

**DISCLOSURE OF INFORMATION ON THE ELECTRONIC PORTAL
OF THE STATE SECURITIES COMMISSION
AND HANOI STOCK EXCHANGE**

To: - The State Securities Commission;
- Hanoi Stock Exchange

I. Information on the disclosing organization

1. Organization name: Dong Nai Material & Building Investment Joint Stock Company
2. Head office address: No. 138, Quarter 1, Nguyen Ai Quoc Street, Trang Dai Ward, Bien Hoa City, Dong Nai Province.
3. Stock code: **DND**
4. Stock exchange: UPCOM
5. Phone: 02513 899 886 Fax: 02513 997 894
6. Email: tckt@vatlieudongnai.vn
7. Authorized person for information disclosure: Mr. Tran Anh Dien – Legal Representative
8. Type of information disclosure:
 Periodic Extraordinary 24 hours Upon request

II. Content of the disclosed information:



Dong Nai Material & Building Investment Joint Stock Company hereby discloses updated materials for the 2025 Annual General Meeting of Shareholders.

This information has been published on the Company's official website on 26./03/2025 at the following link: <http://www.vatlieudongnai.vn>

We certify that the disclosed information is accurate and take full legal responsibility for the contents herein.

Recipients:

- As above;
- Archived: Finance & Accounting Department, Files.

**LEGAL REPRESENTATIVE
GENERAL DIRECTOR**


Tran Anh Dien

SONADEZI CORPORATION
DONG NAI MATERIAL & BUILDING
INVESTMENT JOINT STOCK COMPANY

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Documents:

**ANNUAL GENERAL MEETING
OF SHAREHOLDERS 2025**

Day 13 month 04 year 2025

Bien Hoa, day 20 month 03 year 2025

AGENDA
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025
Day 13 month 4 year 2025

Time	Agenda
13:30 – 14:00	Reception of delegates and shareholders, Registration of shareholders attending the meeting, Distribution of meeting documents.
14:00 – 14:20	Organizing committee: Opening statement, introduction of delegates and participants.
	Report on the eligibility of attending shareholders; Introduction of the Presiding Board and Chairperson of the Meeting; Election of the Secretariat; Approval of the list of the Voting Committee.
	Approval of the Meeting Regulations; Approval of the Meeting Agenda.
14:20 – 15:20	Presentation of reports and proposals: <ul style="list-style-type: none">- Report on business results for 2024 and business operational plan for 2025;- Report on the activities of the Board of Directors in 2024 and the plan for 2025;- Report of the Supervisory Board on the inspection and supervision of the Company's business activities in 2024;- Audited financial statements for 2024;- Proposal on profit distribution for 2024 and the profit distribution plan for 2025;- Proposal on the salary of executives, and remuneration for the Board of Directors, Supervisory Board, and Board Secretary in 2024 and the plan for 2025;- Proposal on selecting an auditing firm for the 2025 financial statements;- Proposal on changing the Company's Logo, Product Logo, and amending the Company's Charter- Proposal on adjusting the plan for using proceeds from the private share issuance;- Proposal on the dismissal of a Board of Directors member;- Proposal on the dismissal of a Supervisory Board member;- Proposal on the list of candidates for additional election of Board of Directors and Supervisory Board members.

Time	Agenda
	- Other matters within the authority of the General Meeting of Shareholders (if any)
15:20 – 15:40	Discussion session.
15:40 - 16:00	Guidelines for voting procedures; the General Meeting votes to approve reports and proposals
	<ul style="list-style-type: none"> - Approval of the election regulations for additional Board of Directors and Supervisory Board members; - Guidelines for the election process, shareholders proceed with voting for additional Board of Directors and Supervisory Board members.
16:00 – 16:15	Break– Vote counting for resolutions/voting ballots
16:15 – 16:30	<ul style="list-style-type: none"> - Report on vote counting results. - Announcement of the election results for additional Board of Directors and Supervisory Board members.
	Approval of the Resolutions and Meeting Minutes.
	Closing of the Meeting.

Draft

Dong Nai, day month 03 year 2025

**WORKING REGULATIONS
OF THE GENERAL MEETING OF SHAREHOLDERS IN 2025**

Article 1. Purpose

The purpose of issuing the working regulations for the Annual General Meeting of Shareholders in 2025 is to:

1. Ensure the principles of transparency and publicity;
2. Facilitate the successful organization of the Meeting in compliance with legal regulations.

Article 2. Scope of application

1. These regulations apply to the organization and management of the General Meeting of Shareholders of Dong Nai Material & Building Investment Joint Stock Company.
2. These regulations specifically define the rights and obligations of shareholders and participants, as well as the conditions, procedures for conducting the Meeting, and voting on matters under the authority of the Meeting.
3. Shareholders, shareholder representatives, and other participants of the Meeting are responsible for complying with these Regulations.

Article 3. Condition for convening the General Meeting of Shareholders

The General Meeting of Shareholders shall be convened when the attending shareholders represent more than 50% of the total voting shares of the Company.

Article 4. Conditions for participation and regulations on proxy authorization

1. Shareholders can be legal entities, individuals, or representatives of shareholders, or a group of shareholders owning shares in the Company (hereinafter referred to as ‘shareholders’).
2. Shareholders entitle to attend the General Meeting of Shareholders under the law may participate either in person or authorize a representative to attend on their behalf. The authorized representative shall not delegate their authority to another person and shall not nominate themselves for election in a personal capacity. If multiple authorized representatives are appointed, the number of shares and voting rights assigned to each representative must be clearly specified. Authorization must be documented in writing as follows:
 - If the shareholder is an individual, the authorization document must be registered and clearly state the full names of both the authorizing shareholder and the authorized representative.

- If the shareholder is a legal entity, the authorization document must be signed and sealed (if applicable) by the duly authorized representative or legally authorized person of that entity.
- The authorized representative must submit the authorization document before entering the General Meeting of Shareholders.

Article 5. Rights and obligations of common shareholders participating in the meeting

1. Conditions for participation

Shareholders who are legal entities, individuals, or representatives of shareholders, or a group of shareholders owning voting shares in the Company on the record date have the right to participate in the General Meeting of Shareholders.

2. Rights and obligations of eligible shareholders attending the General Meeting

a. Rights of shareholders

- Attend and speak at the General Meeting of Shareholders, exercise voting rights directly at the meeting, through an authorized representative, or via remote voting.
- Shareholders or groups of shareholders holding at least 5% of the total ordinary shares have the right to propose matters for inclusion in the meeting agenda. The proposal must be made in writing and submitted to the Company at least five (05) working days before the opening date of the General Meeting of Shareholders. The proposal must include the shareholder's full name, the number and type of shares held, and the proposed agenda item.
- Shareholders are entitled to receive meeting notices, agendas, and relevant information regarding matters to be discussed and voted on at the General Meeting.
- Shareholders have the right to review, extract, and copy the list of shareholders eligible to attend the General Meeting.
- Shareholders may request corrections of inaccurate information or additions of necessary details about themselves in the shareholder list.
- Shareholders entitled to attend the General Meeting may do so in person or authorize a representative to attend in accordance with the Company's charter.
- Shareholders and shareholder representatives, after hearing the reports on matters requiring approval, shall discuss and vote on each item using voting ballots.
- Shareholders or authorized representatives arriving after the meeting has commenced may still register and participate in voting immediately after registration. In this case, the validity of previously passed resolutions remains unchanged.

b. Obligations of shareholders

- Each shareholder or representative must bring identification documents (ID card, Citizen ID, Passport, etc.), the invitation letter, and the proxy letter (if any). Shareholders/shareholder representatives must present these documents to the

Shareholder Verification Committee for verification and to receive a voting ballot (with the shareholder code) reflecting the total number of shares equivalent to the number of voting shares held.

- Shareholders or their representatives must complete the registration procedures with the Organizing Committee upon attending the meeting.
- During the General Meeting, shareholders must comply with the guidance of the Chairperson, behave courteously and respectfully, and not disrupt order.
- Shareholders must maintain discipline in speaking and comply with the usage and preservation of documents.
- Shareholders and authorized representatives attending the meeting must strictly adhere to the working regulations of the General Meeting. If any shareholder or authorized representative does not comply with the verification regulations or security measures, the Board of Directors may, after careful consideration, refuse or expel that shareholder or representative from the meeting.

Article 6. Rights of obligations of the Presidium

1. The Presidium is nominated by the Company's Board of Directors and consists two members. The Chairman of the Board of Directors presides over the General Meeting of Shareholders (Chairperson).
2. Responsibilities of the Presidium
 - Preside over the General Meeting.
 - Guide delegates and shareholders in discussions.
 - Present drafts and conclusions on matters requiring shareholder voting.
 - Address shareholder inquiries during the meeting.
 - Operate based on the principle of collective democratic centralism, ensuring that the General Meeting is conducted legally, orderly, and reflects the will of the majority of attending shareholders and shareholder representatives.
 - The Chairperson of the General Meeting may postpone the meeting to a later time and at a different location if deemed necessary, even if a quorum is present, in the following cases:
 - + The venue lacks sufficient seating for all attendees.
 - + Communication facilities at the venue are inadequate for shareholders to participate, discuss, and vote.
 - + Attendees disrupt order, posing a risk that the meeting cannot be conducted fairly and legally.

Article 7. Rights and obligations of the Meeting Secretariat

1. The Meeting Secretariat is introduced by the Chairperson and is accountable to both the Chairperson and the General Meeting of Shareholders for its duties.
2. Responsibilities of the Secretariat

- Accurately and fully record the contents of the General Meeting, including resolutions and issues raised by shareholders or shareholder representatives.
- Assist the Presidium in announcing the draft Meeting Minutes, Resolutions of the General Meeting, and notices from the Presidium to shareholders upon request.

Article 8. Rights and obligations of the Voting Committee

1. The Voting Committee is nominated by the Presidium and approved by the General Meeting of Shareholders.
2. Responsibilities of Voting Committee:
 - Monitor and oversee the voting/election process of shareholders or their representatives.
 - Organize the collection and counting of votes/election ballots.
 - Prepare the vote-counting report and announce the results before the General Meeting.
 - Submit voting/election ballots and the vote-counting report to the Presidium.
3. The Voting Committee must conduct its duties with honesty and accuracy and is responsible for the voting and election results.

Article 9. Rights and obligations of the Verification Committee

1. The Verification Committee is nominated by the Board of Directors.
2. The Verification Committee is responsible for verifying the eligibility of shareholders attending the meeting, distributing relevant documents for the session to shareholders, and reporting to the General Meeting on the results of the verification of the eligibility of participating shareholders.

Article 10. Voting methods and procedures

1. All shareholders eligible to attend the General Meeting of Shareholders (GMS) have the right to vote on matters under the GMS's authority. Each shareholder's voting rights correspond to the number of shares they own or are authorized to represent.
2. Shareholders vote on matters during the meeting by raising their Voting Card and using the Voting Ballot (as per the instructions on the Voting Ballot).
3. Voting ballot regulations:
 - Voting can be conducted directly at the meeting venue.

- Shareholders may submit their Voting Ballots via postal mail or email to the Company before **08:30 AM on April 8, 2024**. Shareholders who do not attend the GMS can download the Voting Ballot from the Company’s website: www.vatlieudongnai.vn (under the Shareholders/ General Meeting of Shareholders/2024 section). The Voting Ballot must be fully completed and signed by the shareholder.
4. If a shareholder does not mark any box for a particular voting item, it is considered as “no opinion” on that item. If a shareholder marks both “Agree” and “Disagree” for the same voting item, that vote is deemed invalid.
 5. Any other voting-related matters will be decided by the Chairperson.

Article 11. Additional Election of Board of Directors (BOD) and Supervisory Board (SB) Members

1. Nomination and candidacy principles

The nomination, candidacy, and election process for additional members of the Board of Directors and the Supervisory Board must comply with current laws and the Company’s Charter.

2. Election procedures

- The list of candidates for the additional election of BOD and Supervisory Board members must be approved by the General Meeting of Shareholders before voting.
- The election must be conducted by cumulative voting, whereby each shareholder’s total number of votes is equal to their total number of shares multiplied by the number of seats to be elected. Shareholders may allocate all or part of their total votes to one or multiple candidates. The candidates with the highest total votes are elected. If two or more candidates receive the same number of votes, the selection is determined as follows:
 - + The candidate who owns or represents a larger number of shares will be selected.
 - + If the shareholding is equal, a re-election will be conducted among the tied candidates.

Article 12. Approval of resolutions by voting ballots

1. A resolution is approved if it receives the affirmative votes of more than 50% of the total voting shares of shareholders present at the GMS.
2. For the following matters, approval requires at least 65% of the total voting shares of shareholders present at the GMS:
 - a. The type and total number of shares to be issued;
 - b. Changes in the Company’s business sectors and activities;

- c. Changes in the Company's management structure;
- d. Investment projects or asset sales valued at 35% or more of the Company's total assets as stated in the latest financial statements;
- e. Reorganization or dissolution of the Company.

Article 13. Principles and methods of expressing opinions

1. Discussions shall only take place within the designated timeframe and shall be limited to matters presented in the agenda of the General Meeting of Shareholders.
2. Shareholders/Authorized representatives attending the meeting must register and obtain approval from the Presidium before expressing their opinions.
3. Shareholders shall present their opinions concisely and focus on key points relevant to the approved agenda. The Chairperson shall arrange speaking turns based on the order of registration and provide responses to shareholders' concerns. For major issues requiring further review or when time constraints do not allow for immediate responses, the Chairperson shall acknowledge and respond in writing at a later date.
4. The total speaking time for each shareholder shall not exceed 03 minutes. If this time limit is exceeded, the Chairperson may request the shareholder to submit their questions or proposals in writing. The Secretariat shall record these, and the Board of Directors shall provide written responses within 05 working days from the date of receipt.

Article 14. Meeting minutes and resolutions of the General Meeting

1. All contents discussed at the General Meeting of Shareholders shall be recorded in the meeting minutes by the Secretariat. Key resolutions shall be documented in the official resolution.
2. The meeting minutes and resolutions shall be read and approved before the closing of the General Meeting.

Article 15. Cases where the General Meeting of Shareholders fails to convene

1. If the first convened General Meeting of Shareholders cannot be held due to failure to meet the quorum requirements as stipulated in Article 3 of this Regulation, a second meeting shall be convened within 30 days from the initially scheduled meeting date. The second convened meeting shall be conducted if at least 33% of the total voting shares of the Company are represented.
2. If the second meeting fails to meet the quorum requirements as specified in Clause 1 of this Article, a third meeting shall be convened within 20 days from the scheduled date of the second meeting. In this case, the General Meeting of Shareholders shall be conducted regardless of the total voting shares represented at the meeting.

Article 16. Implementation provisions

Upon approval by the General Meeting of Shareholders of Dong Nai Construction and Materials Investment Joint Stock Company, the Organizing Committee and all

shareholders attending the 2024 Annual General Meeting of Shareholders shall be responsible for implementing the provisions of this Regulation.

Recipients:

- 2025 AGM;
- Archived: Files.

**O/B. BOARD OF DIRECTORS
CHAIRMAN**

Truong Viet Hoang Son

REPORT
Business performance in 2024 and business plan for 2025

To: The General Meeting of Shareholders

I. Business performance in 2024

1. Business performance in 2024 according to the audited 2024 financial statements:

No.	Indicator	Unit	Target 2024 (According to GMS Resolutions)	Actual 2024	%Actual/ Target
1	Total revenue	Million VND	93.192	97.263	104,37%
	<i>In which: Internal revenue</i>	Million VND		666	
2	Net profit after tax	Million VND	615	(7.072)	
3	Remittances to the state budget	Million VND	34.000	43.948	129,26%

❖ Overall assessment:

- Revenue: The company achieved 104.37% of the planned target.
- Profit: Operating profit amounted to 590 million VND, while net profit after tax recorded a loss of 7.072 million VND:

The reason is the incurrence of several unforeseen expenses, including:

- + Penalties and late payment interest on resource tax and mining rights fees: 5.221 million VND.
- + Additional land rental fees for Tan Cang 5 quarry from 2013 to 2022: 2.236 million VND.
- + Retrospective collection of mining rights fees from previous years for backfill materials and weathered stone: 1.392 million VND.

1.1. Detailed business performance by sector

No.	Indicator	Unit	Target	Actual	Actual/ Target
1	Tan Cang 5 Quarry				

No.	Indicator	Unit	Target	Actual	Actual/ Target
	Stone ouput	Tons	490.000	591.860	121%
	Revenue	Million VND	37.030	44.832	121%
2	Thien Tan 5 Quarry				
	Stone output	Tons	480.000	654.891	136%
	Clay output	Tons	130.000	48.891	37,6%
	Revenue	Million VND	30.788	32.081	104%
3	Long Thanh Tuynel Brick Factory				
	Production volume	Units	16.000.000	8.957.800	56%
	Revenue	Million VND	17.280.	10.371	60%
4	Concrete Enterprise				
	Production volume	m ³		1.537,5	
	Production revenue	Million VND		2.019	
5	Other sectors				
	Concrete batching plant rental	Million VND	1.920	1.920	100%
	Weathered stone TC5	Million VND	5.126	2.068	40%
	Tuynel brick transportation	Million VND		328	
	Concrete pumping	Million VND		44	
	Others	Million VND	1.048	847	81%
	Revenue	Million VND	8.094	5.207	64%
6	Internal revenue	Million VND		666	
7	Revenue from financing activites	Million VND		18	
8	Other income	Million VND		2.069	
	Total revenue	Million VND	93.192	97.263	
	Total gross profit	Million VND	13.559	5.656	
	Administration expenses	Million VND	12.244	12.078	
	Provisioning expenses	Million VND	700	650	
	Profit before tax	Million VND	615	(7.072)	

❖ **Mineral extraction sector:**

This is the company's core business, generating the majority of its revenue and profit. In 2024, revenue from Tan Cang 5 Quarry reached 121% of the target, while Thien Tan 5 Quarry achieved 136% of the target.

❖ **Building materials production sector:**

- Dong Nai Concrete Enterprise: The business faced numerous difficulties. In August 2024, the company developed a plan to lease the An Binh batching plant; however, this has yet to be implemented due to the plant's small area and the expiration of the land lease contract. On December 13, 2024, the People's Committee of Bien Hoa City issued Notice No. 1654/TB-UBND regarding the land recovery for the construction of a new office for the Waterway Traffic Police under the Dong Nai Provincial Police Department.

- Tuynel brick production:

The Tuynel brick market faced significant challenges in 2024, with total annual sales reaching only 56% of the plan. On average, monthly consumption reached a maximum of 50% of the factory's capacity. The primary reason was the economic downturn, leading to a decline in construction investments, which in turn sharply reduced demand for bricks. Additionally, rising raw material costs made pricing less competitive, further pressuring product sales.

2. Project implementation status

2.1. Tan Cang 5 Quarry:

- Mining activities:

The company has compensated for approximately 18,4/25,175 hectares. Of this, around 17,8 hectares have been used for mining pits, with excavation reaching a depth of -60m. Pit 1 ceased operations in April 2024 due to the depletion of mining areas, and Pit 2 exhausted its reserves by December 2024. Currently, there is less than 1 hectare of compensated land that has yet to be mined due to safety distance regulations for blasting.

- Legal documentation:

+ Land: Compensation, land clearance, and land transfers from households within the mine boundary have not been completed due to legal obstacles related to land use registration. As a result, land-related procedures, such as leasing and contract renewals, cannot proceed.

+ The application to increase the mining depth to -80m has not yet been processed.

2.2. Thien Tan 5 Quarry

- Mining activities:

The project covers an area of 27,77 hectares, with 20,63 hectares approved for mining. The company has compensated for approximately 14,7 hectares, while 5,9 hectares in the northern part of the quarry remain uncompensated. Currently, mining is expanding within the compensated area, but the land procedures for 9,75 hectares, as per mining license No. 343/GP-UBND dated December 31, 2021, have not been finalized.

- Legal documentation:

+ Investment approval decision: The project implementation timeline is undergoing adjustment.

+ Land: Compensation, land clearance, and land transfers from households within the project boundary have not been completed. Since the project timeline adjustment and land use registration have not yet been approved by the authorities, land-related procedures for the project cannot proceed.

2.3. New materials plant project:

The acceptance and handover of the production line to the company have not yet been completed.

3. Capital construction investment

No.	Item	Unit	Target 2024 (as per GMS Resolutions)	Actual 2024	Notes
1	Consulting fees for preparing a report to apply for a mining permit at cote -80 for Tan Cang 5 Quarry	Million VND	0	931	

The consulting fees for preparing the report to apply for a mining permit at cote -80 for Tân Cang Quarry arose in 2020 under the capital investment policy approved at the 2020 Annual General Meeting of Shareholders. However, the consultant only issued the financial invoice in 2024, leading to the recognition of this expense in 2024.

II. 2025 Business plan.

1. 2025 business plan

No.	Indicator	Unit	Target
1	Total revenue	Million VND	104.857
2	Total gross profit	Million VND	13.543
3	Administrative expenses	Million VND	11.850
4	Provisioning expenses	Million VND	690
5	Net profit after tax	Million VND	1.003
6	Remittances to the state budget	Million VND	38.700

2. 2025 investment capital plan for projects:

No.	Expense item	Unit	Target 2025 (VND)	Notes
1	DNC company office - Head office	Million VND	1.000	
	- Office renovation	Million VND	1.000	
2	Long Thanh Tuynel Brick	Million	1.200	

No.	Expense item	Unit	Target 2025 (VND)	Notes
	Plant	VND		
	- Relocation of the weighing scale from Tan Cang 5 Quarry for reuse	Million VND	200	
	- Construction of a new main gate and office renovation	Million VND	1.000	
3	Dong Nai Concrete Enterprise	Million VND	2.000	
	- Temporary construction permit	Million VND	2.000	<i>Provisional calculation of 50% of the estimated bidding price for station placement within the Tuynel Brick Factory land</i>
4	Contingency (10%)	Million VND	420	
	Total	Million VND	4.620	

- Office and Long Thanh Tuynel Brick Plant renovations:

Currently, the infrastructure at the company's office and the Long Thanh Tuynel Brick Plant is deteriorating, affecting aesthetics and failing to meet workplace safety standards. Therefore, maintenance and repair work are necessary to ensure smooth business operations while enhancing professionalism and workplace aesthetics.

- Application for a temporary construction permit for the concrete batching plant at the vacant land in the Long Thanh Tuynel Brick Plant area: The company plans to relocate the An Binh batching plant to the Long Thanh Tuynel Brick Plant due to land recovery in An Binh Ward, as per Notice No. 1654/TB-UBND dated December 13, 2024, issued by the Bien Hoa City People's Committee. Additionally, the relocation aims to support key national projects and ensure smooth production and supply of concrete.

3. Implementation solutions

3.1. Mineral extraction sector

➤ Tan Cang 5 Quarry:

+ Focus on completing legal documentation, land procedures, and environmental permit applications for the quarry.

+ Coordinate with the People's Committee of Bien Hoa City to facilitate the land recovery plan for the 3-hectare area. The company has already made payment to the Bien Hoa City Land Development Center for the approved compensation plan. Despite two compulsory land recovery decisions (Decision No. 319/QD-UBND, Decision No. 444/QD-UBND, and Decision No. 445/QD-UBND), the site has not yet been handed over for project implementation.

➤ Thien Tan 5 Quarry:

- Focus on completing the quarry's legal documentation; Continue land-related procedures as required; Prioritize finalizing the environmental permit application for the project.

- Expedite the transfer of ownership documentation to facilitate quarry expansion.

3.2. Building materials production sector

- Strengthen marketing and sales efforts.

- Review costs, explore new suppliers for raw materials to ensure competitive pricing, reduce production costs, and enhance price competitiveness. Maintain stable product quality.

3.3. Other sectors

Prepare and submit the permit application for constructing a concrete batching plant at the Long Thanh Tuynel Brick Factory;

This concludes the 2024 Business Performance Summary Report and the 2025 Business Plan.

Sincerely!

Recipients:

- As above;
- Archive: Vt.

**On behalf of the BOARD OF DIRECTORS
CHAIRMAN**

Truong Viet Hoang Son

No.: /BC-DNC

Bien Hoa, day month year 2025

REPORT
On the activities of the Board of Directors in 2024
And operational plan for 2025

To: The General Meeting of Shareholders

The Board of Directors of the Company hereby reports to the General Meeting of Shareholders on the results of its activities in 2024 and the activity plan for 2025 as follows:

I. REPORT ON THE ACTIVITIES OF THE BOARD OF DIRECTORS IN 2024.

1. Members of the Board of Directors in 2024

No.	Member	Position	Start date/End date of Board membership	
			Appointment date	Dismissal date
1	Truong Viet Hoang Son	Chairman	08/04/2024	
2	Truong Cuong	Chairman	26/04/2021	08/04/2024
		Member	08/04/2024	
3	Tran Anh Dung	Member/ General Director	21/04/2022	
4	Vu Trong Dung	Member	21/04/2022	
5	Tran Anh Dien	Member	26/04/2021	
6	Nguyen Tien Toan	Member/ Deputy General Director	26/04/2021	08/04/2024

The Board of Directors consists of 05 members, including 01 executive member and 04 non-executive members.

2. Summary of Board Meetings and Resolutions

In 2024, the Board of Directors held 8 meetings in accordance with regulations, with full participation from all board members. Additionally, 12 written opinion requests were made on matters within its authority, resulting in various resolutions and decisions for directing and managing the company's business operations, including:

✧ **Business operations.**

- The Board of Directors assigned business operation tasks for 2024 to the General Director.

- Conducted shareholder consultation to approve adjustments and additions to the private placement plan for increasing the Company’s charter capital.

- Successfully implemented the private placement plan to increase the Company’s charter capital.

✧ **Human resources:**

- Approved the leadership and management personnel planning for the 2020-2025 and 2025-2030 periods.

- Appointed/dismissed the General Director and Deputy General Director.

Additionally, the Board approved other matters within its authority.

(Details are provided in the attached list of Board Resolutions/Decisions.)

3. Salary and Remuneration of the Board of Directors in 2024.

Salary and remuneration for the Board of Directors were executed in accordance with the resolution approved by the General Meeting of Shareholders.

No.	Items	Plan (VND/month)	Actual (VND/month)
1	Salary of the Chairman	27.000.000	29.133.333
2	Remuneration for Chairman (concurrent position)	5.000.000	5.000.000
3	Remuneration for each Board Member	5.000.000	5.000.000

4. Report on transactions between the Company and Board members and their related parties; transactions between the Company and any company in which a Board member is a founding member or has held a managerial position within the last three years prior to the transaction

Details are provided in **Appendix 2 and Appendix 3** of the **Company Governance Report for 2024** (Report No. 38/BC-DNC dated 17/01/2025) of **Dong Nai Material & Building Investment Joint Stock Company**, which has been disclosed in accordance with regulations.

5. Activities of Board Members

- Board members fully complied with their rights and obligations as stipulated in the Company’s Charter, the Board’s Operational Regulations, and legal provisions.

- The Board operated collectively, engaging in thorough discussions and exchanges on issues, ensuring a high level of consensus in making resolutions and decisions within its authority.

6. Supervision of the General Director

- The General Director managed the Company’s operations in accordance with the resolutions of the General Meeting of Shareholders and the Board of Directors, regularly

reporting and consulting with the Board to ensure timely adjustments for achieving optimal efficiency.

- The General Director fulfilled all assigned functions and responsibilities. All decisions made by the General Director were issued in accordance with the granted authority and in a timely manner. The General Director also provided full and timely information and reports to Board members, supporting the Board's oversight and leadership functions.

7. Business Performance Results for 2024.

No.	Indicator	Unit	Plan	Actual	% Actual/Plan
1	Total revenue	Million VND	93.192	97.263	104,37
2	Net profit after tax	Million VND	615	(7.072)	
3	Tax payments to the state budget	Million VND	34.000	43.948	129,26
4	Capital construction investment	Million VND	0	931	

II. REPORT ON THE RESULTS OF THE PRIVATE PLACEMENT OF SHARES FOR CAPITAL INCREASE.

Pursuant to Resolution No. 55/NQ.ĐHĐCĐ-DNC dated April 8, 2024, of the Annual General Meeting of Shareholders (enclosed with Proposal No. 69/TTr-DNC dated March 29, 2024); Resolution No. 59/NQ.ĐHĐCĐ-DNC dated July 18, 2024, of the General Meeting of Shareholders (collected by written consent);

Pursuant to Official Letter No. 9925/CNVSDC dated December 10, 2024, from the Vietnam Securities Depository and Clearing Corporation regarding the certification of the adjustment of the registered number of shares;

Pursuant to Decision No. 35/QĐ-SGDHN dated January 17, 2025, from the Hanoi Stock Exchange approving the change in registered trading shares of DNC Company;

Pursuant to Announcement No. 287/TB-SGDHN dated February 7, 2025, from the Hanoi Stock Exchange regarding the first trading day for the changed registered shares of DNC Company.

1. Offering plan

- Stock name: Shares of Dong Nai Material & Building Investment Joint Stock Company

- Stock type: Common shares

- Number of shares offered: 4.000.000 shares.

- Offering price: 18.200 VND/share.

- + Highest offering price: 18.200 VND/share
- + Lowest offering price: 18.200 VND/share
- Lock-up period: All shares issued are subject to a one-year transfer restriction from the date of completion of the offering.
- Total expected proceeds: 72.800.000.000 VND
- Subscription and payment period:
 - For professional securities investors approved by the General Meeting of Shareholders: From October 22, 2024, until 4:00 PM on November 20, 2024, as per Announcement No. 201/CV-DNC dated October 21, 2024, regarding the private placement of shares.
 - Closing date of the offering: November 19, 2024 (by the end of November 18, 2024, investors had fully paid for the subscribed shares).

2. Share offering results

- **Total distributed shares:** 4.000.000 shares, equivalent to 100% of the offered shares, including:
 - + Domestic investors: 4.000.000 shares;
 - + Foreign investors: 0 share;
 - + Economic organizations with foreign investors holding over 50% of charter capital: 0 share.
- Selling price: 18.200 VND/share
- Total proceeds from the offering: 72.800.000.000 VND

3. List of investors and their ownership ratios:

No.	Investor name	Business registration certificate / Other equivalent documents / ID card / Citizen ID / Passport	Shares owned before the offering (shares)	Shares allocated (shares)	Total shares owned after the offering (shares)	Ownership ratio after the offering (%) (*)
1	Dong Nai No.2 Construction	No. 3600653422 Issued on: 17/11/2022 Issuing authority: Dong Nai Department of Planning and Investment	2.154.737	980.000	3.134.737	24,43
2	Nhon Trach 2 Reinforced Concrete Corporation	No. 3600810322 Issued on: 04/05/2023 Issuing authority: Dong Nai Department of Planning and Investment	0	3.020.000	3.020.000	23,53

(*) Calculated based on the number of outstanding shares after the offering.

4. Plan for using proceeds from the offering:

No.	Purpose of capital use	Planned capital usage from the offering (as per Resolution No. 59/NQ-ĐHĐCĐ-DNC) (million VND)	Actual usage (million VND)	Remaining amount (million VND)
1	Servicing government debt	34.843	27.988	4.602
2	Payment of bank loans, accounts payable to suppliers, other due liabilities, additional investment in fixed assets, and working capital for business operations	37.957	26.652	13.558
Total		72.800	54.640	18.160

III. BOARD OF DIRECTOR'S OPERATIONAL PLAN FOR 2025.

1. Business plan for 2025

- Total revenue: 104.857 million VND.
- Net profit after tax: 1.003 million VND.
- Capital construction investment: 4.620 million VND.

2. Implementation solutions

In 2025, the Board of Directors (BOD) will enhance its management and supervisory role in accordance with its assigned authority and responsibilities to ensure the effective achievement of the set objectives.

To accomplish the 2025 plan, the Company will focus on the following specific actions:

- Mining operations: Direct the execution of legal procedures and compensation agreements with local households for the expansion of Tan Cang 5 quarry. For Thien Tan 5 quarry, complete the environmental permit application and land transfer procedures for the project.

- Building materials production: Strengthen management, supervision, and direction of business operations, implement cost-cutting measures to reduce production costs, and increase sales volume.

- Continue to develop and improve shareholder relations. Ensure timely, transparent, and public disclosure of corporate governance matters to shareholders and investors, maximizing shareholder benefits.

- Carry out duties as prescribed in the Enterprise Law and the Company's Charter.

- Supervise the CEO in executing the Resolutions and Decisions of the BOD and the General Meeting of Shareholders.

- Work closely with the Supervisory Board and relevant organizations to ensure efficient business operations.

The above report presents the Board of Directors' review of 2024 and the operational plan for 2025. The Board respectfully submits it to the General Meeting of Shareholders for approval.

Recipients:

- As above;
- Archived: Files.

**O/B. BOARD OF DIRECTORS
CHAIRMAN**

Truong Viet Hoang Son

**LIST OF RESOLUTIONS AND DECISIONS OF THE BOARD OF DIRECTORS IN
2024**

No.	Resolutions/ Decision No.	Date	Content	Approval rate
1	50/NQ-HĐQT-DNC	22/01/2024	Approval of contracts and transactions with related parties, including Dong Nai Construction Joint Stock Company, Sonadezi Environment Joint Stock Company, and Dong Nai Water Joint Stock Company	100%
2	51/NQ-HĐQT	22/01/2024	Resolutions of the 14th meeting: - Approval of the business performance for Q4/2023 - Approval of the business plan for 2024 - Approval of the business plan for Q1/2024 - Agreement on the policy to develop a restructuring plan for the concrete branch - Approval of the report on material and fuel usage in 2023 - Approval of the material and fuel consumption norms for 2024	100%
3	52/NQ-HĐQT-DNC	31/01/2024	Agreement on finalizing the list of shareholders attending the 2024 annual general meeting of shareholders	100%
4	53/NQ-HĐQT-DNC	15/03/2024	Resolutions of the 15th meeting: - Approval of the plan and agenda for the 2024 annual general meeting of shareholders. - Approval of the 2023 salary fund settlement and the 2024 salary plan. - Approval of the policy to implement the business plan for the Concrete Enterprise Branch.	100%
5	54/NQ-HĐQT-DNC	08/04/2024	Resolutions of the 16th meeting: Election of the chairman of the board of directors for the remaining term of the fourth tenure (2021-2026)	100%
6	56/NQ-HĐQT-DNC	17/06/2024	Resolutions of the 17th meeting: - Approval of the business performance results for Q1/2024 - Approval of the business plan for Q2/2024 - Agreement on the task allocation table for board members for the fourth tenure (2021-2026) - Approval of the adjustment and supplementation of the private share issuance plan to increase charter capital. - Approval of the plan and content for soliciting shareholder opinions in writing on the adjustment and supplementation of the private share issuance plan to increase charter capital.	100%
7	57/NQ-HĐQT-DNC	17/06/2024	Approval of the final registration date for collecting shareholder opinions in writing	100%
8	58/NQ-HĐQT-DNC	17/06/2024	Agreement to select RSM Vietnam Auditing & Consulting Co., Ltd. as the auditor for the company's 2024 financial statements	100%
9	60/NQ-HĐQT-DNC	18/07/2024	Implementation of the private placement of shares to increase charter capital	100%

No.	Resolutions/ Decision No.	Date	Content	Approval rate
10	61/NQ-HĐQT-DNC	18/07/2024	Approval of measures to ensure that the share offering complies with foreign ownership limits	100%
11	62/NQ-HĐQT-DNC	18/07/2024	Approval of the registration dossier for the private placement of shares to increase charter capital	100%
12	63/NQ-HĐQT-DNC	27/08/2024	Adjustment of the plan for using funds raised from the private placement	100%
13	64/NQ-HĐQT-DNC	28/08/2024	Policy implementation for business operations and asset leasing at the Dong Nai Concrete Enterprise Branch	100%
14	65/NQ-HĐQT-DNC	13/09/2024	Implementation of the private placement plan to increase charter capital	100%
15	66/NQ-HĐQT-DNC	13/09/2024	Approval of the registration dossier for the private placement of shares to increase charter capital	100%
16	67/NQ-HĐQT-DNC	20/09/2024	Introduction of personnel for the appointment of the Company's Deputy General Director	100%
17	68/NQ-HĐQT-DNC	23/09/2024	Adjustment and supplementation of the plan for using funds from the private placement and approval of measures to ensure compliance with foreign ownership limits	100%
18	69/NQ-HĐQT-DNC	23/09/2024	Approval of the registration dossier for the private placement of shares to increase charter capital	100%
19	70/NQ-HĐQT-DNC	01/10/2024	Appointment of the Deputy General Director	100%
20	71/NQ-HĐQT-DNC	15/10/2024	Resolutions of the 19th meeting - Approval of business performance results for Q2 and Q3/2024; - Approval of the business plan for Q4/2024; - Agreement on the proposed list of leadership and management personnel for 2024; - Approval of the report on labor and salary situation for 2024; - Approval of provisional salary payments and social insurance contributions for the Deputy General Director, Head of the Audit Committee, and Chief Accountant.	100%
21	72/NQ-HĐQT-DNC	21/10/2024	Implementation of the private placement of shares to increase charter capital	100%
22	73/NQ-HĐQT-DNC	04/11/2024	Approval of the supplementary list of leadership and management personnel for 2024	100%
23	74/NQ-HĐQT-DNC	20/11/2024	Approval of the results of the private placement of shares	100%
24	75/NQ-HĐQT-DNC	04/12/2024	Approval of amendments to the Company's Charter to reflect the new charter capital after the share offering	100%
25	76/NQ-HĐQT-DNC	04/12/2024	Resolution on personnel matters for the company's Executive Board	100%
26	77/NQ-HĐQT-DNC	04/12/2024	Adjustment of the plan for using the proceeds from the private placement of shares to increase the company's charter capital	100%
27	78/NQ-HĐQT-DNC	24/12/2024	Dismissal and appointment of the Deputy General Director	100%

No.	Resolutions/ Decision No.	Date	Content	Approval rate
28	79/NQ-HĐQT- DNC	24/12/2024	Approval of contracts and transactions with related parties	100%
29	80/NQ-HĐQT- DNC	27/12/2024	Approval of provisional salary payments for Company executives	100%

APPENDIX 2

TRANSACTIONS BETWEEN THE COMPANY AND ITS RELATED PERSONS OR BETWEEN THE COMPANY AND ITS MAJOR SHAREHOLDERS, INTERNAL PERSONS, AND RELATED PERSONS

(Attached: 2024 corporate governance report – Section VII)

No.	Organization/ Individual	Relationship with the Company	ID/Passport no., issue date, place of issue	Registered office/Contact address	Transaction time	Resolution/Decision No. of the GMS/BOD (if any, specify issue date)	Transaction details, quantity, total value	Note
1	Dong Nai Material & Building Investment Joint Stock Company	Related party of internal person Mr. Tran Anh Dung	3600510590	09 Huynh Van Nghe, Buu Long Ward, Bien Hoa City, Dong Nai Province	2024	Resolution No. 50/NQ-HĐQT-DNC dated 22/01/2024	Long Thanh Tuynel Brick sales contract Transaction value: 1.113.190.000 VND	Sales
2	Sonadezi Environment Joint Stock Company	Related party of major shareholder – Sonadezi Corporation and internal person Mr. Tran Anh Dung	No.: 3600274914 Date of issue: 07/08/2015 Place of issue: Dong Nai Department of Planning and Investment	12 Huynh Van Nghe, Buu Long Ward, Bien Hoa City, Dong Nai Province	2024	Resolution No. 50/NQ-HĐQT-DNC dated 22/01/2024	Waste collection contract Transaction value:12.332.866 VND	Purchases
3	Dong Nai Water Joint Stock Company	Related party of major shareholder – Sonadezi Corporation	No.: 3600259296 Date of issue: 11/5/2021 Place of issue: Dong Nai Department of Planning and Investment	48 Cach Mang Thang Tam, Quyet Thang Ward, Bien Hoa City, Dong Nai Province	2024	Resolution No. 50/NQ-HĐQT-DNC dated 22/01/2024	Domestic water supply contract Transaction value:89.369.950 VND	Purchases
4	Sonadezi An Binh Joint Stock Company	Related party of major shareholder - Sonadezi Corporation and internal person Mr. Truong Viet Hoang Son	No.: 3600449307 Date of issue: 12/01/2000 Place of issue: Dong Nai Department of Planning and	113 – 116, Lot C2, Street 9, An Binh Residential Area, Bien Hoa City, Dong Nai Province	2024	Resolution No. 32/NQ-HĐQT-DNC dated 16/01/2023	Concrete purchase transaction Transaction value: 51.981.481 VND	Trading goods

No.	Organization/ Individual	Relationship with the Company	ID/Passport no., issue date, place of issue	Registered office/Contact address	Transaction time	Resolution/Decision No. of the GMS/BOD (if any, specify issue date)	Transaction details, quantity, total value	Note
			Investment					
5	Dong Nai Housing Joint Stock Company	Related party of major shareholder - Sonadezi Corporation	3600322445	121 Phan Chu Trinh, Quang Vinh Ward, Bien Hoa City, Dong Nai Province	2024	Resolution No. 32/NQ- HDQT-DNC dated 16/01/2023	Concrete sales contract Transaction value: 223.356.481 VND	Sales
6	Nhon Trach 2 Reinforced Concrete Corporation	Major shareholder of the Company and related party of internal shareholder Mr. Huynh Trung Hieu	No.:3600810322 Date of issue: 04/05/2023 Place of issue: Dong Nai Department of Planning and Investment	No. 1, Nhon Trach 2 Industrial Park, Road 25B, Hiep Phuoc Town, Nhon Trach District, Dong Nai Province	2024	Resolution No. 79/NQ- HDQT-DNC dated 24/12/2024	Asset lease contract Transaction value: 2.276.435.307 VND	Leasing
7	Sonadezi Services Joint Stock Company	Related party of major shareholder – Sonadezi Corporation and internal person Mr. Tran Anh Dung	No.: 3600890938 Date of issue: 26/6/2019 Place of issue: Dong Nai Department of Planning and Investment	8th Floor, Sonadezi Building, No. 1, Street 1, Bien Hoa 1 Industrial Park, An Binh Ward, Bien Hoa City, Dong Nai Province	2024	Resolution No. 79/NQ- HDQT-DNC dated 24/12/2024	Waste collection contract Transaction value: 12.460.000 VND	Purchases
8	The Gioi Nha Construction Material Supermarket Joint Stock Company	Mr. Tran Anh Dien, a Board Member and General Director of DND, is the General Director of The Gioi Nha Construction Material Supermarket Joint Stock Company	No.:3603497972 Date of issue: 16/01/2023 Place of issue: Ho Chi Minh City Department of Planning and Investment	46-48 Nguyen Co Thach, An Loi Dong Ward, Thu Duc City, Ho Chi Minh City	2024	Resolution No. 35/NQ- HDQT-DNC dated 10/04/2023	Concrete purchase transaction Transaction value: 202.212.964 VND	Purchases

APPENDIX 3

TRANSACTIONS BETWEEN THE COMPANY AND COMPANIES WHERE MEMBERS OF THE BOARD OF DIRECTORS, SUPERVISORY BOARD, CHIEF EXECUTIVE OFFICER, AND OTHER MANAGERS ARE FOUNDING MEMBERS OR HAVE SERVED AS BOARD MEMBERS OR CHIEF EXECUTIVE OFFICERS WITHIN THE PAST THREE (03) YEARS

(Attached: 2024 corporate governance report – Section VII)

No.	Organization/ Individual	Relationship with the Company	ID/Passport no., issue date, place of issue	Registered office/Contact address	Transaction time	Resolution/Decision No. of the GMS/BOD (if any, specify issue date)	Transaction details, quantity, total value	Note
1	Dong Nai Construction Joint Stock Company	Mr. Tran Anh Dung, member of the Board of Directors and General Director of DND, is the Chairman of the Board of Directors of Dong Nai Construction JSC	3600510590	09 Huynh Van Nghe, Bu Long Ward, Bien Hoa City, Dong Nai	2024	Resolution No. 50/NQ- HDQT-DNC dated 22/01/2024	Long Thanh Tuynel Brick Sales Contract Transaction value: 1.113.190.000 VND	Sales
2	Sonadezi Environment Joint Stock Company (SZE)	Mr. Tran Anh Dung, member of the Board of Directors and General Director of DND, is a Board Member of SZE	3600274914	12 Huynh Van Nghe, Bu Long, Bien Hoa City, Dong Nai	2024	Resolution No. 50/NQ- HDQT-DNC dated 22/01/2024	Waste Collection Contract Transaction value:12.332.866 VND	Purchases
3	The Gioi Nha Construction Material Supermarket Joint Stock Company	Mr. Tran Anh Dien, member of the Board of Directors and General Director of DND, is the General Director of The Gioi Nha Construction Material Supermarket Joint Stock Company	No.:3603497972 Date of issue: 16/01/2023 Place of issue: Ho Chi Minh City Department of Planning and Investment	46-48 Nguyen Co Thach, An Loi Dong Ward, Thu Duc City, Ho Chi Minh City	2024	Resolution No. 35/NQ- HDQT-DNC dated 10/04/2023	Concrete Purchase Transaction value: 202.212.964 VND	Purchases
4	Sonadezi An Binh Joint Stock Company	Mr. Truong Viet Hoang Son, Chairman of the Board of Directors of DND, is a Board Member of Sonadezi An Binh Joint Stock Company	No.: 3600449307 Date of issue: 12/01/2000 Place of issue: Dong Nai Department of	113 – 116, Lot C2, Street 9, An Binh Residential Area, Bien Hoa City, Dong Nai	2024	Resolution No. 32/NQ- HDQT-DNC dated 16/01/2023	Concrete Purchase Transaction Transaction value: 51.981.481 VND	Trading goods

No.	Organization/ Individual	Relationship with the Company	ID/Passport no., issue date, place of issue	Registered office/Contact address	Transaction time	Resolution/Decision No. of the GMS/BOD (if any, specify issue date)	Transaction details, quantity, total value	Note
			Planning and Investment					
5	Nhon Trach 2 Reinforced Concrete Corporation	Major shareholder of the Company and related party of internal shareholer Mr. Huynh Trung Hieu	No.:3600810322 Date of issue: 04/05/2023 Place of issue: Dong Nai Department of Planning and Investment	No. 1, Nhon Trach 2 Industrial Park, 25B Road, Hiep Phuoc Town, Nhon Trach, Dong Nai	2024	Resolution No. 79/NQ- HDQT-DNC dated 24/12/2024	Asset Lease Contract Transaction value: 2.276.435.307 VND	
6	Sonadezi Services Joint Stock Company	Related party of major shareholder – Sonadezi Corporation and internal person Mr. Tran Anh Dung	No.: 3600890938 Date of issue: 26/6/2019 Place of issue: Dong Nai Department of Planning and Investment	8th Floor, Sonadezi Building, No. 1, Street 1, Bien Hoa 1 Industrial Park, An Binh Ward, Bien Hoa City, Dong Nai	2024	Resolution No. 79/NQ- HDQT-DNC dated 24/12/2024	Waste Collection Contract Transaction value: 12.460.000 VND	Purchases

APPENDIX 5

TRANSACTIONS OF INTERNAL PERSONS AND RELATED PARTIES REGARDING THE COMPANY'S SHARES

(Attached: 2024 corporate governance report – Section VII)

No.	Transaction executor	Relationship with internal person	Shares owned at the beginning		Shares owned at the end		Reason for increase/decrease (purchase, sale, conversion, bonus, etc.)
			Number of shares	Rate	Number of shares	Rate	
1	Dong Nai No.2 Construction	Related party with Mr. Tran Anh Dien – Member of Board of Directors, General Director and Ms. Nguyen Thi Lien – Member of Supervisory Board	2.154.737	24,39%	3.134.737	24,43%	Purchases
2	Nhon Trach 2 Reinforced Concrete Corporation	It is a major shareholder of the Company and a related party of internal person, Mr. Huynh Trung Hieu	0	0	3.020.000	23,53%	Purchases

Dong Nai, day month 3 year 2024

DRAFT

REPORT OF THE SUPERVISORY BOARD

Re: Inspection and Supervision of Business Operations of Dong Nai Material & Building Investment Joint Stock Company in 2024

To: The General Meeting of Shareholders.

- Pursuant to the Enterprise Law No. 59 passed by the National Assembly on June 17, 2020;
- Pursuant to the Charter of Dong Nai Material & Building Investment Joint Stock Company (DNC);
- Pursuant to the functions, duties, and operational regulations of the Supervisory Board.

The Supervisory Board reports to the General Meeting of Shareholders on the results of inspection and supervision of business operations and presents an evaluation report on the activities of the Supervisory Board in 2024 at DNC with the following contents:

I. FINANCIAL STATEMENT APPRAISAL:

Based on the 2024 financial statements of the Company, which have been audited by RSM Vietnam Auditing and Consulting Co., Ltd., the Supervisory Board has conducted an appraisal and reached the following conclusions:

The 2024 financial statements reasonably reflect the material aspects of the Company's financial position as of December 31, 2024, as well as the results of its business operations and cash flows for the fiscal year ending on the same date. The financial statements comply with Vietnamese Accounting Standards, the Vietnamese Corporate Accounting System, and relevant legal regulations on the preparation and presentation of financial statements.

II. RESULTS OF BUSINESS OPERATIONS MONITORING AND FINANCIAL STATUS:

1. Business Operations in 2024:

The implementation results of the resolutions of the General Meeting of Shareholders regarding the business plan are reflected through several key indicators as follows:

No.	Indicator	Actual 2023 (million VND)	2024 (million VND)		Performance rate (%)	
			Plan	Actual	Compared to 2023	Compared to the plan
1	Total revenue	123.440	93.192	97.263	78,79	104,37
1.1	<i>Intra-company revenue</i>	0		666		
1.2	<i>Revenue from goods</i>	118.791		94.510	79,56	

	<i>and services</i>					
1.3	<i>Income from financing activities</i>	2.305		18	0,78	
1.4	<i>Other income</i>	2.344		2.069	88,27	
2	Profit before tax	5.842	615	(7.072)		
3	Net profit after tax	5.842	615	(7.072)		
4	Tax payments to the state budget	37.489	34.000	43.948	117,23	129,26
5	Capital construction investment	1.334		931		

(Source: 2024 Audited Financial Statements)

Total revenue in 2024 reached 97.263 billion VND, achieving 104,37% of the annual target but only 78,79% compared to 2023. Net profit from business activities was 590 million VND, while profit before and after tax recorded a loss of 7.072 billion VND. The primary reasons for missing the targets set by the General Meeting of Shareholders include:

- The economic situation remained challenging, with the domestic real estate sector growing slowly. Many construction projects were either not implemented or faced delays, negatively impacting the Company's sales of construction materials.

- Legal procedures and documentation related to project execution, as well as compensation and land clearance for quarries, faced significant difficulties, affecting mining operations.

- Additionally, the Company's tax obligations to the state budget in 2024 were substantial, amounting to 43.948 million VND (with 70.750 million VND already paid during the year), significantly impacting the working capital turnover and the overall business performance of the Company.

1.1 Business Performance of Units:

1.1.1 Product Performance Compared to 2024 Targets:

Product	Unit	Plan 2024			Actual 2024		Actual / Plan (%)	
		Volume	Revenue	COGS	Volume	Revenue	Volume	Revenue
TC 5 Quarry	Tons	490.000	37.030	30.898	591.861	44.832	120,79	121,07
TC 5 Quarry	Tons		30.788	23.528		32.747		106,36
Mixed rock	Tons	480.000	22.338	18.028	654.891	29.749	136,44	133,18
Clay	m ³	130.000	8.450	5.500	48.891	2.998	37,61	35,48
Concrete	m ³					2.019		
Tuynel Brick	Pieces	16.000.000	17.280	16.784		10.371		
Other Business Activities			8.094	6.553		5.207		64,33
Total			93.192	77.763		95.176		

(Source: 2024 Audited Financial Statements)

1.1.2 Performance in 2024 Compared to 2023

Product	Unit	Actual 2024			Actual 2023			Actual 2024/ Actual 2023 (%)		
		Volume	Revenue	Gross Profit	Volume	Revenue	Gross Profit	Volume	Revenue	Gross Profit
TC 5 Quarry	Tons	591.861	44.832	10.993	594.549	48.598	13.466	99,55	92,25	81,64
TC 5 Quarry	Tons		32.747	7.661		17.143	3.227		191,02	237,40
Mixed rock	Tons	654.891	29.749	6.759	228.783	10.759	966	286,25	276,50	699,69
Clay	m ³	48.891	2.998	902	98.218	6.384	2.261	49,78	46,96	39,89
Concrete	m ³		2.019	(2.997)	29.647	34.102	(1.772)	0,00	5,92	169,13
Tuynel Brick	Pieces		10.371	(672)	11.786.244	13.816	2.467	0,00	75,07	
Other Business Activities			5.207	1.381		5.132	676		101,46	204,29
Total			95.176	16.366		118.791	18.064			

(Source: 2024 Audited Financial Statements)

1.2 Business Performance of Units:

1.2.1 Tan Cang 5 Construction Stone Quarry:

In 2024, the sales volume of stone at Tan Cang 5 Quarry reached 120,79% of the annual plan, while revenue achieved 121,07% of the plan

Compared to the same period in 2023, the sales volume reached 99,55%, revenue was 92,25%, and gross profit was 81,64%.

* Legal Procedure Difficulties:

- + Investment Certificate: In 2024, the investment certificate was adjusted for the second time on September 5, 2024, setting the project execution deadline to November 23, 2024. However, the adjusted timeframe was too short—only two months, making it impossible for the company to complete land-related procedures. On February 27, 2025, the Department of Planning and Investment approved the third adjustment, extending the project execution period to February 26, 2028.
- + Land Lease Contracts: The company has not yet renewed several land lease contracts that expired in November 2023
- + Regarding Land Issues: There are still many unresolved difficulties. The company has not been able to carry out land-use conversion or lease procedures because the project implementation timeline on the investment certificate has expired. Additionally, some land plots cannot be transferred to the company's ownership. The company has registered the land area that needs to be reclaimed in 2025 with the People's Committee of Bien Hoa City, but it has not yet been included in the list of projects approved for land reclamation by the relevant authorities.

- + The application for a permit to increase the mining depth to cote -80m has not yet been processed as the company is awaiting guidance from the 2024 Mineral Law, which will come into effect in July 2025.
- * **Current Mining Status:** Currently, the remaining reserves under the mining license of Tan Cang 5 Quarry are still substantial, estimated at over 7 million cubic meters. The Tan Cang stone source is of very high quality; however, extraction has not yet been possible due to legal land procedures and safety distance restrictions for blasting operations.

1.2.2 Thien Tan 5 Construction Stone Quarry:

Performance compared to the 2024 plan: The quarry's stone sales volume reached 136,44%, clay sales volume reached 37,61%, and total revenue from stone and clay reached 133,18% of the planned target.

Performance compared to 2023: The stone sales volume reached 286,25%, total revenue from stone and clay reached 191,02%, and the gross profit from stone and clay reached 237,4% of the previous year's figures.

* Legal Procedure Challenges:

- + **Investment Policy:** The company has made significant efforts to complete the necessary procedures for adjusting the investment policy decision, but approval was not obtained in 2024. On March 4, 2025, the People's Committee of Dong Nai Province issued a decision approving the first adjustment, extending the project timeline until February 19, 2028.
- + **Land Issues:** The company has been unable to complete land-related procedures, including acquiring land from compensated households, changing land use purposes, and leasing land as per regulations. This is due to the delay in adjusting the project timeline in the 2020 investment policy decision. Although the company has registered a 2025 land use plan, the provincial authorities have not yet approved the Vinh Cuu district's land use plan, preventing land recovery.
- * **Current Mining Status:** At present, the remaining exploitable reserves of Thien Tan 5 Quarry, as per its mining license, are estimated at over 5 million cubic meters.

1.2.3 Dong Nai Concrete Enterprise Branch: In 2024, the enterprise suffered a loss of nearly 3 billion VND.

- + In August 2024, the management board implemented a plan to lease out assets, but no suitable partner was found to rent the station.
- + In December 2024, the People's Committee of Bien Hoa City issued a notice to reclaim the land for the construction of a waterway traffic police headquarters under the Dong Nai Provincial Police Department.

1.2.4 Long Thanh Tuynel Brick Factory:

In 2024, the factory recorded a loss of 672 million VND. The downturn in the real estate market showed no signs of recovery, leading to a slowdown in the construction

industry. As a result, brick sales declined sharply, causing significant inventory buildup. Additionally, the high land lease costs imposed by the government contributed to an increase in production costs.

During the year, the factory ceased production for the first five months of 2024 (from February to the end of June). By the end of 2024, the brick inventory remained at approximately 8 million bricks.

1.2.5 Dong Nai New Materials Factory:

The acceptance and handover process for the production line has not been completed, so it cannot yet be put into operation.

2. Implementation of the General Meeting of Shareholders' resolution:

- Payment of salaries and remuneration to the Board of Directors and the Supervisory Board as per the resolution of the General Meeting of Shareholders;

- Signing an audit contract for the 2024 financial statements with RSM Vietnam Auditing & Consulting Co., Ltd.,...

- Completion of the capital increase according to the private placement plan, with the following results:

 - + Number of shares offered: 4.000.000 shares at an offering price of VND 18.200 per share

 - + Total proceeds from the offering: 72.800.000.000 VND

 - + Total costs (excluding VAT): 420.000.000 VND

 - + Net proceeds from the offering: 72.380.000.000 VND

3. Changes in Fixed Assets:

Tangible Fixed Assets:

- + In 2024, the original cost increased by 282 million VND. Specifically: the lightning protection system at Long Thanh Brick Factory cost 30,4 million VND, an office container cost 41,5 million VND, and the relocation of the office building at Tan Cang 5 Quarry cost 210 million VND.

- + The decrease in fixed assets included transportation and transmission equipment with an original cost of 595 million VND due to the liquidation of a Toyota Camry 2.4. The remaining book value was 0 VND, and the liquidation sale price was 174 million VND, resulting in other income of 161 million VND.

- + As of December 31, 2024, the remaining book value of tangible fixed assets was 79.727 million VND, of which 1.820 million VND was used as collateral to secure loans. The original cost of fully depreciated tangible fixed assets still in use was 46.388 million VND.

3. Accounts Receivable from Customers:

The total accounts receivable from customers as of December 31, 2024, was VND 21.764.014.686, with details for each unit as follows:

- Tuynel Bricks: 2.672.523.724 VND

- Concrete: 8.128.372.327 VND

- Tan Cang 5 Construction Stone Quarry: 1.956.504.119 VND
- Thien Tan 5 Construction Stone Quarry: 5.237.940.259 VND
- Other Sectors: 3.768.673.957 VND

The total doubtful debts as of December 31, 2024, amounted to 8.053.912.799 VND, with an allowance for doubtful debts of 7.551.669.301 VND already set aside.

4. Shareholder Status:

As of March 17, 2025, the date of finalizing the list of attendees for the 2025 Annual General Meeting of Shareholders, the total number of shareholders of DNC is

..... shareholders, including:

- Institutional shareholders:

Of which:

- Individual shareholder:

III. ASSESSMENT OF THE MANAGEMENT AND OPERATION OF THE BOARD OF DIRECTORS, GENERAL DIRECTOR, OTHER EXECUTIVES, AND RELATED PARTY TRANSACTIONS:

1. Results of Supervision of the Board of Directors (BOD):

- The BOD consists of 05 members, including 01 member with concurrent roles. The BOD has assigned specific tasks to each member and operates in accordance with its functions and duties as stipulated by law and the Company's Charter.
- The BOD has implemented the resolutions of the Annual General Meeting of Shareholders, organized meetings, and regularly sought opinions in writing to address matters within its authority as per legal regulations and the Company's Charter. The Supervisory Board assesses that the BOD's activities have been timely in meeting the requirements of production and business operations.
- The BOD regularly monitors the activities of the Management Board, provides strategic direction for production and business plans, and oversees management activities within its scope of authority. It has also implemented and executed the resolutions of the General Meeting of Shareholders in production and business activities.

2. Results of Supervision of the General Director and Other Executives of the Company:

- As of the end of 2024, the General Director's Board consists of 03 members (01 Deputy General Director appointed on October 1, 2024, and 01 Deputy General Director appointed on December 24, 2024). The General Director is the legal representative of the Company.
- In managing and operating activities, the General Director and other executives have implemented the resolutions and decisions of the BOD, fulfilling their functions, duties, and authority as regulated.

3. Assessment of Coordination Between the Supervisory Board, the Board of Directors, the General Director, and Shareholders:

- The Supervisory Board (SB) was invited to attend meetings of the Board of Directors (BOD), provided with requested information, and collaborated with the BOD and the General Director to stay informed about the Company's operations. Based on this, the SB made proposals, discussed, and contributed opinions to ensure that the Company's activities are appropriate and safeguard the interests of shareholders.
- Regarding Shareholders: The SB did not receive any requests or complaints from shareholders.

4. Report on the Evaluation of Transactions Between the Company and Related Organizations or Individuals ...

- Transactions related to the above-mentioned matters were conducted in compliance with the Company's governance regulations, ensuring transparency and fairness in protecting shareholders' interests.
- The Company's governance situation in 2024 was fully reported regarding related transactions, and the information was disclosed on the Company's website on January 20, 2025, and submitted to the State Securities Commission and the Ho Chi Minh City Stock Exchange as per regulations.

IV. SELF-ASSESSMENT REPORT ON THE ACTIVITIES OF THE SUPERVISORY BOARD:

1. Assessment of the Supervisory Board's and Supervisors' Activities in 2024:

The Supervisory Board for the term IV (2021-2026) consists of three members. In 2024, the Head of the Supervisory Board worked full-time at the Company. The SB organized meetings with full participation of its members to discuss and agree on contributions and to establish a plan for inspection and supervision activities. During the year, the SB performed its functions and duties in accordance with legal regulations, the Company's Charter, and the SB's operating regulations. The tasks carried out in 2024 as per the plan are as follows:

- Conducted inspections and supervision of the Board of Directors' activities and oversaw the management and operation of production and business activities by the General Director.
- Reviewed and evaluated the 2023 financial report and presented it at the 2024 Annual General Meeting of Shareholders; reviewed the quarterly financial reports for 2024; monitored the recording of documents and accounting books; and reviewed compliance with information disclosure regulations,...
- The SB monitored the Company's production and business activities through financial reports, financial supervision reports, and other Company reports to provide timely opinions, proposals, and recommendations to improve operations and ensure compliance with legal regulations.
- The SB identified its limitations as follows: it did not participate in the physical inventory of assets, cash on hand, materials, goods, or work-in-progress as of December 31, 2024; did not verify or reconcile input invoices and documents declared for

deductions and recorded in 2024; did not organize reconciliation or confirmation of receivables and payables; and conducted inspections using sampling methods based on data from financial reports, accounting records, invoices, and documents provided by the Company at the time of inspection,...

2. Remuneration, Operating Expenses, and Other Benefits of the Supervisory Board and Its Individual Members.

The salaries, remuneration, and bonuses of the Supervisory Board are implemented in accordance with the resolution of the 2024 Annual General Meeting of Shareholders and settled based on Circular No. 28 dated September 1, 2016, of the Ministry of Labor, Invalids, and Social Affairs.

During the year, the Supervisory Board did not incur any operating expenses. Details are as follows:

No	Fullname	Fullname	Salaries (million VND)	Remuneration (million VND)
1	Ho Thi Minh Tam	Head of Supervisory Board (Appointed on 08/4/2024)	209	
2	Phan Thuy Doan	Head of Supervisory Board (Dismissed on 08/4/2024)		16
3	Nguyen Thi Lien	Member		48
4	Le Thi Yen	Member		48
	Total		209	112

3. Summary of the Supervisory Board's Meetings and Conclusions, Recommendations; Results of Monitoring the Company's Operations and Financial Status.

Throughout the year, the Supervisory Board regularly exchanged information related to supervisory activities and conducted three meetings, with the main contents as follows:

- Approval of the 2023 supervisory results to be presented in the report to the 2024 General Meeting of Shareholders;
- Election of the Head of the Supervisory Board;
- Approval of the nine-month supervisory results to be submitted in a report to the Board of Directors and the General Director.

4. The Supervisory Board's Activity Plan for 2025:

- * Operating Budget Plan for 2025: VND 20.000.000/year (covering professional training; meetings, discussions, and workshops; travel expenses; hiring experts, etc.)
- * Activity Plan: Based on the functions and duties stipulated in the Enterprise Law, the Company's Charter, and operational regulations, the Supervisory Board has developed the 2025 plan with the following key tasks:

- Conduct inspection and supervision of the Board of Directors' activities and oversee the management and operation of production and business activities by the General Director;
- Review and evaluate quarterly and annual financial reports;
- Monitor the Company's production and business activities through financial reports, financial monitoring reports, other company reports, and ensure compliance with legal regulations;
- Coordinate with the Company's functional departments/units to review compliance with legal regulations, the Company's Charter, resolutions of the General Meeting of Shareholders, resolutions of the Board of Directors, and the Company's internal regulations in production and business activities, as well as handle other tasks as they arise,...
- Monitoring the implementation of previous year's recommendations.

5. Observations and Recommendations of the Supervisory Board:

5.1 Observations:

- Certain unresolved issues from previous years still remain:
 - + Long Phuoc 1 Industrial Cluster Project – Long Thanh District, Dong Nai Province: As recorded in the accounting books as of December 31, 2024, the capital contribution from investors amounting to 700.000.000 VND and the project preparation costs amounting to 720.212.631 VND are still recognized and have not yet been processed.
 - + DNC Building Project: The project was initiated in 2008 but has been on hold to date. As of December 31, 2024, the business costs of the project are recorded at 945.711.936 VND.
 - + Project of the New Material Factory (Non-fired Bricks): The project was approved by the Board of Directors in 2017 and an adjustment to the project was approved in November 2018. In April 2018, the Company signed Contract No. 181/2018/HĐ-DNC for the installation of technological equipment. In September 2020, the production line began trial operations, but to date, it has not yet been officially accepted, handed over, or put into full operation.
- Regarding accounting work: The Company has relatively fully and promptly complied with the requirements for preparing and submitting reports and fulfilling its obligations to the State. Accounting records are maintained adequately as per regulations, accounting entries are relatively clear, and the arrangement and storage of documents are reasonable, facilitating inspection and data reconciliation. However, the fulfillment of obligations to the State budget has been delayed due to the Company's lack of sufficient funds to make payments.

5.2 Recommendations

- The Supervisory Board acknowledges that in 2024, the Company's leadership has made significant efforts in debt recovery. However, many outstanding debts remain unresolved. The Company's leadership needs to continue implementing more

proactive measures to handle and recover debts to effectively utilize the Company's working capital;

- Regarding the Tan Cang 5 Stone Quarry and Th.Tan 5 Stone Quarry: To avoid financial risks for the Company, the Management Board needs to complete all legal procedures and documentation to commence exploitation;
- Regarding the Long Thanh Tuynel Brick Factory: The Management Board needs to review the production plan and enhance sales and product distribution efforts to clear inventory. Measures should be implemented to manage costs efficiently, reduce production costs, and improve competitiveness with similar products in the market;
- Regarding the New Material Factory Project (Non-fired Bricks): The production line has been installed and trial operations have started, but it has not yet been accepted or handed over for official use. The Management Board is requested to review all related documentation and devise a plan to promptly finalize the project, as well as reassess its effectiveness to propose suitable solutions;
- Regarding the Long Phuoc Industrial Cluster Project: The Management Board is recommended to review and propose a plan to settle all revenues and expenditures related to this project.
- Regarding the DNC Building Project: The Management Board should urgently propose a business plan that complies with regulations to increase revenue and bring efficiency to the Company.
- The Management Board needs to expedite coordination with relevant authorities to reassess the land rental rates for the plots currently used for the Company's business operations, ensuring that costs and business performance are accurately reflected in each financial year.

The above is the Report on the inspection and supervision of the Company's production and business activities, as well as the evaluation report on the activities of the Supervisory Board in 2024. Respectfully submitted to the General Meeting of Shareholders for consideration and approval.

Respectfully submitted.

Recipients:

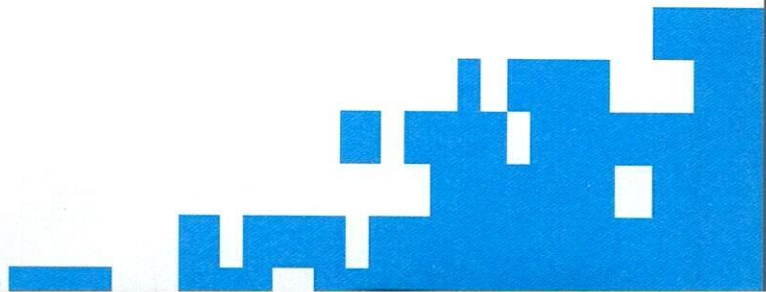
- As above;
- BOD;
- Archived: SB.

**O/B. BOARD OF SUPERVISORS
HEAD OF THE BOARD**

Ho Thi Minh Tam

**DONG NAI MATERIAL & BUILDING
INVESTMENT JOINT STOCK COMPANY**

AUDITED FINANCIAL STATEMENTS
For the financial year ended 31 December 2024



DONG NAI MATERIAL & BUILDING INVESTMENT JOINT STOCK COMPANY

Address: 138, Quarter 1, Nguyen Ai Quoc Street (formerly National Highway 1K),
Trang Dai Ward, Bien Hoa City, Dong Nai Province, Vietnam

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DONG NAI MATERIAL & BUILDING INVESTMENT JOINT STOCK COMPANY

Address: 138, Quarter 1, Nguyen Ai Quoc Street (formerly National Highway 1K),
Trang Dai Ward, Bien Hoa City, Dong Nai Province, Vietnam

MANAGEMENT'S REPORT

Management of Dong Nai Material & Building Investment Joint Stock Company (hereinafter referred to as "the Company") hereby presents its report and the audited financial statements of the Company for the financial year ended 31 December 2024.

MEMBERS OF THE BOARD OF DIRECTORS, THE SUPERVISORY COMMITTEE AND MANAGEMENT

Members of the Board of Directors during the year and on the date of this report include:

<u>Full name</u>	<u>Position</u>
Mr. Truong Viet Hoang Son	Chairman (appointed on 08 April 2024)
Mr. Truong Cuong	Chairman (dismissed on 08 April 2024)
Mr. Truong Cuong	Member (from 08 April 2024)
Mr. Tran Anh Dien	Member
Mr. Tran Anh Dung	Member (resigned on 17 February 2025)
Mr. Vu Trong Dung	Member
Mr. Nguyen Tien Toan	Member (dismissed on 08 April 2024)

Members of the Supervisory Committee during the year and on the date of this report include:

<u>Full name</u>	<u>Position</u>
Ms. Ho Thi Minh Tam	Head (appointed on 08 April 2024)
Ms. Phan Thuy Doan	Head (dismissed on 08 April 2024)
Ms. Nguyen Thi Lien	Member
Ms. Le Thi Yen	Member (resigned on 19 February 2025)

Members of management during the year and on the date of this report include:

<u>Full name</u>	<u>Position</u>
Mr. Tran Anh Dien	General Director (appointed on 05 December 2024)
Mr. Tran Anh Dung	General Director (dismissed on 05 December 2024)
Mr. Huynh Trung Hieu	Vice General Director (appointed on 24 December 2024)
Ms. Pham Thai Hoai Huong	Vice General Director (from 01 October 2024 to 20 February 2025)
Mr. Nguyen Tien Toan	Vice General Director (dismissed on 15 January 2025)

AUDITOR

The accompanying financial statements of the Company for the financial year ended 31 December 2024 were audited by RSM Vietnam Auditing & Consulting Company Limited, a member firm of RSM International.

(See the next page)

DONG NAI MATERIAL & BUILDING INVESTMENT JOINT STOCK COMPANY

Address: 138, Quarter 1, Nguyen Ai Quoc Street (formerly National Highway 1K),
Trang Dai Ward, Bien Hoa City, Dong Nai Province, Vietnam

MANAGEMENT'S REPORT (CONTINUED)

RESPONSIBILITY OF MANAGEMENT

The Company's management is responsible for preparing the financial statements of each period which give a true and fair view of the financial position of the Company and the results of its operations and its cash flows. In preparing these financial statements, management is required to:

- Select suitable accounting policies and then apply them consistently.
- Make judgments and estimates that are reasonable and prudent.
- State whether applicable accounting principles have been followed, subject to any departures that need to be disclosed and explained in the financial statements.
- Prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business; and
- Design and implement the internal control system effectively for a fair preparation and presentation of the financial statements so as to mitigate error or fraud.

Management is responsible for ensuring that proper accounting records are kept, which disclose, with reasonable accuracy at any time, the financial position of the Company and ensure that the financial statements comply with Vietnamese Accounting Standards, Vietnamese Corporate Accounting System, and prevailing accounting regulations in Vietnam. Management is also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Management confirms that the Company has complied with the above requirements in preparing these financial statements.

STATEMENT BY MANAGEMENT

In management's opinion, the accompanying financial statements give a true and fair view of the financial position of the Company as at 31 December 2024 and the results of its operations and its cash flows for the financial year then ended in accordance with the Vietnamese Accounting Standards, Vietnamese Corporate Accounting System, and prevailing accounting regulations in Vietnam.

For and on behalf of management,





Tran Anh Dien
General Director

Dong Nai, 07 March 2025

RSM Vietnam

3A Floor, L'Mak The Signature Building
147-147Bis Hai Ba Trung Street
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Ho Chi Minh City, Vietnam

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contact_hcm@rsm.com.vn

www.rsm.global/vietnam

No: 79/2025/KT-RSMHCM

INDEPENDENT AUDITOR'S REPORT

**To: Shareholders
Members of the Board of Directors
Members of management
DONG NAI MATERIAL & BUILDING INVESTMENT JOINT STOCK COMPANY**

Report on the financial statements

We have audited the accompanying financial statements of Dong Nai Material & Building Investment Joint Stock Company (hereinafter referred to as "the Company") prepared on 07 March 2025 as set out from page 05 to page 34, which comprise the statement of financial position as at 31 December 2024, and the income statement, and cash-flow statement for the financial year then ended, and the notes to the financial statements.

Management's Responsibility

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Vietnamese Accounting Standards and Vietnamese Corporate Accounting System and relevant legislation as to the preparation and presentation of financial statements and for such internal control as management determines is necessary to enable the preparation and presentation of the financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Vietnamese Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

INDEPENDENT AUDITOR'S REPORT (CONTINUED)**Opinion**

In our opinion, the accompanying financial statements give a true and fair view of the financial position of Dong Nai Material & Building Investment Joint Stock Company as at 31 December 2024, and of the results of its financial performance and its cash flows for the financial year then ended in accordance with Vietnamese Accounting Standards and Vietnamese Corporate Accounting System issued under Circular 200/2014/TT-BTC dated 22 December 2014 and Circular 53/2016/TT-BTC dated 21 March 2016 by Ministry of Finance and relevant legislation as to the preparation and presentation of financial statements.

pp GENERAL DIRECTOR**Luc Thi Van****Vice General Director**Audit Practice Registration Certificate:
0172-2023-026-1**Le Viet Ha****Auditor**Audit Practice Registration Certificate:
4732-2024-026-1**RSM Vietnam Auditing & Consulting Company Limited***Ho Chi Minh City, 07 March 2025*

As disclosed in Note 2.1 to the financial statements, the accompanying financial statements are not intended to present the financial position, financial performance, and cash flows in accordance with accounting principles and practices generally accepted in countries and jurisdictions other than Vietnam.

DONG NAI MATERIAL & BUILDING INVESTMENT JOINT STOCK COMPANY

Address: 138, Quarter 1, Nguyen Ai Quoc Street (formerly National Highway 1K),
Trang Dai Ward, Bien Hoa City, Dong Nai Province, Vietnam

Form B 01 - DN

STATEMENT OF FINANCIAL POSITION

As at 31 December 2024

Expressed in VND

ASSETS	Code	Notes	As at 31 Dec. 2024	As at 01 Jan. 2024
A. CURRENT ASSETS	100		53,263,331,043	34,454,582,219
I. Cash and cash equivalents	110		23,515,577,887	4,639,067,192
1. Cash	111	4.1	23,515,577,887	4,639,067,192
II. Current financial investments	120		203,390,685	-
1. Held to maturity investments	123		203,390,685	-
III. Current account receivables	130		16,359,650,595	19,588,958,097
1. Trade receivables	131	4.2	21,764,014,386	23,375,529,037
2. Advances to suppliers	132		1,750,021,790	2,595,218,774
3. Other current receivables	136		397,283,720	520,235,690
4. Provision for doubtful debts	137	4.3	(7,551,669,301)	(6,902,025,404)
IV. Inventories	140		10,170,684,635	9,419,300,547
1. Inventories	141	4.4	10,170,684,635	9,419,300,547
V. Other current assets	150		3,014,027,241	807,256,383
1. Current prepayments	151		2,262,770,858	56,000,000
2. Tax and other receivables from the state budget	153	4.10	751,256,383	751,256,383
B. NON-CURRENT ASSETS	200		149,522,273,313	150,961,834,483
I. Non-current account receivables	210		13,201,709,318	8,120,831,678
1. Other non-current receivables	216	4.5	13,201,709,318	8,120,831,678
II. Fixed assets	220		10,309,577,825	14,020,857,732
1. Tangible fixed assets	221	4.8	10,259,577,813	13,960,857,724
Cost	222		79,726,714,984	80,040,306,003
Accumulated depreciation	223		(69,467,137,171)	(66,079,448,279)
2. Intangible fixed assets	227		50,000,012	60,000,008
Cost	228		359,296,027	359,296,027
Accumulated amortisation	229		(309,296,015)	(299,296,019)
III. Non-current assets in process	240		22,356,347,967	22,003,508,543
1. Construction in progress	242	4.6	22,356,347,967	22,003,508,543
IV. Other non-current assets	260		103,654,638,203	106,816,636,530
1. Non-current prepayments	261	4.7	103,654,638,203	106,816,636,530
TOTAL ASSETS (270 = 100 + 200)	270		202,785,604,356	185,416,416,702

(See the next page)

DONG NAI MATERIAL & BUILDING INVESTMENT JOINT STOCK COMPANYAddress: 138, Quarter 1, Nguyen Ai Quoc Street (formerly National Highway 1K),
Trang Dai Ward, Bien Hoa City, Dong Nai Province, Vietnam

Form B 01 - DN

STATEMENT OF FINANCIAL POSITION (CONTINUED)

As at 31 December 2024

Expressed in VND

RESOURCES	Code	Notes	As at 31 Dec. 2024	As at 01 Jan. 2024
C. LIABILITIES	300		38,473,659,758	86,412,264,043
I. Current liabilities	310		24,801,031,236	69,712,154,090
1. Trade payables	311	4.9	6,829,323,933	20,887,478,196
2. Advances from customers	312		780,783,834	817,654,944
3. Taxes and amounts payable to the state budget	313	4.10	9,871,398,715	36,672,968,403
4. Payables to employees	314	4.11	1,909,521,921	2,061,971,386
5. Accrued expenses	315		216,219,455	377,655,783
6. Other current payables	319		1,234,117,148	1,285,312,148
7. Current loans	320	4.12	3,560,053,000	7,202,500,000
8. Bonus and welfare fund	322		399,613,230	406,613,230
II. Non-current liabilities	330		13,672,628,522	16,700,109,953
1. Other non-current payables	337	4.13	10,461,251,765	10,461,251,765
2. Non-current loans	338	4.12	-	3,560,053,000
3. Non-current provisions	342	4.14	3,211,376,757	2,678,805,188
D. OWNER'S EQUITY	400		164,311,944,598	99,004,152,659
I. Equity	410	4.15	164,311,944,598	99,004,152,659
1. Owner's contributed capital	411		128,340,000,000	88,340,000,000
Ordinary shares carrying voting rights	411a		128,340,000,000	88,340,000,000
2. Share premiums	412		32,380,000,000	-
3. Investment and development fund	418		18,205,427,084	18,205,427,084
4. Retained earnings	421		(14,613,482,486)	(7,541,274,425)
Beginning accumulated retained earnings	421a		(7,541,274,425)	(13,383,495,153)
Retained earnings of the current year	421b		(7,072,208,061)	5,842,220,728
TOTAL RESOURCES (440 = 300 + 400)	440		202,785,604,356	185,416,416,702

Approved by

Tran Anh Dien
General Director

Dong Nai, 07 March 2025

Prepared by

Le Thi Hong
Accountant

DONG NAI MATERIAL & BUILDING INVESTMENT JOINT STOCK COMPANYAddress: 138, Quarter 1, Nguyen Ai Quoc Street (formerly National Highway 1K),
Trang Dai Ward, Bien Hoa City, Dong Nai Province, Vietnam

Form B 02 - DN

INCOME STATEMENT

For the financial year ended 31 December 2024

Expressed in VND

ITEMS	Code	Notes	Year 2024	Year 2023
1. Revenue	1	5.1	94,510,130,009	118,791,005,650
2. Net revenue	10		94,510,130,009	118,791,005,650
3. Cost of sales	11	5.2	78,144,426,028	100,726,607,180
4. Gross profit	20		16,365,703,981	18,064,398,470
5. Finance income	21		17,890,399	2,304,892,147
6. Finance expense	22		1,060,341,483	1,732,681,518
<i>Of which, interest expense</i>	23		1,060,341,483	1,727,334,600
7. Selling expense	25	5.3	2,005,124,324	2,885,896,765
8. General and administrative expense	26	5.4	12,728,107,006	12,120,504,608
9. Operating profit	30		590,021,567	3,630,207,726
10. Other income	31		2,068,517,026	2,343,889,756
11. Other expense	32	5.5	9,730,746,654	131,876,754
12. Net other income	40		(7,662,229,628)	2,212,013,002
13. Accounting profit before tax	50		(7,072,208,061)	5,842,220,728
14. Current corporate income tax expense	51	5.7	-	-
15. Net profit after tax	60		(7,072,208,061)	5,842,220,728
16. Basic earnings per share	70	4.15.5	(760)	661
17. Diluted earnings per share	71	4.15.5	(760)	661

Approved by

Tran Anh Dien
General Director

Dong Nai, 07 March 2025

Prepared by

Le Thi Hong
Accountant

DONG NAI MATERIAL & BUILDING INVESTMENT JOINT STOCK COMPANYAddress: 138, Quarter 1, Nguyen Ai Quoc Street (formerly National Highway 1K),
Trang Dai Ward, Bien Hoa City, Dong Nai Province, Vietnam

Form B 03 - DN

CASH FLOW STATEMENT**(Indirect method)**

For the financial year ended 31 December 2024

Expressed in VND

ITEMS	Code	Notes	Year 2024	Year 2023
I. CASH FLOWS FROM OPERATING ACTIVITIES				
1. Net profit /(loss) before taxation	01		(7,072,208,061)	5,842,220,728
2. Adjustment for:				
Depreciation and amortisation	02		3,993,175,833	4,638,927,486
Provisions	03	5.6	1,182,215,466	1,604,448,950
Gains/losses from investment	05		(224,384,473)	(2,830,356,036)
Interest expense	06		1,060,341,483	1,727,334,600
3. Operating profit /(loss) before adjustments to working capital	08		(1,060,859,752)	10,982,575,728
Increase or decrease in accounts receivable	09		(2,501,214,035)	3,498,211,965
Increase or decrease in inventories	10		(751,384,088)	(4,064,482,076)
Increase or decrease in accounts payable (excluding interest expense and CIT payable)	11		(41,118,604,026)	(4,775,663,011)
Increase or decrease prepaid expenses	12		955,227,469	436,413,376
Interest paid	14		(1,060,341,483)	(1,727,334,600)
Other cash outflows from operating activities	17		(7,000,000)	(199,600,000)
Net cash from operating activities	20		(45,544,175,915)	4,150,121,382
II. CASH FLOWS FROM INVESTING ACTIVITIES				
1. Acquisition and construction of fixed assets and other non-current assets	21		(1,197,807,178)	(1,496,100,142)
2. Proceeds from disposals of fixed assets and other non-current assets	22		206,494,074	525,463,889
3. Loans to other entities and payments for purchase of debt instruments of other entities	23		(200,000,000)	-
4. Proceeds from sales of investments in other entities	26		-	4,350,706,152
5. Interest and dividends received	27		14,499,714	4,785,995
Net cash from investing activities	30		(1,176,813,390)	3,384,855,894

(See the next page)

DONG NAI MATERIAL & BUILDING INVESTMENT JOINT STOCK COMPANYAddress: 138, Quarter 1, Nguyen Ai Quoc Street (formerly National Highway 1K),
Trang Dai Ward, Bien Hoa City, Dong Nai Province, Vietnam

Form B 03 - DN

CASH FLOW STATEMENT

(Indirect method)

For the financial year ended 31 December 2024

Expressed in VND

ITEMS	Code	Notes	Year 2024	Year 2023
III. CASH FLOWS FROM FINANCING ACTIVITIES				
1. Proceeds from issuing stocks and capital contribution from owners	31	4.15.3	72,800,000,000	-
2. Proceeds from borrowings	33	6.1	7,000,000,000	-
3. Repayment of borrowings	34	6.2	(14,202,500,000)	(7,465,000,000)
Net cash from financing activities	40		65,597,500,000	(7,465,000,000)
NET INCREASE/(DECREASE) IN CASH (50 = 20+30+40)	50		18,876,510,695	69,977,276
Cash and cash equivalents at beginning of year	60		4,639,067,192	4,569,089,916
CASH AND CASH EQUIVALENTS AT END OF YEAR (70 = 50+60+61)	70	4.1	23,515,577,887	4,639,067,192

Approved by

Tran Anh Dien
General Director

Dong Nai, 07 March 2025

Prepared by

Le Thi Hong
Accountant

No.: /TTr-DNC

Dong Nai, day month year 2025

PROPOSAL

Regarding the 2024 profit distribution plan And the 2025 profit distribution plan

To: General Meeting of Shareholders.

- Pursuant to Enterprise Law No. 59/2020/QH14 dated June 17th, 2020;
- Pursuant to the Charter of Dong Nai Material & Building Investment Joint Stock Company;
- Pursuant to Resolution No. 55/NQ.DHDCD-DNC dated April 8, 2024, issued by the 2024 Annual General Meeting of Shareholders.

The Board of Directors respectfully submits to the 2025 Annual General Meeting of Shareholders for consideration and approval of the following matter:

1. Profit Distribution Plan for 2024

No.	Item	Ratio	Value (VND)
1	Net Profit after corporate income tax in 2024		(7.072.208.061)
2	Allocations to reserves	0%	0
3	Retained earnings from previous years		(7.541.274.425)
4	Dividend distribution	0%	0
5	Retained earnings carried forward to the next year		(14.613.482.486)

2. Profit Distribution Plan for 2025

No.	Details	Ratio	Value (VND)
1	Net Profit after corporate income tax in 2025		1.002.600.000
2	Retained earnings from previous years		(14.613.482.486)
3	Allocations to reserves	0%	0
4	Dividend distribution	0%	0
5	Retained earnings carried forward to the next year		(13.610.882.486)

Respectfully submit to the General Meeting of Shareholders for consideration and approval.

Sincerely.

Recipients:

- As above;
- Archived: Files.

**O/B. BOARD OF DIRECTORS
CHAIRMAN**

Truong Viet Hoang Son

PROPOSALS

Regarding the salaries of executives, the salaries and remuneration of the Board of Directors, the Supervisory Board, and the Secretary of the Board of Directors for 2024 and the plan for 2025.

To: The General Meeting of Shareholders

Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020;

Pursuant to the Charter of Dong Nai Material & Building Investment Joint Stock Company;

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the salaries of executives, as well as the salaries and remuneration of the Board of Directors, the Supervisory Board, and the Secretary of the Board of Directors, as follows:

1. Report on the salaries of executives for 2024.

No.	Full name	Position	Payment (VND)
1	Tran Anh Dien	General Director (Appointed on 05/12/24)	25.424.029
2	Tran Anh Dung	General Director (Dismissed on 05/12/24)	347.214.550
3	Huynh Trung Hieu	Deputy General Director (Appointed on 24/12/24)	6.839.563
4	Pham Thai Hoai Huong	Deputy General Director (Dismissed on 01/10/24)	74.000.000
5	Nguyen Tien Toan	Deputy General Director	301.700.000
6	Nguyen Tu Loan	Chief Accountant	280.987.000

2. Salaries and Remuneration of the Board of Directors, Supervisory Board, and Secretary of the Board of Directors for 2024.

- Total salary of the full-time Chairman of the Board of Directors: 138.864.000 VND.

- Remuneration fund for non-executive managers: 396.000.000 VND.

No.	Position	Plan (VND/person/month)	Actual (VND/person/month)
1	Chairman of the Board of Directors	5.000.000	5.000.000
2	Member of the Board of Directors	5.000.000	5.000.000
3	Head of the Supervisory Board	5.000.000	5.000.000
4	Member of the Supervisory	4.000.000	4.000.000

No.	Position	Plan (VND/person/month)	Actual (VND/person/month)
1	Chairman of the Board of Directors	5.000.000	5.000.000
	Board		
5	Secretary of the Board of Directors	4.000.000	4.000.000

3. Salary and remuneration plan for the Board of Directors, Supervisory Board, and Board Secretary in 2025.

The provisional salary and remuneration for the Board of Directors, Supervisory Board, and Board Secretary in 2024 are as follows:

- The monthly provisional salary for the full-time Head of the Supervisory Board is 22.000.000 VND/month.

- Remuneration for non-executive managers:

+ Chairman of the Board of Directors: 5.000.000 VND/month.

+ Board members: 5.000.000 VND/person/month.

+ Supervisory Board members: 4.000.000 VND/person/month.

- Remuneration for the Board Secretary: 4.000.000 VND/month.

The salary and remuneration fund for 2025 will be finalized based on the company's business performance in 2025 and in accordance with Circular No. 28/TT-BLĐTBXH dated September 1, 2016.

If there are any changes in salary, remuneration, or bonus policies by the government, the Board of Directors will implement them in accordance with regulations and report to the General Meeting of Shareholders in 2026.

We respectfully submit this proposal for consideration and approval by the General Meeting of Shareholders.

Sincerely.

Recipients:

- As above;
- Archive: Vt.

**On behalf of the BOARD OF DIRECTORS
CHAIRMAN**

Truong Viet Hoang Son

PROPOSAL

Regarding the selection of the auditing firm for the 2025 Financial Statements

To: General Meeting of Shareholders.

- Pursuant to Enterprise Law No. 59/2020/QH14 dated June 17th, 2020;
- Pursuant to the Charter of Dong Nai Material & Building Investment Joint Stock Company
- Pursuant to Decision No. 2730/QĐ-BTC dated November 15, 2024, issued by the Ministry of Finance, approving the list of audit firms authorized to audit public interest entities in 2025.

To conduct the audit of the 2025 financial statements of the Company in accordance with regulations, the Supervisory Board respectfully submits to the General Meeting of Shareholders for consideration the proposal of the following three auditing firms to audit the 2025 financial statements:

No.	Auditing firms	Location
1	RSM VIETNAM AUDITING & CONSULTING COMPANY LIMITED	147-147 Bis Hai Ba Trung Street, Vo Thi Sau Ward, District 3, Ho Chi Minh City
2	VACO AUDITING COMPANY LIMITED	12A Floor, 319 Corporation Building, No. 63 Le Van Luong Street, Trung Hoa Ward, Cau Giay District, Hanoi City
3	A&C AUDITING AND CONSULTING COMPANY LIMITED	02 Truong Son Street, Ward 2, Tan Binh District, Ho Chi Minh City

The Supervisory Board respectfully requests the General Meeting of Shareholders to authorize the Board of Directors to negotiate and select one of the above audit firms to conduct the 2025 financial statement audit, in compliance with current regulations.

Respectfully submitted./.

Recipients:

- As above;
- Archived: Files, BOS.

O/B. BOARD OF SUPERVISORS
HEAD OF THE BOARD

HO THI MINH TAM

PROPOSAL

Re: The Modification of Company Logo and Product Logo





To: The General Meeting of Shareholders

Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020;

Pursuant to the Charter of Dong Nai Material & Building Investment Joint Stock Company.

To enhance the value and brand recognition of Dong Nai Material & Building Investment Joint Stock Company (DNC), as well as to improve the professionalism and competitiveness of the Company, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the proposal to modify the Company logo and Product logo, as follows:

1. Modification of Company Logo and Brick Product Logo

No.	Item	Current logo	Proposed new logo
1	Company Logo		
2	Brick Product Logo		

The new logos after being modified will be implemented as part of the Company's brand identity system and will be uniformly applied across all official documents, contracts, products, marketing materials, and media channels owned by Dong Nai Material & Building Investment Joint Stock Company.

2. Authorization for the Board of Directors

To ensure flexibility in implementation, the General Meeting of Shareholders grants authorization to the Board of Directors to amend the Company's Charter to align with the new logo.

The amendments will be limited to aspects related to brand identity and will not affect shareholders' rights.

Submitted to the General Meeting of Shareholders for consideration and approval.

Respectfully submitted.

Recipients:

- As above;
- Archived: Files.

**O/B. BOARD OF DIRECTORS
CHAIRMAN**

Truong Viet Hoang Son

PROPOSAL

Re: Adjustment of the plan for using proceeds from the private placement of shares

To : The General Meeting of Shareholders

Pursuant to Enterprise Law No. 59/2020/QH14 dated June 17, 2020;

Pursuant to Law on Securities No. 54/2019/QH14 dated November 26, 2019;

Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain provisions of the Law on Securities;

Pursuant to the Charter of Dong Nai Material & Building Investment Joint Stock Company;

Pursuant to Resolution No. 55/NQ.ĐHĐCĐ-DNC dated April 8, 2024, of the Annual General Meeting of Shareholders (enclosed with Proposal No. 69/TTr-DNC dated March 29, 2024); Resolution No. 59/NQ.ĐHĐCĐ-DNC dated July 18, 2024, of the General Meeting of Shareholders (by written opinion collection);

Pursuant to Resolution No. 68/NQ-HĐQT-DNC dated September 23, 2024, of the Board of Directors on the adjustment and supplementation of the plan for using proceeds from the share issuance; Resolution No. 77/NQ-HĐQT-DNC dated December 4, 2024, of the Board of Directors on the adjustment of the plan for using proceeds from the private placement of shares to increase the Company's charter capital.

The Board of Directors respectfully reports and submits to the General Meeting of Shareholders the adjustment to the utilization plan for the proceeds from the private placement of shares, specifically as follows:

1. Adjustment of the plan for using proceeds from the private placement

Pursuant to Resolution No. 55/NQ.ĐHĐCĐ-DNC dated April 8, 2024, of the Annual General Meeting of Shareholders (enclosed with Proposal No. 69/TTr-DNC dated March 29, 2024), and Resolution No. 59/NQ.ĐHĐCĐ-DNC dated July 18, 2024, of the General Meeting of Shareholders (by written opinion collection), which approved the private placement of shares, the plan for using the proceeds, and the results of the private placement, the Company has utilized the proceeds from the offering (VND 72,8 billion) according to the plan approved by the General Meeting of Shareholders, as follows:

No.	Purpose of capital use	Planned capital use approved under Resolution No. 59/NQ-DHĐCĐ-DNC (million VND)	Amount used to date (million VND)	Remaining unused amount (million VND)	Reason for unutilized proceeds
1	Payment of outstanding government obligations.	34.843	27.988	4.602	(*)
2	Payment of bank loans, payables to suppliers, other due obligations, additional investment in fixed assets, and working capital for business operations.	37.957	26.652	13.558	(*)
Total		72.800	54.640	18.160	

(*) The Company has deployed the proceeds from the private placement in accordance with the approved objectives and plan as passed by the General Meeting of Shareholders and the Board of Directors. However, due to the extended timeline of the issuance process compared to the initial plan, some expenses have already been settled using the Company's internally generated cash flow from business operations.

For the remaining unused proceeds from the private placement (VND 18,16 billion), to align with the actual situation and comply with legal regulations, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval of an extension of the capital utilization timeline and an adjustment to the capital utilization plan for the remaining amount as follows:

No.	Purpose of capital use	Amount (million VND)	Planned utilization timeline
1	Additional working capital for business operations; Payment of outstanding government obligations; Payment of bank loans, payables to suppliers, and other due obligations; Payment of project management costs and construction costs.	18.160	Expected in Q2 - Q3 2025
Total		18.160	

2. Authorization from the General Meeting of Shareholders to the Board of Directors

Based on the adjusted plan for utilizing the proceeds from the private placement as outlined above, the General Meeting of Shareholders authorizes and assigns the Board of Directors the authority to determine the detailed capital utilization plan, including making necessary adjustments to the capital allocation in accordance with the actual situation, if deemed necessary, and reporting to the General Meeting of Shareholders at the nearest meeting. The Board of Directors shall proactively and appropriately allocate the actual proceeds from the offering to the purposes stated in this plan or other purposes, provided that such allocations do not cause any harm to the Company.

Submitted to the General Meeting of Shareholders for consideration and approval.

Respectfully submitted.

Recipients:

- As above;
- Archived: Files.

**O/B. BOARD OF DIRECTORS
CHAIRMAN**

Truong Viet Hoang Son

PROPOSAL

Re: Amendments and Supplements to the Company's Charter, Internal Corporate Governance Regulations, and Board of Directors' Operational Regulations

To : The General Meeting of Shareholders

Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020;

Pursuant to the Amended Law No. 03/2022/QH15 dated January 11, 2022;

Pursuant to the current Charter, the Board of Directors' Operational Regulations, and the Internal Corporate Governance Regulations of Dong Nai Material & Building Investment Joint Stock Company.

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the amendments and supplements to the Company's Charter, Internal Corporate Governance Regulations, and Board of Directors' Operational Regulations, specifically as follows:

1. Amendments and Supplements to the Company's Charter, Internal Corporate Governance Regulations, and Board of Directors' Operational Regulations

- Details of amendments and supplements: As outlined in the attached appendix.
- Reason: To ensure compliance with the current legal regulations;
- Effective date: The amended and supplemented contents of the Charter and regulations shall take effect immediately after approval by the General Meeting of Shareholders.

2. Authorization for the Board of Directors

The General Meeting of Shareholders authorizes and assigns the Board of Directors to review, revise, finalize, and officially issue the amended Charter and regulations in accordance with the contents approved by the General Meeting of Shareholders.

Submitted to the General Meeting of Shareholders for consideration and approval.

Respectfully submitted.

Recipients:

- As above;
- Archived: Files.

**O/B. BOARD OF DIRECTORS
CHAIRMAN**

Truong Viet Hoang Son

APPENDIX: AMENDMENTS AND SUPPLEMENTS TO THE COMPANY'S CHARTER AND REGULATIONS

(Attached to Proposal No. .../TTr-DNC dated .../.../2025 of the Board of Directors)

No.	ARTICLE/ CLAUSE	CURRENT CONTENT	AMENDED/SUPPLEMENTED CONTENT	EXPLANATION
I		Company Charter		
	Amended Point b, c Clause 1, Article 1	<p>Article 1. Interpretation of Terms</p> <p>1. In this Charter, the following terms shall be understood as follows:</p> <p style="padding-left: 40px;">b. “Enterprise Law” refers to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020;</p> <p style="padding-left: 40px;">c. “Law on Securities” refers to the Law on Securities No. 54/2019/QH14 dated November 26, 2019;</p>	<p>Article 1. Interpretation of Terms</p> <p>1. In this Charter, the following terms shall be understood as follows:</p> <p style="padding-left: 40px;">b. “Enterprise Law” refers to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020, as amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022;</p> <p style="padding-left: 40px;">c. “Law on Securities” refers to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, as amended and supplemented by Law No. 56/2024/QH15 dated November 29, 2024;</p>	Updated legal references
	Supplemented Point n, Clause 1, Article 1	Not available	<p style="padding-left: 40px;">n. “Contact address of shareholders” refers to the address of shareholders in the consolidated list of securities holders provided by the Vietnam Securities Depository and Clearing Corporation at the most recent time.</p>	Clarifies that the Company is only obligated to send documents to shareholders based on the address provided by the Vietnam Securities Depository and Clearing Corporation.
	Amended Clause 1, 3 Article 20	<p>Article 20. Conditions for Approval of Shareholders’ General Meeting Resolutions</p> <p>1. Resolutions of the Shareholders’ General Meeting on the following matters shall be passed if approved by at least 65% of the total votes of all</p>	<p>Article 20. Conditions for Approval of Shareholders’ General Meeting Resolutions</p> <p>1. Resolutions of the Shareholders’ General Meeting on the following matters shall be passed if approved by at least 65% of the total votes of all</p>	Revised in accordance with Clause 5, Article 7 of Law No. 03/2022/QH15 dated January 11, 2022.

No.	ARTICLE/ CLAUSE	CURRENT CONTENT	AMENDED/SUPPLEMENTED CONTENT	EXPLANATION
		shareholders attending the meeting: 3. Except for the cases stipulated in Clauses 1 and 2 of this Article, resolutions of the Shareholders' General Meeting on other matters shall be passed when approved by more than 50% of the total votes of all shareholders attending the meeting.	shareholders present and voting at the meeting : 3. Except for the cases stipulated in Clauses 1 and 2 of this Article, resolutions of the Shareholders' General Meeting on other matters shall be passed when approved by more than 50% of the total votes of all shareholders present and voting at the meeting .	
	Amended Clause 6, Article 29	Article 29. Board of Directors Meetings 6. The notice of the Board of Directors meeting may be sent by paper, telephone, fax, electronic means, and must be ensured to reach the contact address of each Board member as registered with the Company.	Article 29. Board of Directors Meetings 6. The notice of the Board of Directors meeting may be sent by invitation letter, phone message, email, fax, or other electronic means , ensuring that it reaches the contact address of each Board member as registered with the Company.	Clarifies communication methods for meeting notifications.
	Amended Clause 2, 3 Article 57	Article 57. Internal Dispute Resolution 2. If no mediation decision is reached within six (06) weeks from the start of the mediation process, or if the mediator's decision is not accepted by the parties, any party may bring the dispute to Arbitration or the Court. 3. Each party shall bear its own costs related to negotiation and mediation procedures. The payment of Court fees shall be made in accordance with the Court's ruling.	Article 57. Internal Dispute Resolution 2. If no mediation decision is reached within six (06) weeks from the start of the mediation process, or if the mediator's decision is not accepted by the parties, any party may bring the dispute to a competent Court . 3. Each party shall bear its own costs related to negotiation and mediation procedures. The payment of Court fees shall be made in accordance with the Court's Judgment/Decision .	Facilitates legal procedures for dispute resolution.
II		Internal Regulations on Corporate Governance		
	Removed Point a, Clause 3, Article 4	Article 4. Nomination, Candidacy, Election, Dismissal, and Removal of Board of Directors Members 3. Election process for Board of Directors members:	Article 4. Nomination, Candidacy, Election, Dismissal, and Removal of Board of Directors Members 3. Election process for Board of Directors members: Point a is removed	Point a is removed as it is inconsistent with the Enterprise Law.

No.	ARTICLE/ CLAUSE	CURRENT CONTENT	AMENDED/SUPPLEMENTED CONTENT	EXPLANATION
		<p>a. The list of candidates for the Board of Directors must be approved by the General Meeting of Shareholders before the election is conducted.</p>	<p>Points b and c are renumbered as points a and b.</p>	
	<p>Removed Point Clause Article 6 a, 3,</p>	<p>Article 6. Nomination, Candidacy, Election, Dismissal, and Removal of Supervisory Board Members</p> <p>3. Election process for Supervisory Board members:</p> <p>a. The list of candidates for the Supervisory Board must be approved by the General Meeting of Shareholders before the election is conducted.</p>	<p>Article 6. Nomination, Candidacy, Election, Dismissal, and Removal of Supervisory Board Members</p> <p>3. Election process for Supervisory Board members:</p> <p>Point a is removed</p> <p>Points b and c are renumbered as points a and b.</p>	<p>Point a is removed as it is inconsistent with the Enterprise Law.</p>
III		<p>Regulations on the Operations of the Board of Directors</p>		
	<p>Amended Clause Article 17 2,</p>	<p>Article 17. Minutes of the Board of Directors Meeting</p> <p>2. In case the chairperson and the minute taker refuse to sign the meeting minutes, but all other attending members of the Board of Directors sign and the minutes include all the required content as stipulated in points a, b, c, d, đ, e, g, and h of Clause 1 of this Article, the minutes shall be valid.</p>	<p>Article 17. Minutes of the Board of Directors Meeting</p> <p>2. In case the chairperson and the minute taker refuse to sign the meeting minutes, but all other attending members of the Board of Directors sign and the minutes include all the required content as stipulated in points a, b, c, d, đ, e, g, and h of Clause 1 of this Article, the minutes shall be valid. The minutes must clearly state the refusal of the chairperson and the minute taker to sign. Members who sign the minutes share joint responsibility for the accuracy and truthfulness of the content. The chairperson and the minute taker shall bear personal liability for any damages caused to the Company due to their refusal to sign the minutes, in accordance with the Company's Charter and</p>	

No.	ARTICLE/ CLAUSE	CURRENT CONTENT	AMENDED/SUPPLEMENTED CONTENT	EXPLANATION
			applicable laws.	

No.: /TTr-DNC

Dong Nai, day month year 2025

PROPOSAL

**Regarding the dismissal of a member of the Board of Directors for the term IV
(2021-2026)**

To: General Meeting of Shareholders

- Pursuant to Enterprise Law No. 59/2020/QH14, passed by the National Assembly, dated June 17th, 2020;
- Pursuant to the Charter of Dong Nai Material & Building Investment Joint Stock Company;
- Pursuant to the resignation letter of Mr. Tran Anh Dung from the position of Member of the Board of Directors dated February 17, 2025.

Based on the resignation letter of Mr. Trần Anh Dũng from the position of Member of the Board of Directors dated February 17, 2025, the Board of Directors respectfully submits to the General Meeting of Shareholders for approval of the dismissal of Mr. Trần Anh Dũng from his position as a Member of the Board of Directors for Term IV (2021–2026).

Submitted to the General Meeting of Shareholders of Dong Nai Material & Building Investment Joint Stock Company for consideration and approval.

Respectfully.

Recipients:

- As above;
- Archived: Files.

**O/B. BOARD OF DIRECTORS
CHAIRMAN**

Truong Viet Hoang Son

No.: /TTr-DNC

Dong Nai, day month year 2025

PROPOSAL

**Regarding the dismissal of a member of the Supervisory Board for the term
IV (2021-2026)**

To: General Meeting of Shareholders

- Pursuant to Enterprise Law No. 59/2020/QH14, passed by the National Assembly, dated June 17th, 2020;
- Pursuant to the Charter of Dong Nai Material & Building Investment Joint Stock Company;
- Pursuant to the resignation letter of Ms. Lê Thị Yến from the position of Member of the Supervisory Board dated February 19, 2025.

Based on the resignation letter submitted by Ms. Lê Thị Yến on February 19, 2025, regarding her position as a Member of the Supervisory Board, the Board of Directors respectfully submits to the General Meeting of Shareholders for approval of the dismissal of Ms. Lê Thị Yến from her role as a Member of the Supervisory Board for Term IV (2021 – 2026).

Submitted to the General Meeting of Shareholders of Dong Nai Material & Building Investment Joint Stock Company for consideration and approval.

Respectfully.

Recipients:

- As above;
- Archived: Files.

**O/B. BOARD OF DIRECTORS
CHAIRMAN**

Trương Viết Hoàng Sơn

No.: /TTr-DNC

Dong Nai, day month year 2025

PROPOSAL

Regarding the list of candidates for additional election of members of the Board of Directors and members of the Supervisory Board

- Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to the Charter of Dong Nai Material & Building Investment Joint Stock Company;
- Pursuant to Notification No. .../TB.HĐQT-DNC dated .../03/2025 regarding the nomination and candidacy of members of the Board of Directors and the Supervisory Board.

The Board of Directors respectfully submits to the 2025 Annual General Meeting of Shareholders for approval of the list of candidates for the additional election of members of the Board of Directors and the Supervisory Board for the remaining term of Term IV (2021-2026) as follows:

1. List of candidates for the Board of Directors:

No.	Full name	Date of birth	Professional qualification	ID number	Form of Nomination

1. List of candidates for the Supervisory Board:

No.	Full name	Date of birth	Professional qualification	ID number	Form of Nomination

Submitted for the General Meeting of Shareholders for consideration and approval.

Respectfully.

Recipients:

- As above;
- Archived: Files.

**O/B. BOARD OF DIRECTORS
CHAIRMAN**

Truong Viet Hoang Son

REGULATION
**ON ELECTION OF ADDITIONAL MEMBERS OF THE BOARD OF
DIRECTORS/ SUPERVISORY BOARD**

The regulations on the additional election of members to the Board of Directors (BOD) and the Supervisory Board (SB) at the 2025 Annual General Meeting of Shareholders (AGM) of Dong Nai Material & Building Investment Joint Stock Company (DNC) shall be implemented as follows:

I. Election content

1. Election of additional members to the Board of Directors.
2. Election of additional members to the Supervisory Board.

II. Criteria and conditions for being a member of Board of Directors and Supervisory Board.

1. Criteria and conditions for Board of Directors members: In accordance with Article 155 of the Enterprises Law, relevant legal regulations, and the Company's Charter.
2. Criteria and conditions for Supervisory Board members: In accordance with Article 169 of the Enterprises Law, relevant legal regulations, and the Company's Charter.

III. Election process

The additional election of Board of Directors and Supervisory Board members shall be conducted in accordance with Clause 3, Article 148 of the Enterprises Law 2020.

1. Number of members to be elected:

- Number of Board of Directors members to be elected: 01 additional member.
- Number of Supervisory Board members to be elected: 01 additional member.

The list of candidates is compiled based on nominations and self-nominations (hereinafter referred to as "candidates") in accordance with the Law on Enterprises and the Company's Charter.

2. Voting Ballot details:

- The ballot shall include the shareholder's name, the total number of shares owned, and the total number of votes.
- The ballot must bear the red seal of DNC and shall be distributed by the Organizing Committee to delegates at the AGM.
- The list of candidates for the Board of Directors and Supervisory Board shall be arranged alphabetically by name and fully recorded on the ballot.

3. Voting method:

- Total number of votes: Each shareholder has a total number of votes equal to the number

of shares they own multiplied by the number of positions to be elected (1 for the Board of Directors; 1 for the Supervisory Board)

- Shareholders may allocate all their votes to one or multiple candidates or use only a portion of their votes for one or multiple candidates.

4. Voting procedure:

- Each shareholder/authorized representative attending the AGM shall receive one ballot for the Board of Directors and one ballot for the Supervisory Board.
- Shareholders shall indicate the number of votes they wish to allocate to each candidate in the column next to the candidate's name, ensuring that the total number of votes used does not exceed their available votes.
- In case of an incorrect selection, shareholders may contact the election committee to request a new ballot and must return the old ballot.
- Ballots must be placed into the ballot box before the vote counting begins.

5. Valid and invalid ballots:

- Valid ballots: Those issued by the Organizing Committee, with the total number of votes allocated not exceeding the shareholder's available votes.
- Invalid ballots are ballots that:
 - + Do not match the format issued by the Organizing Committee;
 - + Do not bear the shareholder's signature;
 - + Have candidate names crossed out or additional names added;
 - + Contain more votes than the shareholder is entitled to use;
 - + Are torn, erased, or altered;
 - + Do not indicate votes for any candidate.

6. Election results:

Candidates elected as Board of Directors or Supervisory Board members shall be those with the highest number of votes.

In the event of a tie in votes, the following rules shall apply:

- The candidate who owns or represents a larger number of shares shall be elected.
- If the number of shares owned or represented is the same, a re-election shall be conducted among the tied candidates.

These regulations shall take effect upon approval by the General Meeting of Shareholders.

Recipients:

- As above;
- Archived: Files.

**O/B. BOARD OF DIRECTORS
CHAIRMAN**

Truong Viet Hoang Son

No.: /NQ.ĐHĐCĐ-DNC

Bien Hoa, day 13 month 4 year 2025

DRAFT

RESOLUTION
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025
DONG NAI MATERIAL & BUILDING INVESTMENT JOINT STOCK
COMPANY

Pursuant to Enterprise Law No. 59/2020/QH14 dated June 17th, 2020;

Pursuant to the Charter of Dong Nai Material & Building Investment Joint Stock Company;

Pursuant to the Minutes of the Annual General Meeting of Shareholders of Dong Nai Material & Building Investment Joint Stock Company convened on April 13, 2025.

RESOLUTIONS:

Article 1. The 2025 Annual General Meeting of Shareholders of Dong Nai Material & Building Investment Joint Stock Company has voted to approve the following matters:

1. Approval of the Business Performance Report for 2024 and the Business Plan for 2025, with the main contents as follows:

- 2024 Business Performance.

No.	Indicators	Unit	Plan	Actual	% Actual/Plan
1	Total revenue	VND	93.192	97.263	104,37
2	Net profit after tax	VND	615	(7.072)	
3	Tax payments to the state budget	VND	34.000	43.948	129,6
4	Capital construction investment	VND	0	931	

- Business Plan for 2025.

No.	Indicators	Unit	Plan
1	Total revenue	VND	104.857
2	Net profit after tax	VND	1.003
3	Tax payments to the state budget	VND	38.700
4	Capital construction investment	VND	4.620

2. Approval of the Board of Directors' Activity Report for 2024 and the activity plan for 2025.

3. Approval of the Supervisory Board's Report on the inspection and supervision of the Company's business activities in 2024.

4. Approval of the audited financial statements for 2024.

5. Approval of the Profit Distribution Plan for 2024 and the Profit Distribution Plan for 2025.

- Profit Distribution Plan for 2024:

No.	Items	Rate	Amount (VND)
1	2024 Net profit after tax		(7.072)
2	Allocation to reserves	0%	0
3	Transfer of remaining profit after tax for 2024 after fund allocations		(7.072)
4	Retained earnings from previous years		(7.541)
5	Dividend distribution	0%	0
6	Retained earnings carried forward to the following year		(14.613)

- Profit Distribution Plan for 2024.

No.	Items	Rate	Amount (VND)
1	2024 Net profit after tax		1.003
2	Retained earnings from previous years		(14.613)
3	Allocation to reserves	0%	0
4	Dividend distribution	0%	0
5	Retained earnings carried forward to the following year		(13.610)

6. Approval of Executive Compensation, Board of Directors' Compensation, Supervisory Board's Compensation, and Secretary's Compensation for 2024 and the Plan for 2025:

6.1. Salaries and allowances for the Board of Directors, Supervisory Board, and Board Secretary in 2024.

- Total salary of the full-time Chairman of the Board of Directors 138.864.000 VND.
- Total salary of the full-time Head of the Supervisory Board: 208.945.000 VND.
- Non-executive management compensation fund: 396.000.000 VND.

No.	Positions	Plan (VND/person/month)	Actual (VND/person/month)
1	Chairman of the Board of Directors	5.000.000	5.000.000
2	Board of Directors Member	5.000.000	5.000.000
3	Head of Supervisory Board	5.000.000	5.000.000
4	Supervisory Board Member	4.000.000	4.000.000
5	Secretary of the Board of Directors	4.000.000	4.000.000

6.2. Salary and allowances plan for the Board of Directors, Supervisory Board, and Board Secretary in 2025.

- Temporary monthly salary for the full-time Head of the Supervisory Board: 22.000.000 VND/month. (equivalent to the monthly salary of the Chief Accountant).
- Allowances for non-executive managers:
 - + Chairman of the Board of Directors: 5.000.000 VND/month.
 - + Board of Directors Member: 5.000.000 VND/person/month.
 - + Supervisory Board Member: 4.000.000 VND/person/month.
- Allowance for Secretary of the Board of Directors: 4.000.000 VND/month.

Based on the production and business results in 2025, the actual salary fund for the Head of the Supervisory Board and the allowances for the Board of Directors and Supervisory Board will be settled according to regulations.

7. Approval of delegation to the Board of Directors to choose one of the following companies to audit the 2025 financial statements:

- RSM Vietnam Audit and Consulting Company Limited.
- VACO Audit Company Limited.
- A&C Audit and Consulting Company Limited.

8. Approval of the proposal to change the Company's logo, product logo, and amend the Company's Charter according to Proposal No. .../TTr-DNC dated .../.../2025 from the Board of Directors.

9. Approval of the proposal to adjust the plan for using the proceeds from the share issuance, as per Proposal No. .../TTr-DNC dated .../.../2025 from the Board of Directors.

10. Approval of the dismissal of Mr. Tran Anh Dung from his position as a Member of the Board of Directors for the term IV (2021-2026), effective from 13/04/2025.

11. Approval of the dismissal of Mrs. Le Thi Yen from her position as a Member of the Supervisory Board for the term IV (2021-2026), effective from 13/04/2025.

12. Approval of the list of candidates for supplementary election to the Board of Directors and Supervisory Board.

13. Approval of the election results for the supplementary member of the Board of Directors for the remainder of the term IV (2021-2026): Mr. - Member of the Board of Directors.

14. Approval of the election results for the supplementary member of the Supervisory Board for the remainder of the term IV (2021-2026): Mrs. - Member of the Supervisory Board.

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Article 2. This resolution takes effect from 13/04/2025. The Board of Directors, Supervisory Board, General Director, and relevant units and individuals are responsible for implementation.

**O/B. BOARD OF DIRECTORS
CHAIRMAN**

Recipients:

- As states in article 2;
- Archived: Files, BOD Secretariat.

Truong Viet Hoang Son