

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.: 03/2025/BCTHQT - DGT

Dong Nai, July 25, 2025

CORPORATE GOVERNANCE REPORT FOR THE FIRST 6 MONTHS OF 2025

**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. 01/2025/NQ-ĐHĐCĐ	12/4/2025	<ul style="list-style-type: none">- Approval of the content of the Board of Directors' 2024 Operational Report and the 2025 Operational Orientation according to the content of Report No. 01/2025/BC-HĐQT.- Approval of the content of the Supervisory Board's Operational Report in 2024 according to the content of Report No. 01/2025/BC-BKS.- Approval of the content of the Board of Directors' Operational Report in 2024 and the 2025 Plan according to the content of Report No. 01/2025/BC-BTGD.- Approval of Submission No. 01/2025/TTr-HĐQT on Approval of the 2024 Audited Financial Statements of Dong Nai Transportation Construction Joint Stock Company.- Approval of Report No. 02/2025/TTr-HĐQT on Approval of revenue and profit plan (consolidated) for 2025.- Approval of Report No. 03/2025/TTr-HĐQT on Approval of Profit distribution plan, fund allocation for 2024.- Approval of Report No. 04/2025/TTr-HĐQT on

No.	No. of Resolutions/Decisions	Date	Content									
			<p>Approval of Remuneration payment plan for 2024 and remuneration payment plan for the Board of Directors and Supervisory Board for 2025.</p> <ul style="list-style-type: none">- Approval of Report No. 05/2025/TTr-HĐQT on Authorization and assignment of responsibility to the Board of Directors to decide on a number of matters under the authority of the General Meeting of Shareholders.- Approval of Submission No. 06/2025/TTr-HĐQT on amending the Charter of organization and operation of Dong Nai Transportation Construction Joint Stock Company- Approval of Submission No. 07/2025/TTr-HĐQT on dismissal and election of additional members of the Board of Supervisors for the remaining term of 2023-2028. <p>Specifically, approval of dismissal of the position of Member of the Board of Supervisors of Dong Nai Transportation Construction Joint Stock Company, term of 2023-2028 for Mr. Nguyen Hiep and Mr. Doan Van Binh from April 12, 2025 according to personal wishes.</p> <ul style="list-style-type: none">- Approval of Submission No. 08/2025/TTr-HĐQT on dismissal and removal of members of the Board of Directors for the term of 2023-2028. <p>Specifically, through the dismissal of the position of Member of the Board of Directors of Dong Nai Transportation Construction Joint Stock Company, term 2023-2028 for Mr. Ton Duc Tung and Mr. Nguyen Quoc Thanh from April 12, 2025 according to personal wishes, and the dismissal of the position of Member of the Board of Directors of Dong Nai Transportation Construction Joint Stock Company, term 2023-2028 for Mr. Tran Quang Tuan from April 12, 2025. Reason: Not participating in the activities of the Board of Directors for 06 consecutive months.</p> <ul style="list-style-type: none">- Approval of Submission No. 09/2025/TTr-HĐQT on authorizing the Board of Directors to establish a subsidiary and related work to invest in the Commercial Service Building project.- Approving 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>Ms. Trần Thị Ngọc Huyền</td><td>BOS member</td></tr><tr><td>2</td><td>Ms. Nguyễn Thị Ngọc Linh</td><td>BOS member</td></tr></table>	No.	Name	Position	1	Ms. Trần Thị Ngọc Huyền	BOS member	2	Ms. Nguyễn Thị Ngọc Linh	BOS member
No.	Name	Position										
1	Ms. Trần Thị Ngọc Huyền	BOS member										
2	Ms. Nguyễn Thị Ngọc Linh	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	12/4/2025
2	Mr. Nguyễn Thanh Phong	BOD member	27/9/2023	
3	Mr. Nguyễn Quốc Thanh	Independent BOD member	27/9/2023	12/4/2025
4	Mr. Phương Thừa Vũ	Chairman	30/5/2024	
5	Mr. Nguyễn Khoa	BOD member	30/5/2024	
6	Mr. Tôn Đức Tùng	BOD member	30/5/2024	12/4/2025

2. BOD meetings:

No.	BOD member	Number of meetings attended	Attendance rate	Reasons for absence
1	Mr. Trần Quang Tuấn	0/6	0%	Absence Resigned on 12/4/2025
2	Mr. Nguyễn Thanh Phong	6/6	100%	
3	Mr. Nguyễn Quốc Thanh	3/6	50%	Resigned on 12/4/2025
4	Mr. Phương Thừa Vũ	6/6	100%	
5	Mr. Nguyễn Khoa	6/6	100%	
6	Mr. Tôn Đức Tùng	3/6	50%	Resigned on 12/4/2025

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	01/2025/NQ-HĐQT	03/01/2025	Through the authorization of Mr. Nguyen Thanh Phong - Member of the Board of Directors and General Director to the Deputy General Director to perform tasks related to the company's lending operations at banks, including but not limited to: signing credit contracts with banks, debt acknowledgments, mortgage contracts, amendment documents and other related documents/papers.	100%
2	02A/2025/NQ-HĐQT	11/2/2025	<p>1. Conduct a written request for bondholders' opinions on extending the interest payment period of DGTH2224001 bond, period 9, dated February 22, 2025, specifically:</p> <ul style="list-style-type: none"> - The interest payment period for period 9 is no later than the maturity date of the bond. - Exemption of interest calculated on the amount of late interest paid to the Issuing Organization. <p>Reason: The Company is facing difficulties due to the impact of the construction and real estate market. Therefore, in order to stabilize operations, the Company wishes to use cash from production and business activities to continue reinvestment and supplement working capital.</p> <p>2. The Board of Directors assigns responsibility to Mr. Nguyen Thanh Phong - Member of the Board of Directors and General Director and Mr. Ton Duc Tung - Member of the Board of Directors and Deputy General Director to perform the tasks related to Section 1 as stipulated in this Minutes.</p>	100%
	02B/2025/NQ-HĐQT		<p>1. The Board of Directors approved the organization of the 2025 Annual General Meeting of Shareholders with the following contents:</p> <p>Last registration date: March 10, 2025.</p> <p>Date of organization: expected in April 2025.</p> <p>Form of organization, location:</p> <ul style="list-style-type: none"> - Form: shareholders meet in person; - Location: Head office of Dong Nai Transportation Construction Joint Stock Company, No. 200 Nguyen Ai Quoc, Trang Dai Ward, Bien Hoa City, Dong Nai Province. <p>Agenda and content of the 2025 Annual General Meeting of Shareholders:</p> <ul style="list-style-type: none"> - Approval of the Board of Directors' 2024 Operational Report and 2025 Operational Orientation; - Report on the Board of Supervisors' 2024 Operational Report; - Report on the Board of Directors' 2024 Operational Report and 2025 Operational Plan; 	100%

			<ul style="list-style-type: none">- Approval of the audited 2024 Financial Statements;- Approval of the profit distribution plan and fund allocation;- Approval of the revenue and profit plan (consolidated) for 2025;- Remuneration payment plan for 2024 and remuneration payment plan for the Board of Directors and Board of Supervisors for 2025;- Contents of authorization for the Board of Directors to select an auditing company for the 2025 Financial Statements;- Other contents under the authority of the General Meeting of Shareholders. <p>2. The Board of Directors assigns the responsibility to Mr. Phuong Thua Vu - Chairman of the Board of Directors and Mr. Nguyen Thanh Phong - General Director to draft documents to request approval from the General Meeting of Shareholders and organize the implementation of the above contents as well as decide on necessary tasks to organize the General Meeting of Shareholders.</p>																												
3	03/2025/NQ-HĐQT	8/4/2025	<p>1. Implement procedures to temporarily suspend operations of subsidiaries and branches of Dong Nai Transportation Construction Joint Stock Company according to the list below:</p> <table><tr><th>No.</th><th>Company name</th><th>Tax code</th></tr><tr><td>1</td><td>DGT NGHE AN ONE MEMBER CO., LTD</td><td>2902104498</td></tr><tr><td>2</td><td>DGT - VUNG TAU ONE MEMBER CO., LTD</td><td>3502456754</td></tr><tr><td>3</td><td>DGT - DONG THAP ONE MEMBER CO., LTD</td><td>1402174738</td></tr><tr><td>4</td><td>DGT INVESTMENT ONE MEMBER CO., LTD</td><td>3603726975</td></tr><tr><td>5</td><td>DGT - TAN CANG 4 MEMBER CO., LTD</td><td>3603518397</td></tr><tr><td>6</td><td>DGT CONSTRUCTION MATERIALS PRODUCTION AND TRADING CO., LTD</td><td>3603726982</td></tr><tr><td>7</td><td>Dong Nai Transportation Construction Joint Stock Company Branch - Construction Materials Store No. 1</td><td>3600259916-010</td></tr><tr><td>8</td><td>Dong Nai Transportation Construction Joint Stock Company Branch - Construction Materials Store No. 2</td><td>3600259916-011</td></tr></table> <p>2. Assign Mr. Nguyen Thanh Phong - General Director and Legal Representative of the Company to carry out or authorize the Deputy General Director to carry out the procedures for temporarily suspending the operations of the Company's subsidiaries and branches as stated in Article 1, ensuring compliance with the law and regulations of the Company.</p>	No.	Company name	Tax code	1	DGT NGHE AN ONE MEMBER CO., LTD	2902104498	2	DGT - VUNG TAU ONE MEMBER CO., LTD	3502456754	3	DGT - DONG THAP ONE MEMBER CO., LTD	1402174738	4	DGT INVESTMENT ONE MEMBER CO., LTD	3603726975	5	DGT - TAN CANG 4 MEMBER CO., LTD	3603518397	6	DGT CONSTRUCTION MATERIALS PRODUCTION AND TRADING CO., LTD	3603726982	7	Dong Nai Transportation Construction Joint Stock Company Branch - Construction Materials Store No. 1	3600259916-010	8	Dong Nai Transportation Construction Joint Stock Company Branch - Construction Materials Store No. 2	3600259916-011	100%
No.	Company name	Tax code																													
1	DGT NGHE AN ONE MEMBER CO., LTD	2902104498																													
2	DGT - VUNG TAU ONE MEMBER CO., LTD	3502456754																													
3	DGT - DONG THAP ONE MEMBER CO., LTD	1402174738																													
4	DGT INVESTMENT ONE MEMBER CO., LTD	3603726975																													
5	DGT - TAN CANG 4 MEMBER CO., LTD	3603518397																													
6	DGT CONSTRUCTION MATERIALS PRODUCTION AND TRADING CO., LTD	3603726982																													
7	Dong Nai Transportation Construction Joint Stock Company Branch - Construction Materials Store No. 1	3600259916-010																													
8	Dong Nai Transportation Construction Joint Stock Company Branch - Construction Materials Store No. 2	3600259916-011																													
4	04/2025/NQ-HĐQT	12/6/2025	<p>1. Select an independent auditor to review/audit the Company's separate and consolidated financial statements for the semi-annual reporting period and the 2025 report as follows:</p>	100%																											

			<p>Name of auditor: Southern Accounting and Auditing Financial Consulting Services Company Limited (AASCS) Address: 29 Vo Thi Sau, District 01, Ho Chi Minh City Tax code: 0305011729</p> <p>2. Assign the Company's Board of Directors to negotiate and sign an audit contract with Southern Accounting and Auditing Financial Consulting Services Company Limited (AASCS), ensuring compliance with legal regulations and the Company's Charter.</p>	
5	05/2025/NQ-HĐQT	28/6/2025	<p>1. Approving the settlement of debts related to Contract No. 012023/HĐTC/LI9-DGT signed on November 16, 2023 between Mechanical and Construction Joint Stock Company No. 9 and Dong Nai Transportation Construction Joint Stock Company on the construction of the road section from Km 5+000 to Km 10+000 including Rach Chay Bridge under Package CW2: Construction of sections Km5+000 - Km10+000 and Km12+600 - Km13+750, component project 1A, investment project to build Tan Van - Nhon Trach section phase 1 of Ho Chi Minh City Ring Road 3 and Contract Appendices, settlement documents, the value of the contract implementation is 1,587,600,000 VND, the value that may not be recovered is 587,600,002 VND. Reason: Because the construction contract No. 156/HD/EC-HT dated November 9, 2023 between VNCN E&C Company and Construction and Installation Joint Stock Company No. 9 was not completed and was liquidated horizontally, the settlement value was based on the unfinished construction volume, so there was no Minutes of acceptance of completion and handover to be put into use as a basis for warranty confirmation, which led to this project being at a loss.</p> <p>2. Assign Mr. Nguyen Khoa - Deputy General Director to perform the related tasks approved in Article 1.</p>	100%
6	06/2025/NQ-HĐQT	01/7/2025	Dismiss Mr. Ton Duc Tung from the position of Deputy General Director from July 1, 2025 according to personal wishes.	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. Vũ Tiến Mạnh	Chairman	Appointed on 27/9/2023	Bachelor of Economics
2	Mr. Nguyễn Hiệp	BOS member	Appointed on 30/5/2024 Resigned on 12/4/2025	Engineer - Construction Economics
3	Mr. Đoàn Văn Bình	BOS member	Appointed on 30/5/2024 Resigned on 12/4/2025	Engineer - Construction Engineering
4	Ms. Nguyễn Thị Ngọc Huyền	BOS member	Appointed on 12/4/2025	Bachelor of Accounting

No.	Board of Supervisors member	Position	The date of appointing/resigning	Qualification
5	Ms. Nguyễn Thị Ngọc Linh	BOS member	Appointed on 12/4/2025	Bachelor of Economics

2. Board of Supervisors meetings

No.	Board of Supervisors member	Number of meetings attended	Attendance rate	Voting rate	Reasons for absence
1	Mr. Vũ Tiến Mạnh	2	100%	100%	
2	Mr. Nguyễn Hiệp	0	0%	0%	Resigned on 12/4/2025
3	Mr. Đoàn Văn Bình	0	0%	0%	Resigned on 12/4/2025
4	Ms. Nguyễn Thị Ngọc Huyền	2	100%	100%	Appointed on 12/4/2025
5	Ms. Nguyễn Thị Ngọc Linh	2	100%	100%	Appointed on 12/4/2025

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 Khoa	15/01/1991	Civil engineer	Appointed on 10/10/2023
3	Mr. Tôn Đức Tùng	11/09/1974	Master of Accounting	Appointed on 20/6/2024 Resigned on 01/07/2025
4	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. 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	12/4/2025	Resigned	
2	Mr. Nguyễn Thanh Phong		BOD member cum CEO			4/07/2023		Appointed	
3	Mr. Nguyễn Quốc Thanh		Independent BOD member			27/09/2023	12/4/2025	Resigned	
4	Mr. Vũ Tiến Mạnh		Chairman of BOS			27/09/2023		Appointed	
5	Mr. Tôn Đức Tùng		BOS member			27/09/2023	30/5/2024	Resigned	
			BOD member			30/5/2024	12/4/2025	Resigned	
			Deputy General Manager			20/6/2024	01/7/2025	Resigned	
6	Mr. Nguyễn Khoa		Deputy General Manager			10/10/2023		Appointed	

No.	Name	Securities account (if any)	Position in company (if any)	ID number	Address	Beginning date	Ending date	Reason	Relationship with Company
			BOD member cum Deputy General Manager			30/5/2024		Appointed	
7	Mr. Phương Thừa Vũ		Chairman			30/5/2024		Appointed	
8	Mr. Nguyễn Hiệp		BOS member			30/5/2024	12/4/2025	Resigned	
9	Mr. Đoàn Văn Bình		BOS member			30/5/2024	12/4/2025	Resigned	
10	Ms. Nguyễn Thị Diễm Lệ		Corporate Administrator and Company Secretary			30/5/2024		Appointed	
11	Ms. Hoàng Thị Mai		Chief accountant			20/6/2024		Appointed	
12	Mr. Nguyễn Xuân Khánh		Deputy General Manager			04/12/2024		Appointed	
13	Ms. Nguyễn Thị Ngọc Huyền		BOS member			12/4/2025		Appointed	
14	Ms. Nguyễn Thị Ngọc Linh		BOS member			12/4/2025		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

Phường Thừa Vũ