Separate after-tax profit of the parent company based on Consolidated Financial Statements VND 118.727.079.683

Funds deduction from profits in 2023 VND 9.282.443.339

Welfare fund 5% of after-tax profit VND 9.282.443.339

2. Dividend distribution

After-tax profit in 2023 after funds deduction VND 176.366.423.437



Remaining after-tax profit of previous years	VND 190.669.224.665
Dividend distribution in 2023 at a rate of 2,5% from undistributed profits	VND 152.462.998.750
Remaining undistributed profits	VND 214.572.649.352
3. Bonus shares distribution from other equity sources	
2,5% ratio from other equity sources	VND 152.462.998.750
<i>Voting percentage 82,0206%.</i>	

Article 6: Approve the Plan to offer shares to existing shareholders with main contents as follows:

1. Number of shares expected to be offered: Maximum 200.000.000 shares.
2. Type of shares: Ordinary shares
3. Total value of shares expected to be offered at par value: Maximum VND 2.000.000.000.000
4. Total expected value: Maximum VND 3.000.000.000.000.
5. Price: VND 15.000/share
6. Issued subjects: All existing shareholders whose names are on the list of shareholders on the record date issued by Vietnam Securities Depository and Clearing Corporation (VSDC).
7. Offering method: Offer shares to existing shareholders by exercising rights to buy shares.
8. Ratio of shares offered to total outstanding shares (at December 31,2023): 32,794%.
9. Expected rate of exercising rights: 1.000:327,94.
The AGM authorizes the BOD to determine rate of exercising rights base on the actual outstanding shares at the issuance time.
10. Rounding principle: Attached Plan
11. Plan for handling remaining undistributed shares (if any): Attached Plan.
12. Rights transfer and restriction: Attached Plan.
13. Foreign ownership ratio: Authorize the BOD to approve the issuance plan to ensure that the share issuance meets regulations on foreign ownership ratio.
14. Plan for using capital from the issuance: Attached Plan.
15. Issuance time: Expected in 2024. The AGM assigns to the BOD to decide specific issuance time on the basis of compliance with license/approval of State Agency and in accordance with market conditions.
16. The issued shares will be additionally registered with VSDC and listed at HOSE in accordance with the provisions of law.

17. The sequence of execution for the offering compared to other offerings approved by the AGM: Attached Plan.
18. Approval on the registration of charter capital increase with authorized State Agency in accordance with the provisions of law and amendment of charter capital in DIC Group's Business Registration Certificate, equivalent to the total value of shares (at par value) successfully offered after the end of the offering.
19. The AGM authorizes the BOD: Attached Plan.
(Attached Plan)

Voting percentage 76,3091%.

Article 7: Approve the share issuance plan to pay 2023 dividend and increase capital from owner's equity with the main contents as follows:

1. Number of shares expected to be issued: 30.492.598 shares, in which:
 - To pay 2023 dividend: 15.246.299 shares.
 - To increase charter capital from owner's equity: 15.246.299 shares.
2. Type of shares: Ordinary shares
3. Total value of issued shares (par value): VND 304.925.980.000, in which:
 - Share issuance to pay 2023 dividend: VND 152.462.990.000.
 - Share issuance to increase capital from owner's equity: VND 152.462.990.000.
4. Issued subjects: All existing shareholders whose names are on the list of shareholders on the record date issued by Vietnam Securities Depository and Clearing Corporation (VSDC) are allocated rights to receive dividend in shares and additional shares issued to increase capital from owner's equity.
5. Issuance method: exercising rights, the rights are not allowed to transfer.
6. Expected rate of exercising rights:
 - Share issuance to pay dividend: 100:2,5 (01 share corresponds to 01 right. A shareholder who owns 100 rights will receive 2,5 new shares).
 - Share issuance to increase capital from owner's equity: 100:2,5 (01 share corresponds to 01 right. A shareholder who owns 100 rights will receive 2,5 new shares).

The AGM authorizes the BOD to determine the rate of exercising rights based on the actual number of outstanding shares at issuance time.

7. Rounding principles and plan for handling fractional shares: Attached Plan.
8. Sources of capital for the issuance:
 - Share issuance to pay dividend: from the source of undistributed after –tax profit on December 31, 2023 in the audited 2023 financial statements.
 - Share issuance to increase capital from owner's equity: capital surplus and development investment funds on December 31, 2023 in the audited 2023

- financial statements. The AGM authorizes the BOD to approve detailed capital sources from capital surplus and development investment fund.
9. Expected issuance time: in 2024. the BOD is assigned to decide the specific time after the State Securities Commission (SSC) approve the issuance.
 10. The sequence of execution for the offering compared to other offerings approved by the AGM: Attached Plan.
 11. Additional registration and listing: The issued shares will be additionally registered with VSDC and listed at HOSE in accordance with the provisions of law.
 12. Through registering the increase in charter capital with the competent state authority in accordance with legal regulations and adjusting the charter capital in DIC Group's Business Registration Certificate corresponding to the actual total value of successfully issued shares (at face value) after the completion of the issuance of shares.
 13. The AGM authorizes the BOD: Attached Plan.

(Attached Plan)

Voting percentage 78,4089%.

Article 8: Approve the Share issuance under employee stock ownership plan (ESOP).

1. Number of shares expected to be issued: 30.000.000 shares.
2. Type of share: Ordinary share
3. Total value of issued shares at par value: VND 300.000.0000.000.
4. Total expected value of mobilized capital: maximum VND 450.000.000.000.
5. Ratio of number of expected issued shares/total number of outstanding shares (on December 31, 2023): 4,919%.
6. Issuance method: ESOP
7. Issuance purpose: Attract and retain highly skilled employees
8. Issued subjects: Attached Plan.
9. Offering price: VND 15.000/share.
10. Transfer restriction: ESOP shares are restricted from transferring at least 01 (one) year from the last date of the issuance.
11. Plan for handling unexercised the rights' shares: Attached Plan
12. Foreign ownership ratio: Authorize the BOD to approve the issuance plan to ensure that the share issuance meets regulations on foreign ownership ratio.
13. Plan for using capital from the issuance: supplement working capital to DIC Group's business activities.
14. Issuance time: Expected in 2024. The AGM assigns the BOD to decide specific issuance time after the issuance is approved by the SSC.
15. The sequence of execution for the offering compared to other offerings approved by the AGM: Attached Plan.

16. The issued shares will be additionally registered with VSDC and listed at HOSE in accordance with the provisions of law.
17. Through registering the increase in charter capital with the competent state authority in accordance with legal regulations and adjusting the charter capital in DIC Group's Business Registration Certificate corresponding to the actual total value of successfully issued shares (at face value) after the completion of the issuance of shares.
18. The AGM authorizes the BOD: Attached Plan.

(Attached Plan)

Voting percentage 77,5133%.

Article 9: Approve the Private placement plan with main contents as follows:

1. Number of shares expected to be issued: Maximum 150.000.000 shares
2. Type of shares: ordinary shares
3. Total value of issued shares at par value: Maximum VND 1.500.000.000.000
4. Issuance method: private placement to professional securities investors
5. Offering price: Authorize the BOD to negotiate and decide the price for professional securities investors and to ensure the offering price is not lower than VND 20.000/share.
6. Issued subjects: professional securities investors
7. Investor criteria: Attached Plan
8. Number of offered investors: fewer than 100 investors. The AGM authorizes the BOD to identify professional investors and decide on the specific number of professional securities investors joining the private placement.
9. List of the offered investors: the AGM authorizes the BOD to seek and decide a list of professional securities investors allowed to buy private offering shares; to determine the number of offered shares to each investor and the issuance time according to the law.
10. Transfer restriction: Attached Plan.
11. Plan for handling unsold shares: Attached Plan.
12. Plan for using capital from the issuance: Attached Plan.
13. Foreign ownership rate: Authorize the BOD to approve the issuance plan to ensure that the share issuance meets regulations on foreign ownership ratio.
14. Issuance time: expected in 2024 – 2025. The AGM assigns the BOD to decide the specific issuance time on the basis of compliance with the written approval of the State Agencies and market conditions.
15. The sequence of execution for the offering compared to other offerings approved by the AGM: Attached Plan.
16. Through registering the increase in charter capital with the competent state authority in accordance with legal regulations and adjusting the charter capital in

DIC Group’s Business Registration Certificate corresponding to the actual total value of successfully issued shares (at face value) after the completion of the issuance of shares.

17. The issued shares will be additionally registered with VSDC and listed at HOSE in accordance with the provisions of law.

18. The AGM authorizes the BOD: Attached Plan.

(Attached Plan)

Voting percentage 76,3599%

Article 10: Approve the Proposal on the loan plan for investment activities in 2024. (Attached proposal)

1. Capital arrangement plan in 2024 (in case projects meet loan eligibility criteria):

Unit billion

No	Projects	Estimated total investment (after-tax)	Loan limit	Expected disbursement in 2024
1	Cap Saint Jacques Complex Project (CSJ) – Phase 2&3, Vung Tau City	2.871,1	1.225,1	160,0
	<i>In which:</i>			
	- CSJ Project - Phase 2 (Hotel Block C3)	1.065,3	423,9	60,0
	- CSJ Project - Phase 3 (Condotel and hotel Block C4)	1.805,8	801,2	100,0
2	DIC Star Hotel and Conference in Vi Thanh Commercial Residential Area, Hau Giang Province.	679,5	319,0	60,0
3	DIC Silver (A4) Apartment in Chi Linh Center Area, Vung Tau City.	1.041,4	560,0	
4	DIC Emera (A5) Apartment in Chi Linh Center Area, Vung Tau City.	1.808,3	840,0	
	Total	6.400,3	2.944,1	220,0

2. Authorizes/signs tasks to the BOD:



- To organize and decide issues related to loan limit arrangement at credit institutions according to AGM's approval when the projects are eligible for loan according to credit institutions' regulations.
- To proactively decide and approve documents related to loan applications for investment projects; proactively adjust the loan limit in accordance with the actual situation at the arrangement time and/or credit institutions' approval, ensuring that the projects are feasible and effective.
- To supplement/adjust capital arrangement plans in accordance with DIC Group's business activities and general development plan.

Voting percentage 81,3345%.

Article 11: Approve the Proposal on audit units list for the 2024 Financial Statements

1. Approve the list of independent audit units for the BOD to select an independent audit unit to provide audit services and review DIC Group's Financial Statements in 2024, as follows:

- + KPMG Co., Ltd (KPMG);
- + Ernst & Young Viet Nam Co., Ltd (E&Y);
- + A&C Auditing and Consulting Co., Ltd (A&C);
- + FAC Auditing Co., Ltd (FAC);
- + Southern Auditing and Accounting Financial Consulting Services Co., Ltd

(AASCS)

2. Authorize/sign tasks to the BOD to:

- Decide to select a unit from the audit units list mentioned above to conduct the audit of DIC Group's 2024 financial statements ensures criteria including quality, efficiency, reasonable cost, and the selected unit must be included in the audit units list approved by the Ministry of Finance to conduct audits for public interest entities;

- In the case of DIC Group's BOD selection, the audit units in the List approved in the AGM 2024 fail to meet the specified criteria, it is proposed the AGM to authorize to select another audit unit in the audit units list to conduct audits for the unit with public interests in accordance with the disclosure of the Ministry of Finance for DIC Group's Financial Statements FY 2024.

Voting percentage 79,1109%.

Article 12: Approve the Report on the 2024 remuneration and allowances payment, and the 2024 remuneration and allowances payment plan for the BOD members, Secretary Committee under the BOD:

1. Plan and implementation results of paying remuneration and allowances for the BOD's members and the Secretary Committee in 2023: **5.203.666.667 VND** (*Five billion,*

two hundred and three million, six hundred sixty-six thousand, six hundred sixty-seven dong)

No.	Title	Amount of people	Total remuneration/allowances implemented in 2023 (VND)
I	Board of Directors (BOD)		5.051.666.667
	Chairman of the BOD	1	1,950,000,000
	Permanent Vice Chairman of the BOD	1	1,495,000,000
	Vice Chairman of the BOD	1	1,300,000,000
	Member of the BOD	1	120,000,000
	Independent member of the BOD	1	186,666,667
II	Secretary Committee		152.000.000
	Head of Secretary Committee	1	60.000.000
	Member of Secretary Committee	3	92.000.000
	Total (I+II)		5.203.666.667

2. The plan to pay remuneration and allowances for the BOD and the Secretary Committee in 2024 is expected to be: **VND 5,291,000,000** (Five billion, two hundred and ninety-one million dong). Specific expectations are as follows:

No.	Title	Amount of people	Remuneration for 01 person/month	No. of months	Total remuneration /allowances in 2024 (VND)
I	Board of Directors (BOD)				5,070,000,000
1	Remuneration				
	Chairman of the BOD	1	150,000,000	13	1,950,000,000
	Permanent Vice Chairman of the BOD	1	115,000,000	13	1,495,000,000
	Vice Chairman of the BOD	1	100,000,000	13	1,300,000,000
	Member of the BOD	1	10,000,000	13	130,000,000
2	Allowances for independent member of the BOD				
	Independent member of the BOD	1	15,000,000	13	195,000,000
II	Secretary Committee				152,000,000
	Head of Secretary Committee	1	5,000,000	13	65,000,000
	Member of Secretary Committee	4	3,000,000	13	156,000,000
	Total (I+II)				5,291,000,000

Based on the business results, if DIC Group exceeds the profit target, the DIC Group's BOD will decide to pay additional remuneration and allowances to members of the BOD, and Departments/Committees/Sub-committees... under the BOD.

3. Agree that the AGM authorizes the BOD:

- To decide establishment of Councils/Boards/Committees/Sub-committees, etc. under the BOD and the allowances and salaries for these personnel.
- To decide the bonus level, bonus rate and bonus recipients at the end of 2024 according to the actual operating situation in 2024 at DIC Group.
- To decide additional remuneration at the end of 2024 to BOD's members from the bonus and welfare fund or other funds (if any).

Voting percentage 81,3175%.

Article 13: Approve the supplements and amendments to DIC Group's Charter, internal governance regulation and operation regulation of the BOD and proxy contents. (*Attached proposal*).

The AGM authorizes/signs tasks to the BOD to fully decide on contents, issues, procedures, related documents during the process of amendments and supplements: Charter, internal governance regulation and operation regulation of DIC Group's BOD.

Voting percentage 81,1292%.

Article 14: Approve the AGM resolution:

1. Resolution is voted to approve by the 2024 AGM and comes into force from April 26, 2024.
2. Shareholders, BOD members, Audit Committee, BOM and leaders of units under DIC Group are obliged to execute this Resolution.

OBO. BOARD OF DIRECTORS

CHAIRMAN

(Signed and sealed)

Nguyen Thien Tuan

Recipients:

- Shareholders;
- SSC;
- HOSE;
- BOD; BOM;
- Related units;
- Archived: AD, BOD Secretary.

(NOTICE: This Resolution is a translation of the Vietnamese language original for convenience purposes only, and in the event of any discrepancy, the Vietnamese language original shall prevail.)

