

Appendix V

CORPORATE GOVERNANCE REPORT

(Issued under Circular No. 96/2020/TT-BTC dated November 16, 2020 of the Minister of Finance)

**DONG NAI TRANSPORT CONSTRUCTION
JOINT STOCK COMPANY**

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No.: 01/2025/BCTHQT - DGT

Dong Nai, January 17, 2025

CORPORATE GOVERNANCE REPORT 2024

Dear: - State Securities Commission;
- Hanoi Stock Exchange.

- Corporate issuer name: **DONG NAI TRANSPORT CONSTRUCTION JOINT STOCK COMPANY**
- Head office address: 200 Nguyen Ai Quoc, Trang Dai Ward, Bien Hoa City, Dong Nai Province
- Phone: 0251 389 9860 Fax: 0251 389 9750 Email: info@dgtc.vn
- Charter capital: 790,000,000,000 VND
- Stock ticker: DGT
- Corporate governance model: General Meeting of Shareholders, Board of Directors, Supervisory Board and General Director

I. Activities of the General Meeting of Shareholders

Information on meetings and Resolutions/Decisions of the General Meeting of Shareholders (including Resolutions of the General Meeting of Shareholders approved under the form of written opinions):

No.	No. of Resolutions/Decisions	Date	Content
1	Resolution No. 01/2024/NQ-ĐHĐCĐ	30/5/2024	<ul style="list-style-type: none">- Approval of the content of the Board of Directors' Operational Report 2023 and the Operational Orientation 2024 according to the content of Report No. 01/2024/BC-HĐQT;- Approval of the content of the Supervisory Board's Operational Report in 2023 according to the content of Report No. 01/2024/BC-BKS;- Approval of the content of the Board of Directors' Operational Report in 2023 and the plan in 2024 according to the content of Report No. 01/2024/BC-BTGD;- Approval of the Submission No. 01/2024/TTr-HĐQT on Approving the Audited Financial Statements 2023 of Dong Nai Traffic Construction JSC.;- Approval of Report No. 02/2024/TTr-HĐQT on Approval of revenue and profit plan (consolidated) for 2024- Approval of Report No. 03/2024/TTr-HĐQT on Approval of Profit distribution plan, fund allocation for 2023

No.	No. of Resolutions/Decisions	Date	Content																					
			<ul style="list-style-type: none">- Approval of Report No. 04/2024/TTr-HĐQT on Approval of Remuneration payment plan for 2023 and remuneration payment plan for the Board of Directors and Supervisory Board for 2024- Approval of Report No. 05/2024/TTr-HĐQT on Authorization and assignment of responsibility to the Board of Directors to decide on a number of contents under the authority of the General Meeting of Shareholders- Approval of Report No. 06/2024/TTr-HĐQT on Approval of amendments to the Charter of organization and operation of Dong Nai Traffic Construction Joint Stock Company- Approval of Report No. 07/2024/TTr-HĐQT Approving the dismissal and election of additional members of the Board of Supervisors, remaining term 2023-2028- Approval of the Proposal No. 08/2024/TTr-HĐQT Approving the dismissal and election of additional members of the Board of Directors, remaining term 2023-2028- Approval of the results of the election of additional members of the Board of Directors (remaining term 2023-2028): <table><tr><th>No.</th><th>Name</th><th>Position</th></tr><tr><td>1</td><td>Phường Thừa Vũ</td><td>BOD member</td></tr><tr><td>2</td><td>Nguyễn Khoa</td><td>BOD member</td></tr><tr><td>3</td><td>Tôn Đức Tùng</td><td>BOD member</td></tr></table> <ul style="list-style-type: none">- Approval of the results of the election of additional members of the Board of Supervisors (remaining term 2023-2028): <table><tr><th>No.</th><th>Name</th><th>Position</th></tr><tr><td>1</td><td>Nguyễn Hiệp</td><td>BOS member</td></tr><tr><td>2</td><td>Đoàn Văn Bình</td><td>BOS member</td></tr></table>	No.	Name	Position	1	Phường Thừa Vũ	BOD member	2	Nguyễn Khoa	BOD member	3	Tôn Đức Tùng	BOD member	No.	Name	Position	1	Nguyễn Hiệp	BOS member	2	Đoàn Văn Bình	BOS member
No.	Name	Position																						
1	Phường Thừa Vũ	BOD member																						
2	Nguyễn Khoa	BOD member																						
3	Tôn Đức Tùng	BOD member																						
No.	Name	Position																						
1	Nguyễn Hiệp	BOS member																						
2	Đoàn Văn Bình	BOS member																						

II. Activities of Board of Directors

1. Information of Board of Directors (BOD):

No.	BOD member	Position	The date of appointing/resigning	
			Date of appointment	Date of dismissal
1	Mr. Trần Quang Tuấn	BOD member	19/4/2023	
2	Mr. Trần Hữu Lưu	BOD member	19/4/2023	30/5/2024
3	Mr. Bành Quang Phúc	Chairman	27/9/2023	30/5/2024
4	Mr. Nguyễn Thanh Phong	BOD member	27/9/2023	
5	Mr. Nguyễn Quốc Thanh	Independent BOD member	27/9/2023	
6	Mr. Phương Thừa Vũ	Chairman	30/5/2024	
7	Mr. Nguyễn Khoa	BOD member	30/5/2024	
8	Mr. Tôn Đức Tùng	BOD member	30/5/2024	

2. BOD meetings:

No.	BOD member	Number of meetings attended	Attendance rate	Reasons for absence
1	Mr. Trần Quang Tuấn	1/12	8,3%	Absence
2	Mr. Trần Hữu Lưu	7/12	58,3%	Resigned on May 30, 2024
3	Mr. Bành Quang Phúc	7/12	58,3%	Resigned on May 30, 2024
4	Mr. Nguyễn Thanh Phong	12/12	100%	
5	Mr. Nguyễn Quốc Thanh	12/12	100%	
6	Mr. Phương Thừa Vũ	5/12	41,7%	Appointed on 30/5/2024
7	Mr. Nguyễn Khoa	5/12	41,7%	Appointed on 30/5/2024
8	Mr. Tôn Đức Tùng	5/12	41,7%	Appointed on 30/5/2024

3. Supervisory activities of the Board of Directors over the Board of Managers: *supervisory activities according to the Resolution of the General Meeting of Shareholders and the Resolution of the Board of Directors.*

- The Board of Directors supervises the Board of Managers in implementing the Resolutions of the General Meeting of Shareholders and the Resolutions/ Decisions of the Board of Directors.
- Supervises the Company's operations.
- Inspects the compliance with the provisions of the Enterprise Law, the Company's Charter and current provisions of the Securities Law.
- Supervises the implementation of periodic and irregular reports and disclosures, complete,

accurate and timely to the State Securities Commission, Hanoi Stock Exchange, Vietnam Securities Depository and Clearing Corporation as prescribed.

- Attends and gives opinions at meetings of the Executive Board.

4. Activities of committees under the Board of Directors (if any): None

5. Resolutions/Decisions of the Board of Directors

No.	No. of Resolutions/Decisions	Date	Content	Passage Rate
1	02/2024/NQ-HĐQT	23/1/2024	Approval of the extension of DGTH2224001 bonds issued on 22/2/2022 to maturity on 22/2/2024	100%
2	03/2024/NQ-HĐQT	26/1/2024	Approval of the plan to buy back DGTH2224001 bonds early	100%
3	04/2024/NQ-HĐQT	02/02/2024	Approval of borrowing capital from banks Approval of mortgaging/pledge of collateral to banks	100%
	05/2024/NQ-HĐQT	02/02/2024	Approval of changing the plan to extend DGTH2224001 bonds issued on 22/2/2022 to maturity on 22/2/2024	100%
4	06/2024/NQ-HĐQT	06/02/2024	Approval of changing the plan to extend DGTH2224001 bonds issued on 22/2/2022 to maturity on 22/2/2024	100%
5	01/NQ-HĐQT	21/02/2024	Approval of the temporary suspension of business of DGT Vung Tau Ltd.	100%
6	07/2024/NQ-HĐQT	04/04/2024	Approval of the organization of the 2024 Annual General Meeting of Shareholders	100%
7	08/2024/NQ-HĐQT	12/04/2024	Approving the termination of the Depository Registration Agency Contract No. 01/DK/LK/DGT-CASC/DGTH2224001 dated February 18, 2022 with Thu Do Securities Joint Stock Company Approving the registration of DGTH2224001 bonds at Vietnam Securities Depository and Clearing Corporation (VSDC) and registering the trading of DGTH2224001 bonds on the private corporate bond trading system at Hanoi Stock Exchange (HNX)	100%
8	09A/2024/NQ-HĐQT	30/5/2024	Approving the appointment of Mr. Phuong Thua Vu - Member of the Board of Directors (term 2023-2028) to the position of Chairman of the Board of Directors from May 30, 2024 Approving the dismissal of Mr. Nguyen Huy Hoang from the position of Company Secretary and the person in charge of Company Administration and appointing Ms. Nguyen Thi Diem Le to the position of Company Secretary and the person in charge of Company Administration from May 30, 2024 Approving the dismissal of Mr. Nguyen Huy Hoang from the position of Deputy General Director from May 30, 2024 Approving the dismissal of Ms. Nguyen Thi Mai from the position of Chief Accountant of the Company and appointing Ms. Nguyen Thi Thu	100%

			Thao to the position of Chief Accountant of the Company from May 30, 2024													
	09B/2024/NQ-HĐQT	30/5/2024	Approving the liquidation of the Depository Registration Agency Contract No. 01/DKLL/DGT-CASC/DGTH2224001 dated February 18, 2022 with Thu Do Securities Joint Stock Company Approving the registration of DGTH2224001 bonds at Vietnam Securities Depository and Clearing Corporation (VSDC) and registering the trading of DGTH2224001 bonds on the private corporate bond trading system at Hanoi Stock Exchange (HNX)	83,3%												
9	10/2024/NQ-HĐQT	20/6/2024	Approving the appointment of Mr. Ton Duc Tung - Member of the Board of Directors (term 2023-2028) to the position of Deputy General Director in charge of Finance and Investment from June 20, 2024 Approving the dismissal of Ms. Nguyen Thi Thu Thao from the position of Chief Accountant and appointing Ms. Hoang Thi Mai to the position of Chief Accountant of the Company Approving the selection of an independent auditing unit to review/audit the Company's separate and consolidated financial statements for the semi-annual reporting period and the 2024 annual report	100%												
10	11/2024/NQ-HĐQT	15/7/2024	Through the establishment of a new Legal and Internal Control Department	100%												
11	12/2024/NQ-HĐQT	26/8/2024	Implementing procedures for dissolution of subsidiaries <table><tr><td>No.</td><td>Company name</td></tr><tr><td>1</td><td>DGT NGHE AN ONE MEMBER CO., LTD</td></tr><tr><td>2</td><td>DGT - VUNG TAU ONE MEMBER CO., LTD</td></tr><tr><td>3</td><td>DGT - DONG THAP ONE MEMBER CO., LTD</td></tr><tr><td>4</td><td>DGT INVESTMENT ONE MEMBER CO., LTD</td></tr><tr><td>5</td><td>DGT - TAN CANG 4 MEMBER CO., LTD</td></tr></table>	No.	Company name	1	DGT NGHE AN ONE MEMBER CO., LTD	2	DGT - VUNG TAU ONE MEMBER CO., LTD	3	DGT - DONG THAP ONE MEMBER CO., LTD	4	DGT INVESTMENT ONE MEMBER CO., LTD	5	DGT - TAN CANG 4 MEMBER CO., LTD	100%
No.	Company name															
1	DGT NGHE AN ONE MEMBER CO., LTD															
2	DGT - VUNG TAU ONE MEMBER CO., LTD															
3	DGT - DONG THAP ONE MEMBER CO., LTD															
4	DGT INVESTMENT ONE MEMBER CO., LTD															
5	DGT - TAN CANG 4 MEMBER CO., LTD															
12	13/2024/NQ-HĐQT	20/6/2024	Appointing the position of Deputy General Director to Mr. Nguyen Xuan Khanh (CCCD No.: 037083021948, date of issue: March 4, 2022, place of issue: Department of Administrative Police on Social Order) from December 4, 2024. Adjusting the information of the Business Registration Certificate and the information of the Company's Legal Representative in the Investment Certificate No. 47121000368 issued by the People's Committee of Dong Nai Province for the first time on February 6, 2013. Requesting to extend the operating period of the Dong Nai River Sand Mining Project as prescribed in the Investment Certificate No. 47121000368 issued by the People's Committee of Dong Nai Province for the first time on February 6, 2013 for another 12 (twelve) years or another period of time as decided by the State agency from February 7, 2025.	100%												

III. Activities of Board of Supervisors (BOS)

1. Board of Supervisors information

No.	Board of Supervisors member	Position	The date of appointing/resigning	Qualification
1	Mr. Tôn Đức Tùng	BOS member	Appointed on 27/9/2023 Resigned on 30/5/2024	Master of Accounting
2	Mr. Vũ Tiến Mạnh	Chairman	Appointed on 27/9/2023	Bachelor of Economics
3	Mr. Phạm Văn Hưng	BOS member	Appointed on 27/9/2023 Resigned on 30/5/2024	Civil Engineering
4	Mr. Nguyễn Hiệp	BOS member	Appointed on 30/5/2024	Engineer - Construction Economics
5	Mr. Đoàn Văn Bình	BOS member	Appointed on 30/5/2024	Engineer - Construction Engineering

2. Board of Supervisors meetings

No.	Board of Supervisors member	Number of meetings attended	Attendance rate	Voting rate	Reasons for absence
1	Mr. Tôn Đức Tùng	1	25%	100%	Resigned on 30/5/2024
2	Mr. Vũ Tiến Mạnh	4	100%	100%	
3	Mr. Phạm Văn Hưng	1	25%	100%	Resigned on 30/5/2024
4	Mr. Nguyễn Hiệp	3	75%	100%	Appointed on 30/5/2024
5	Mr. Đoàn Văn Bình	3	75%	100%	Appointed on 30/5/2024

3. Supervisory activities of the Board of Supervisors towards the Board of Directors, Executive Board and shareholders:

- Monitor compliance with the Company's charter.
 - Monitor the implementation of the Resolution of the General Meeting of Shareholders.
 - Review the Company's quarterly and annual financial reports.
 - Participate and contribute opinions in regular meetings of the Company's Board of Directors
 - Monitor the status of receivables and payables, the status of tax payment obligations and payments to the State budget.
- ## 4. Coordination between the Supervisory Board and the Board of Directors, the Executive Board and other management staff:
- The Supervisory Board closely coordinates with the Board of Directors and the Board of Management but still maintains its independence in controlling the Company.
 - The Supervisory Board participates in Board of Directors meetings.
 - The Board of Directors has provided the Supervisory Board with all Resolutions and Decisions of the Board of Directors.
 - The Executive Board has created favorable conditions for the Supervisory Board to collect information and documents related to the Company's production and business activities when requested.

5. Other activities (if any): None

IV. Board of Management (BOM)

No.	BOM member	Date of birth	Qualification	The date of appointing/resigning
1	Mr. Nguyễn Thanh Phong	07/09/1975	Civil engineer	Appointed on 04/07/2023
2	Mr. Nguyễn Huy Hoàng	11/04/1975	Civil engineer	Appointed on 29/9/2023 Resigned on 30/5/2024
3	Mr. Nguyễn Khoa	15/01/1991	Civil engineer	Appointed on 10/10/2023
4	Mr. Tôn Đức Tùng	11/09/1974	Master of Accounting	Appointed on 20/6/2024
5	Mr. Nguyễn Xuân Khánh	10/03/1983	Civil engineer	Appointed on 04/12/2024

V. Chief Accountant

No.	Name	Date of birth	Qualification	The date of appointing/resigning
1	Ms. Nguyễn Thị Mai	24/12/1978	Bachelor of Accounting - Auditing	Appointed on 14/08/2023 Resigned on 30/5/2024
2	Ms. Nguyễn Thị Thu Thảo	25/2/1980	Bachelor of Accounting	Appointed on 30/5/2024 Ngày miễn nhiệm: 20/6/2024
3	Ms. Hoàng Thị Mai	01/05/1983	Bachelor of Accounting	Appointed on 20/6/2024

VI. Corporate governance training:

Corporate governance training courses attended by members of the Board of Directors, members of the Supervisory Board, the Executive Director (General Director), other managers and the Company Secretary in accordance with the regulations on corporate governance: None

VII. List of related persons of the public company and transactions of related persons of the company with the Company itself

1. List of related persons of the company

No.	Name	Securities account (if any)	Position in company (if any)	ID number	Address	Beginning date	Ending date	Reason	Relationship with Company
1	Mr. Trần Quang Tuấn		BOD member			19/04/2023			
2	Mr. Trần Hữu Lưu		BOD Member			19/04/2023	30/5/2024	Resigned	

No.	Name	Securities account (if any)	Position in company (if any)	ID number	Address	Beginning date	Ending date	Reason	Relationship with Company
3	Ms. Bà Nguyễn Thị Mai		Chief accountant			14/08/2023	30/5/2024	Resigned	
4	Mr. Nguyễn Thanh Phong		BOD member cum CEO			4/07/2023			
5	Mr. Bánh Quang Phúc		Chairman			27/09/2023	30/5/2024	Resigned	
6	Mr. Nguyễn Quốc Thanh		Independent BOD member			27/09/2023			
7	Mr. Vũ Tiến Mạnh		Chairman of BOS			27/09/2023			
8	Mr. Tôn Đức Tùng		BOS member			27/09/2023	30/5/2024	Resigned	
			BOD member			30/5/2024		Appointed	
			BOD member cum Deputy General Manager			20/6/2024		Appointed	
9	Mr. Phạm Văn Hưng		BOS member			27/09/2023	30/5/2024	Resigned	
10	Mr. Nguyễn Huy Hoàng		Corporate Administrator and Company Secretary, Deputy General Manager			27/09/2023	30/5/2024	Resigned	
11	Mr. Nguyễn Khoa		Deputy General Manager			10/10/2023			
			BOD member cum Deputy General Manager			30/5/2024		Appointed	
12	Mr. Phương Thừa Vũ		Chairman			30/5/2024		Appointed	
13	Mr. Nguyễn Hiệp		BOS member			30/5/2024		Appointed	

1/6/2024
H
G
1/6/2024

No.	Name	Securities account (if any)	Position in company (if any)	ID number	Address	Beginning date	Ending date	Reason	Relationship with Company
14	Mr. Đoàn Văn Bình		BOS member			30/5/2024		Appointed	
15	Ms. Nguyễn Thị Diễm Lê		Corporate Administrator and Company Secretary			30/5/2024		Appointed	
16	Ms. Nguyễn Thị Thu Thảo		Chief accountant			30/5/2024	20/6/2024	Appointed/Resigned	
17	Ms. Hoàng Thị Mai		Chief accountant			20/6/2024		Appointed	
18	Mr. Nguyễn Xuân Khánh		Deputy General Manager			04/12/2024		Appointed	

Note: ID number: ID card number/Passport number (for individuals) or Business registration certificate number, Operating license or equivalent legal documents (for organizations) (declared in the attached Appendix).*

2. Transactions between a company and its related persons; or between a company and major shareholders, insiders, or related persons of insiders.

No.	Name	Relationship with company	ID number	Address	Transaction time	Resolution/Decision of the General Meeting of Shareholders/ Board of Directors	Transaction details	Note
	Không có							

Note: ID number: ID card/Passport number (for individuals) or Business Registration Certificate number, Operating License or equivalent legal documents (for organizations).*

3. Transactions between company insiders, related persons of insiders and subsidiaries, companies controlled by the company

No.	Person performing the transaction	Relationship with internal person	Position in company	ID	Address	Name of subsidiary	Trading time	Details	Note
	None								

4. Transactions between the company and other entities

4.1 Transactions between the company and companies in which members of the Board of

Directors, members of the Board of Supervisors, Directors (General Directors) and other managers have been and are founding members or members of the Board of Directors, Directors (General Directors) in the past three (03) years (calculated at the time of preparing the report): None

4.2 Transactions between the company and companies in which related persons of members of the Board of Directors, members of the Board of Supervisors, Directors (General Directors) and other managers are members of the Board of Directors, Directors (General Directors): None

4.3 Other transactions of the company (if any) that may bring material or immaterial benefits to members of the Board of Directors, members of the Board of Supervisors, Directors (General Directors) and other managers: None

VIII. Transactions of shares by insiders and related persons of insiders

1. List of insiders and related persons of insiders

Attached to this document is the Appendix: List of insiders and related persons of insiders

2. Transactions of insiders and related persons on company shares

No.	Person performing the transaction	Relationship with insiders	Number of shares owned at the beginning of the period		Number of shares owned at the ending of the period		Reason
			No. of shares	%	No. of shares	%	
	None						

IX. Other problems

None.

To:

- As Dear,
- Administratives.



CHAIRMAN - BOARD OF DIRECTORS

CÔNG TY
CỔ PHẦN
CÔNG TRÌNH
GIAO THÔNG
ĐỒNG NAI

Phường Thừa Vũ

