



DIC INVESTMENT AND TRADING JOINT STOCK COMPANY

Head office address: No. 82 Tran Huy Lieu, Ward 15, Phu Nhuan District, , Ho Chi Minh City.

Enterprise ID: 0302979487

Tel: 028 39 311 966

Fax : 028 38 439 279 Website : www.dic-intraco.vn

INVITATION LETTER

Attending the 2025 Annual General Meeting of Shareholders.

Online meeting .

To: Shareholders of DIC Investment and Trading Joint Stock Company,

Pursuant to the Charter and organizational operations of DIC Investment and Trading Joint Stock Company, the Board of Directors respectfully invites all shareholders to attend the 2025 Annual General Meeting of Shareholders as follows:

1. **Time of the Meeting:** 09:00 AM, June 27, 2025.
2. **Meeting Venue:** 29 Nguyen Khac Nhu Street, Co Giang Ward, District 1, Ho Chi Minh City.
3. **Form:** Online meeting .
4. **Agenda of the General Meeting:** The contents under the authority of the General Meeting of Shareholders are posted and regularly updated in detail on the website: www.dic-intraco.vn and can be viewed at the website: ezgsm.fpts.com.vn from June 6, 2025.
5. **Registration for attendance:** please register your attendance for the General Meeting of Shareholders at the website: ezgsm.fpts.com.vn from June 6, 2025.
6. **Authorization to attend the General Meeting:** If you, as a valued shareholder, wish to authorize someone else to attend the General Meeting on your behalf, please kindly register the proxy authorization for the Meeting on the website: ezgsm.fpts.com.vn and send the signed Proxy Form (either the template from the system or as prescribed by the Civil Code) to the following address before 5:00 PM on June 25, 2025.
(Note: The proxy form must clearly state the name of the individual or organization authorized and specify the number of shares authorized. The proxy form must be an original copy with a handwritten signature. In the case of authorization from a corporate shareholder, the proxy form must bear the seal of the authorizing organization.
7. **Voting and election:** Shareholders exercise their voting and election rights at the website: ezgsm.fpts.com.vn
8. **Address for submitting documents and contact for support:**

DIC Investment And Trading Joint Stock Company

- **Address** : 29 Nguyen Khac Nhu Street, Co Giang Ward, District 1, , Ho Chi Minh City.
- **Tel:** 028 39 311 966 – **Fax:** 028 38 439 279

9. **Login information for the online system at the website:** ezgsm.fpts.com.vn

- **Username** (Sent together with the meeting invitation letter)
- **Password:** (Sent together with the meeting invitation letter)

Sincerely !

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN OF THE BOARD OF DIRECTORS**



NGUYEN DUC HAI



CÔNG TY CỔ PHẦN ĐẦU TƯ VÀ THƯƠNG MẠI DIC

Địa chỉ trụ sở chính: 82 Trần Huy Liệu, Phường 15, Quận Phú Nhuận, TP. Hồ Chí Minh

Mã số doanh nghiệp: 4103003047

Tel: 028 39 311 966

Fax: 028 38 439 279

Website: www.dic-intraco.vn

AGENDA

THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

I. TIME AND VENUE:

- **Time:** 09:00 AM, Friday, June 27, 2025
- **Venue:** 29 Nguyen Khac Nhu Street, Co Giang Ward, District 1, Ho Chi Minh City

II. MEETING AGENDA:

Time	Content
08:00 – 09:00	Shareholders log in to attend the meeting online.
09:00 – 09:30	Opening Session: <ul style="list-style-type: none">• Report on verification of shareholders' eligibility to attend the Meeting;• Statement of purpose and introduction of the Chairperson;• Approval of the Meeting Regulations; Nomination, Candidacy, and Voting Regulations for the Board of Directors and Supervisory Board;• Introduction and approval of the Presidium, the Vote Counting Committee, and the Secretariat;• Approval of the Meeting Agenda.
09:30 – 10:00	Presentations by the Board of Directors, Supervisory Board, and Executive Board: <ul style="list-style-type: none">• Report on activities of the Board of Directors in 2024 and operational plan for 2025.• Report on activities of the Supervisory Board in 2024 and operational plan for 2025;• Report by the General Director on business operations in 2024 and business plan for 2025;

Time	Content
10:00 – 10:30	Submission of proposals to the General Meeting: <ul style="list-style-type: none"> • 2024 audited financial statements; • Selection of audit firm for the 2025 financial statements; • Business results and profit distribution plan for 2024; • Business plan for 2025; • Remuneration for the Board of Directors and Supervisory Board in 2024 and proposed remuneration plan for 2025; • Election of members of the Board of Directors for the 2025–2030 term; • Election of members of the Supervisory Board for the 2025–2030 term; • Other matters within the authority of the General Meeting of Shareholders (if any).
10:30 – 10:50	Discussion session.
10:50 – 11:00	Voting instructions and voting on reports and proposals.
11:00 – 11:05	Announcement of voting results.
11:05 – 11:15	Voting instructions and election of members of the Board of Directors (2025–2030 term) and Supervisory Board (2025–2030 term).
11:15 – 11:30	Break – Vote counting.
11:30 – 11:35	Announcement of election results.
11:35 – 11:55	The Secretariat reads the draft Minutes and Resolutions of the General Meeting; Shareholders vote to approve the Minutes and Resolutions.
11:55 – 12:00	Closing remarks and official adjournment of the Meeting.

(*) The agenda of the General Meeting of Shareholders may be subject to adjustment, update, supplementation, and further details on the Website <https://dic-intraco.vn/vi/quan-he-co-dong/dai-hoi-co-dong.html> and/or via the online shareholder account at: www.ezgsm.fpts.com.vn starting from June 6, 2025.

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

POWER OF PROXY TO ATTEND THE MEETING
THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

To: Dic Investment And Trading Joint Stock Company



Name of shareholder:
Representative (for organizations):
"ID card/Passport/Business Registration Certificate No.:" Date of issue: Place of issue:
Address: Phone number:
"Total number of shares represented and/or owned: shares
The shareholder selects one of the two options below and checks the appropriate box)

TO AUTHORIZE THE PROXY HOLDER BELOW

Proxy holder:
"ID card/Passport/Business Registration Certificate No.:" Date of issue: Place of issue:
Address:
Phone Number:
Email:
Number of authorized shares: shares
In case the shareholder is unable to attend and cannot authorize another person to attend the Meeting, please kindly authorize a member of the Company's Board of Directors from the list below:

No	Full name	Position	Tick	Number of authorized shares
1	Nguyen Duc Hai	Chairman of the Board of Directors;		
2	Le Thi Thuy Nga	Member of the Board of Directors		
3	Bui Thanh Nhan	Member of the Board of Directors		
4	Dinh Tien Dung	Member of the Board of Directors		
5	Vu Tien Viet	Member of the Board of Directors		
6	Hoang Van Thiem	Member of the Board of Directors		
7	Nguyen Anh Kiet	Member of the Board of Directors		

Remark: ✓ Please mark (X) or (✓) next to the name of the Board member to whom you authorize your proxy. In case you wish to authorize more than one person, please clearly indicate the number of shares authorized for each member.

Contents:

The Proxy Holder shall represent the Principal to attend the 2025 Annual General Meeting of Shareholders of DIC Investment and Trading Joint Stock Company to exercise all rights and obligations at the General Meeting of Shareholders corresponding to the number of shares authorized.

We take full responsibility for this authorization and commit to strictly comply with the current laws, the regulations of the Charter of DIC Investment and Trading Joint Stock Company, and confirm that there will be no complaints afterward.

Remark:

This Power of Proxy is valid only when signed by both the Principal and the Proxy Holder.

If the individual shareholder is an authorized person, the Power of Proxy must be signed by that shareholder and the individual, legal representative of the organization authorized to attend the meeting;



In case the institutional shareholder is an authorized person, the Power of Proxy must be signed by the authorized representative, the legal representative of the institutional shareholder and the individual, the authorized legal representative of the organization to attend the meeting;

In other cases, the Power of Proxy must be signed by the Legal Representative of Shareholders and the person authorized to attend the meeting;

Please send this Power of Proxy to the Company at the address stated in the Invitation Letter before 5:00 PM on June 25, 2025.

This Power of Proxy is effective from the date of signing until the conclusion of the 2025 Annual General Meeting of Shareholders of DIC Investment and Trading Joint Stock Company.

Shareholder/Principal

(Sign and print full name, seal if any)

_____, day ____ month ____ year 2025

Proxy Holder

(Sign and print full name, seal if any)





DIC INVESTMENT AND TRADING JOINT STOCK COMPANY

Head office: 82 Tran Huy Lieu, Ward 15, Phu Nhuan District, Ho Chi Minh City.

Business registration certificate No.: 0302979487

Tel: 028.39311966

Fax: 028.38439279 Website: www.dic-intraco.vn

WORKING REGULATIONS

THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS DIC INVESTMENT AND TRADING JOINT STOCK COMPANY

Bases:

- *The Law on Enterprises No. 59/2020 / QH14 dated June 17, 2020;*
- *The Law on Securities No. 54/2019/QH14 dated November 26, 2019 and its subordinate legal documents;*
- *Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of certain articles of the Law on Securities;*
- *The Charter on Organization and Operation of DIC Investment and Trading Joint Stock Company.*

In order to ensure the successful organization of the 2025 Annual General Meeting of Shareholders of DIC Investment and Trading Joint Stock Company, the Board of Directors has established the following working regulations, principles of conduct, and voting procedures to be submitted to the General Meeting of Shareholders for approval:

Article 1. Purpose:

- To ensure that the procedures, code of conduct, and voting at the Annual General Meeting of Shareholders of DIC Investment and Trading Joint Stock Company are conducted in accordance with regulations and in a successful and orderly manner.
- The resolutions of the General Meeting of Shareholders shall reflect the unified will of the Meeting, align with the interests and expectations of shareholders, and comply with applicable laws.

Article 2. Subjects and Scope:

- ***Subjects of application*** All shareholders, representatives (authorized persons) of shareholders holding shares of DIC Investment and Trading Joint Stock Company and invited guests attending the Annual General Meeting of Shareholders of DIC Investment and Trading Joint Stock Company must comply with the provisions of this Regulation, the Company's Charter, and the applicable laws and regulations.
- ***Scope of application:*** This Regulation is applied to the organization of the 2025 Annual General Meeting of Shareholders of DIC Investment and Trading Joint Stock Company.

Article 3. Definitions / abbreviations

- The Company : DIC Investment And Trading Joint Stock Company
- Board of Directors : Board of Directors
- SB : Supervisory Board

Regulations on Online Working Procedures at the 2025 Annual General Meeting of Shareholders

- Gmoc : General Meeting Organizing Committee
- General Meeting of Shareholders/ General Meeting : The General Meeting of Shareholders
- Delegates : Shareholders, representative (*the authorized persons*)
- Livestream system for the Annual General Meeting of Shareholders : The AGM meeting will be livestreamed via the video broadcasting system on the website <https://ezgsm.fpts.com.vn> and www.youtube.com
- General Meeting : The General Meeting of Shareholders

Article 4. Conditions for conducting the General Meeting of Shareholders

- The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents more than 50% of the total voting shares.¹
- In the event that the first meeting does not meet the conditions for proceeding as stipulated in Clause 1, Article 19 of the Company's Charter, the notice of the second meeting shall be sent within 30 days from the originally scheduled date of the first meeting. The second General Meeting of Shareholders shall be conducted when the number of attending shareholders represents at least 33% of the total voting shares.
- If the second meeting does not meet the conditions for proceeding as stipulated in Clause 2, Article 19 of the Company's Charter, the notice of the third meeting shall be sent within 20 days from the originally scheduled date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total voting shares represented by the attending shareholders.

Remark: The proportion of shareholders attending the General Meeting of Shareholders via the online form is determined when the delegate has completed the "**Online AGM Attendance Confirmation**" in the electronic voting system as stipulated in Article 5 of this Regulation.

Article 5. Delegates participating in the 2025 Annual General Meeting of Shareholders

- All shareholders of the Company as of the record date June 2, 2025, have the right to attend the General Meeting of Shareholders online through the electronic voting system or authorize their representative to attend. In the case where more than one authorized representative is appointed according to legal regulations, the specific number of shares represented by each authorized person must be clearly identified.
- When attending online, delegates should note the following:

¹ Clause 1, Article 19 of the Company's Charter

Regulations on Online Working Procedures at the 2025 Annual General Meeting of Shareholders

- **Technical requirements** Shareholders need to have electronic devices with Internet connectivity (e.g., computers, tablets, mobile phones, or other Internet-connected electronic devices).
- **How to perform:** Delegates access the provided link and log in using the supplied information to attend the online General Meeting of Shareholders and cast electronic votes.
- **Method of recording delegates' attendance at the online General Meeting of Shareholders:** A delegate is recorded by the electronic voting system as attending the online General Meeting of Shareholders when the delegate logs into the system using the access information provided in the meeting invitation and has completed the "**Online AGM Attendance Confirmation**" in the electronic voting system.
- **Attendance confirmation period: 10:00 AM, June 26, 2025**

Article 6. Guests at the General Meeting

- These are the Company's management positions, guests, and members of the Organizing Committee of the Meeting who are not shareholders of the Company but are invited to attend the Meeting.
- Guests do not participate in speaking at the Meeting (*except when invited by the Chairperson of the Meeting, or if they have registered in advance with the Organizing Committee and received approval from the Chairperson*).

Article 7. Chairperson and Chairing Committee

- The Chairing Committee consists of 2 members, including 1 Chairperson and 2 Members. The Chairman of the Board of Directors serves as the Chairperson of the Committee and presides over the General Meeting of Shareholders, or the Chairman of the Board may authorize another member of the Board of Directors to act as the Chairperson of the Meeting. As follows:

No	Full name	Position
1	Mr. Nguyen Duc Hai	Chairperson of the BOD
2	Mr. Dinh Tien Dung	Member of the Board of Directors:

- In case the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of them to chair the meeting on the principle of majority. In case the chairman cannot be elected, the head of the Supervisory Board shall allow the General Meeting of Shareholders to elect the chairman of the meeting among the attendees and the person with the highest number of votes to chair the meeting.
- In other cases, the person who signs the notice to convene the General Meeting of Shareholders shall preside over the meeting until the Meeting elects the Chairperson, and the person receiving the highest number of votes shall be appointed as the Chairperson of the meeting.
- The Chairperson has the authority to take necessary measures to reasonably and orderly conduct the meeting according to the approved agenda and to reflect the will of the majority of attendees.
- Responsibilities of the Chairing Committee:
 - Conduct the Meeting in accordance with the agenda and regulations approved by the Meeting.

Regulations on Online Working Procedures at the 2025 Annual General Meeting of Shareholders

- Assign and introduce representatives from the Board of Directors and the Company's Supervisory Board to present reports at the Meeting.
- Introduce the members of the Vote Counting Committee for approval by the Meeting.
- Introduce the members of the Chairing Committee for approval by the Meeting.
- Guide the Meeting's discussions and the voting on issues within the agenda and related matters throughout the Meeting.
- Respond to and record issues related to the agenda items approved by the Meeting;
- Resolve arising issues throughout the Meeting;
- Approve and issue documents, minutes, and resolutions of the Meeting after it concludes.
- The Chairperson operates under the principle of democratic centralism and decides by majority vote.

Article 8. Delegate Qualification Review Committee

- The Delegate Qualification Review Committee of the Meeting consists of 2 members, including 1 Head and 1 member, responsible to the Chairing Committee and the General Meeting of Shareholders for their duties.

The Delegate Qualification Review Committee is specifically introduced by the Chairperson as follows:

No	Full name	Notes
1	Mr. Ho Hoang Hung	Head
2	Mrs. Vu Thi Ni Na	Member

- Responsibilities:
 - Receive shareholders' documents (if any arise), verify the validity of shareholders attending online.
 - Report to the General Meeting of Shareholders on the results of shareholder qualifications review before the Meeting officially starts.
 - Coordinate with the Vote Counting Committee to guide, support, and supervise voting.

Article 9. The Secretariat of the General Meeting

- The Secretariat consists of 1 person appointed by the Chairperson, responsible to the Chairing Committee and the General Meeting of Shareholders for their duties, and under the direction of the Chairing Committee. As follows:

No	Full name	Notes
1	Mrs. Vu Thi Ni Na	

- Responsibilities:

Regulations on Online Working Procedures at the 2025 Annual General Meeting of Shareholders

- Receive and review registration forms for shareholders' speaking requests and forward them to the Chairing Committee for decision;
- Accurately and honestly record the minutes of the General Meeting of Shareholders, including the full content of the Meeting and any issues approved or noted by shareholders;
- Assist the Chairperson in announcing draft minutes and resolutions on issues approved at the Meeting.

Article 10. Vote Counting Committee:

- The Vote Counting Committee, introduced by the Chairperson, consists of 3 members, including 1 Head and 2 members.
- The Vote Counting Committee includes:

No	Full name	Notes
1	Mrs. Vu Kieu Linh	Head
2	Mr. Duong Dinh Minh Nhut	Member
3	Mrs. Nguyen Phuong Thanh	Member

- Responsibilities:
 - The Vote Counting Committee must prepare the Vote Counting Minutes and be responsible to the Chairing Committee and the General Meeting of Shareholders while performing their duties.
 - Accurately determine the voting results for each issue submitted for voting at the Meeting.
 - Promptly notify the results to the Secretariat.
 - Review and report to the Meeting any cases of violations of the voting regulations or complaints regarding the voting results.

Article 11. Discussion at the General Meeting

1. Rule:

- Discussions are only allowed within the specified time and must be related to the issues presented in the agenda of the General Meeting of Shareholders (GMS).
- Only delegates are permitted to participate in the discussion.
- Delegates who wish to raise discussion points must register their topics according to the following methods:
 - Delegates can post questions in the Discussion section on the online meeting interface at the link ezgsm.fpts.com.vn or send emails to: info@dic-intraco.vn (before the discussion session starts). *(Questions are considered valid only if sent from an email registered in the shareholder list provided by the Vietnam Securities Depository and Clearing Corporation, or from the email that shareholders use to submit questions through the electronic voting system at the link ezgsm.fpts.com.vn).*

Regulations on Online Working Procedures at the 2025 Annual General Meeting of Shareholders

- The Secretariat will organize the questions from the delegates and forward them to the Chairperson.

2. Responding to delegates' questions:

- Based on the delegates' question forms, the Chairperson or a member appointed by the Chairperson will respond to the delegates' inquiries.
- In case of time constraints during the meeting, questions that are not answered directly at the General Meeting will be responded to by the Company through other means.

Article 12. Voting at the General Meeting

1. Rule:

- All issues on the agenda and meeting content of the General Meeting of Shareholders must be openly discussed and voted on by the shareholders. Delegates may choose to vote electronically via the following link: ezgsm.fpts.com.vn

2. Electronic Voting:

- Voting method:
 - Delegates select one of three voting options—“Approve,” “Disapprove,” or “No opinion”—for each issue put to the vote at the General Meeting, as configured in the electronic voting system.
 - Afterward, delegates confirm their vote so the electronic voting system records the result.
- Voting procedure for elections (as specifically regulated in the election regulations).
- Specific regulations are detailed in the election regulations.
- If a delegate does not vote on all issues or elections as per the agenda of the General Meeting, the issues or elections not voted on shall be considered as the delegate not having cast a vote on those matters.
- In case any issues arise outside the agenda sent for the meeting, the delegates may vote or elect additionally. If a delegate does not vote or elect on the arising issues, it shall be considered that the delegate did not cast a vote or election on those arising issues.
- Delegates may change their voting or election results (but cannot cancel the voting or election results); this includes the voting and election results on any additional issues arising outside the agenda of the General Meeting. The online system only records the final voting and election results at the time when the electronic voting period ends for each voting round, as stipulated in the working regulations of the General Meeting.
- Electronic Voting Timeframe

The timeframe for electronic voting is specifically regulated as follows:

- This includes the Working Regulations at the General Meeting; the Election Regulations for members of the Board of Directors and Supervisory Board for the 2025-2030 term; approval of the personnel of the Chairing Committee and Vote Counting Committee; and the General Meeting Agenda

Delegates shall cast their votes from **10:00 AM on June 26, 2025**, until before the Organizing Committee announces the end of the voting period for the first round of agenda items.

Regulations on Online Working Procedures at the 2025 Annual General Meeting of Shareholders

- The second voting agenda items (including the 2024 Board of Directors' activity report and the 2025 activity plan; the 2024 Supervisory Board's activity report and the 2025 activity plan; the Company's General Director's report on production and business activities in 2024 and the 2025 activity plan; the audited 2024 financial statements and related proposals). Delegates will cast their votes from **10:00 AM on June 26, 2025**, until the Organizing Committee announces the closing of the voting period for the second voting agenda items.
 - Election Contents: Delegates shall carry out the election from **10:00 AM on June 26, 2025**, until before the General Meeting approves the election contents.
 - The third voting agenda items (Approval of the Meeting Minutes and the Congress Resolution): Delegates shall cast their votes from **10:00 AM on June 26, 2025**, until before the Organizing Committee announces the closing of the third round of voting.
 - Delegates may access the electronic voting system and cast their votes 24 hours a day, 7 days a week, except during system maintenance or other reasons beyond the Company's control. After the voting period ends, the system will no longer record any additional electronic votes from Delegates.
3. Voting rules.
- One (01) share corresponds to one voting right. Each delegate attending represents one or multiple voting rights.
 - As of the record date for the shareholders list (**June 2, 2025**), the total number of shares with voting rights of the Company is: **26,084,560 shares**, equivalent to **26,084,560** voting rights.
 - Issues requiring voting at the General Meeting shall only be approved if shareholders holding more than 50% of the total voting shares of all participating and voting shareholders agree. For certain cases specified in Clause 1, Article 21 of the Company's Charter, approval requires the consent of at least 65% of the total voting rights of all attending and voting shareholders.
 - Remark:
 - Shareholders or their authorized representatives who have a related interest shall have no voting rights on contracts and transactions with a value of 35% or more of the total asset value of the Company as stated in the most recent financial statements. Such contracts or transactions shall only be approved when shareholders/authorized representatives holding at least 65% of the total voting rights of the remaining attending and voting shareholders consent to them (pursuant to Clause 4, Article 167, The 2020 Law on Enterprises).
 - Shareholders or their authorized representatives who hold 51% or more of the total voting shares, or related persons of such shareholders, shall have no voting rights on contracts and transactions with a value exceeding 10% (of the total asset value of the Company as stated in the most recent financial statements) between the Company and those shareholders (pursuant to Point b, Clause 3 and Clause 4, Article 167, The 2020 Law on Enterprises).
4. Recording Voting/Election Results
- The vote counting committee will verify, aggregate, and report to the Chairperson the voting results for each issue according to the agenda of the meeting. The voting results will be announced by the Chairperson immediately before the closing of the meeting.

Regulations on Online Working Procedures at the 2025 Annual General Meeting of Shareholders

Article 14. Election of the Board of Directors

The supplementary election of Board members must be conducted in accordance with the Nomination, Candidacy, and Election Regulations for the Board of Directors and Supervisory Board for the 2025-2030 term and must be approved by the General Meeting of Shareholders at the Meeting.

Article 15. Minutes of the Meeting, Resolutions of the General Meeting of Shareholders

All contents discussed at the General Meeting of Shareholders must be recorded by the Meeting Secretary in the minutes of the General Meeting of Shareholders. The minutes of the General Meeting of Shareholders must be read and approved before the closing of the Meeting.

Article 16. Enforcement of the Regulations

This organizational regulation shall be publicly read before the 2025 Annual General Meeting of Shareholders and shall take effect immediately upon approval by the General Meeting of Shareholders of DIC Investment and Trading Joint Stock Company.

Shareholders, authorized representatives, and guests who violate these regulations shall be subject to review and appropriate measures by the Chairing Committee, depending on the severity of the violation, in accordance with the Company's Charter and the Law on Enterprises.

This Regulation takes effect immediately after being approved by the General Meeting of Shareholders.

Recipient:

- GMS
- Members of the Board of Directors, Executive Board, and Supervisory Board;
- Save: Archive, Secretary

ON BEHALF OF THE BOARD OF
DIRECTORS
CHAIRMAN



NGUYEN DUC HAI



DIC INVESTMENT AND TRADING JOINT STOCK COMPANY

Head office address: No. 82 Tran Huy Lieu, Ward 15, Phu Nhuan District, , Ho Chi Minh City.

Enterprise ID: 4103003047

Tel: 028 39 311 966

Fax : 028 38 439 279 Website : www.dic-intraco.vn

DRAFT

**REGULATIONS ON NOMINATION, CANDIDACY, ELECTION
OF MEMBERS OF THE BOARD OF DIRECTORS, THE SUPERVISORY
BOARD
FOR THE 2025 – 2030 TERM
DIC INVESTMENT AND TRADING JOINT STOCK COMPANY**

Bases:

- *The Law on Enterprises No. 59/2020 / QH14 dated June 17, 2020;*
- *The Law on Securities No. 54/2019/QH14 dated November 26, 2019 and its subordinate legal documents;*
- *Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of certain articles of the Law on Securities;*
- *The Charter on Organization and Operation of DIC Investment and Trading Joint Stock Company.*

The Board of Directors hereby announces the Regulations on nomination, candidacy, and election of members of the Board of Directors and the Supervisory Board at the 2025 Annual General Meeting of Shareholders of DIC Investment and Trading Joint Stock Company as follows:

I. Definitions / abbreviations

- The Company : DIC Investment And Trading Joint Stock Company
- BOD : Board of Directors
- SB : Supervisory Board
- GMOC : General Meeting Organizing Committee
- GMS : General Meeting of Shareholders;
- Delegates : Shareholders, representative (the authorized persons)

II. The Chair of the General Meeting:

The Chair of the General Meeting is responsible for presiding over the election with the following specific tasks:

- Introduce the list of nominees and candidates for the Board of Directors and the Supervisory Board;
- Supervise the voting, counting votes;
- Resolve complaints about the election (*if any*)

Regulations on nomination, candidacy, and election of members of the Board of Directors and Supervisory Board for the 2025 – 2030 term;

III. Regulations on nomination of candidates for the election of the Board of Directors:

- The number of members of the Board of Directors need to be elected: 07 people.
- Term: 2025 – 2030.
- The maximum number of candidates for the Board of Directors: Unlimited

1. The right of nomination of candidates for the election of the Board of Directors: *(pursuant to Clause 2, Article 26 of the Company's Charter)*

The shareholders holding ordinary shares have the right to combine the number of voting rights to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding from 5% to less than 9% of the total voting shares are entitled to nominate one (01) candidate; from 9% to less than 15% may nominate two (02) candidates; from 15% to less than 20% may nominate up to three (03) candidates; from 20% to less than 25% may nominate up to four (04) candidates; from 25% to less than 45% may nominate up to five (05) candidates; from 45% to less than 65% may nominate up to six (06) candidates; from 65% to less than 85% may nominate up to seven (07) candidates; and from 85% or more may nominate up to eight (08) candidates.

Nominated candidates must meet the criteria specified in item 2 below.

In case the number of candidates for the Board of Directors nominated and self-nominated is still insufficient, the incumbent Board of Directors may nominate additional candidates or organize nominations according to a mechanism stipulated by the company in its Internal Corporate Governance Regulations and the Charter on the Operation of the Board of Directors.

2. Standards for candidates to join the Board of Directors: *Candidates for the Board of Directors must fully meet the following criteria and conditions (pursuant to Article 155 of the Law on Enterprises No. 59/2020/QH14 and Decree No. 155/2020/ND-CP).*

- Have full civil act capacity and not being prohibited from managing an enterprise as prescribed in Clause 2 Article 17 of the Law on Enterprises 59/2020 / QH14);
- Have professional qualifications and experience in business administration or in the company's business sectors, and are not necessarily required to be shareholders of the company;
- A member of the company's Board of Directors may concurrently serve as a member of the Board of Directors of no more than five other companies.

IV. Regulations on nomination of candidates for the election of the Supervisory Board:

- The number of members of the Supervisory Board need to be elected: 03 people.
- Term: 2025 – 2030.
- The maximum number of candidates for the Supervisory Board unlimited

Regulations on nomination, candidacy, and election of members of the Board of Directors and Supervisory Board for the 2025 – 2030 term;

1. The right of nomination of candidates for the election of the Supervisory Board: (pursuant to Clause 1, Article 36 of the Company's Charter)

- The shareholders holding voting shares have the right to combine the number of voting rights to nominate candidates to the Supervisory Board. Shareholders or groups of shareholders holding from 5% to less than 9% of the total voting shares are entitled to nominate one (01) candidate; from 9% to less than 15% may nominate two (02) candidates; from 15% to less than 20% may nominate up to three (03) candidates; from 20% to less than 25% may nominate up to four (04) candidates; from 25% to less than 45% may nominate up to five (05) candidates; from 45% to less than 65% may nominate up to six (06) candidates; from 65% to less than 85% may nominate up to seven (07) candidates; and from 85% or more may nominate up to eight (08) candidates.
- Nominated candidates must meet the criteria specified in item 2 below.
- In case the number of candidates for the Supervisory Board nominated and self-nominated is still insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations according to a mechanism stipulated by the company in its Internal Corporate Governance Regulations and the Charter on the Operation of the Supervisory Board.

2. Criteria for candidacy as a member of the Supervisory Board:

The candidates participating in the Supervisory Board must meet all the following standards and conditions (according to Clause 1, Article 169 of the Law on Enterprises No. 59/2020/QH14; Article 286 of Decree No. 155/2020/ND-CP; and Clause 2, Article 37 of the Company's Charter).

- Having full civil act capacity and not belonging to the subjects prohibited from establishing and managing enterprises as prescribed in Clause 2, Article 17 of the Law on Enterprises No. 59/2020/QH14
- Having been trained in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major relevant to the enterprise's business activities
- Must not be a person who has a family relationship (spouse, biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, father-in-law from wife's side, mother-in-law from wife's side, biological child, adopted child, son-in-law, daughter-in-law, older brother, older sister, younger sibling, brother-in-law, sister-in-law, older brother of wife, older brother of husband, older sister of wife, older sister of husband, younger sibling of wife, younger sibling of husband) with any member of the Board of Directors, Director or General Director, and other managers
- Must not be a company manager; not necessarily a shareholder or employee of the company;
- Not working in the company's accounting or finance department
- Not being a member or employee of the auditing organization approved to audit the company's financial statements for the past three consecutive years

Regulations on nomination, candidacy, and election of members of the Board of Directors and Supervisory Board for the 2025 – 2030 term;

V. Principles of election:

- Comply with the provisions of law and the Company Charter.
- The voting right is calculated according to the number of owned shares, owned representatives. The voting results are calculated on the number of voting shares of shareholders attending the meeting.
- Each time of voting, a shareholder delegate is only allowed to use one vote corresponding to the number of owned shares, owned representatives.
- The Vote Counting Board is nominated by the chair of the delegation and approved by the General Meeting. Members of the Vote Counting Committee are not allowed to be on the list of nominees and candidates for members of the Board of Directors ;

VI. Method of election:

- Conducted according to the cumulative voting method (*Pursuant to Clause 3, Article 148 of the 2020 Law on Enterprises*)
 - Follow the method of cumulative voting: Accordingly, each shareholder has a total number of voting rights equal to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Supervisory Board
 - Attending delegates have the right to cumulatively cast all of their votes for one or several candidates.
- Delegates attending online access the electronic voting system and carry out their voting (note that delegates must cast their votes within the electronic voting period as specifically regulated in the Working Regulations)
- In case of a mistaken choice: Delegates attending online access the electronic voting system and carry out their voting (note that delegates must cast their votes within the electronic voting period as specifically regulated in the Working Regulations).

VII. Votes

Ballot's Contents

- Ballot (voting ballot) refers to the **online voting ballot**

In the case where a shareholder votes by specifying numbers: An invalid ballot is a ballot where the total number of votes cast for candidates exceeds the total number of votes allowed as calculated at the time of vote counting

VIII. Conducting the election and determining the results

1. Voting and Vote counting

Regulations on nomination, candidacy, and election of members of the Board of Directors and Supervisory Board for the 2025 – 2030 term;

- How to record the vote:
 - ✓ Delegates elect the maximum number of candidates equal to the number of members need to be voted.
 - ✓ If the votes are cumulative for one or evenly divided for the candidates, delegates tick the box "**Cumulative voting**" of the respective candidates.
 - ✓ If votes are not equal for each candidate, delegates specify the number of votes in the box "**Number of votes**" of the corresponding candidates.

Remark:

- In case of errors, shareholders may change the election results (but cannot cancel the election results); this includes supplementary election results for issues arising outside the agenda of the General Meeting. The online system only records the vote counting for the final election results at the end of the electronic voting period for each round of vote counting as stipulated in the Working Regulations of the General Meeting
- After the voting period ends, the system will automatically record the end of vote counting.
- The Vote Counting Board is responsible for making the minutes of vote counting, announcing the results and together the chairperson to resolve the questions and complaints of shareholders (if any).
- For sensitive matters and upon shareholder request, the Company must appoint an independent organization to carry out the vote collection and counting.

2. Principles of selection of elected candidates:

- The elected candidates are determined by the number of votes from high to low, starting from the candidate with the highest number of votes until a sufficient number of members need to be voted.
- In case there are two (02) or more candidates achieving the same number of votes to be elected for the last member, re-election will be conducted among the candidates with the same number of votes.
- If the first election results are not enough, the election will be conducted until a sufficient number of members need to be voted.

IX. Documents for participation in nomination and candidacy to be elected to the Board of Directors and the Supervisory Board:

Documents for participation in nomination and candidacy to be elected to the Board of Directors and the Supervisory Board include:

- Application for candidacy / nomination to be elected to the Board of Directors and the Supervisory Board (*Form*)

Regulations on nomination, candidacy, and election of members of the Board of Directors and Supervisory Board for the 2025 – 2030 term;

- Curriculum vitae (*Form*)
- Copies of the following documents: ID card / Citizen ID card / Passport
- Degrees of educational and professional qualifications (if any)
- Certificate / ownership percentage of shareholders or shareholder groups meeting the nomination conditions as stipulated in the Company's Charter

Applicants for the Board of Directors and the Supervisory Board shall take responsibility according to the law, to the General Meeting of Shareholders for the accuracy and truthfulness of the content in their documents.

Applications must be submitted to DIC Investment and Trading Joint Stock Company before **5:00 PM on June 16, 2025**, at the following address

Office of DIC Investment and Trading Joint Stock Company

Address: 29 Nguyen Khac Nhu Street, Co Giang Ward, District 1, , Ho Chi Minh City.

Tel: 028 39 311 966

Fax: 028 38 439 279

The above is the complete regulation on nomination and election to the Board of Directors at the 2025 Annual General Meeting of Shareholders of DIC Investment and Trading Joint Stock Company, respectfully submitted to the General Meeting of Shareholders for consideration and approval

This regulation shall take effect immediately after being approved by the General Meeting of Shareholders.

Recipient:

- GMS
- Members of the Board of Directors, Executive Board, and Supervisory Board;
- Save: Archive, Secretary

ON BEHALF OF THE BOARD OF
DIRECTORS
CHAIRMAN



Chairman of the board
Nguyen Duc Hai

DIC INVESTMENT & TRADING JOINT STOCK COMPANY
THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS



**Report on the Board of Directors' operation in
2024 and operation plan for 2025**

Draft

๐๖/๒๕๖๕

06/2025



I. GENERAL SITUATION

In 2024, the global situation continued to evolve rapidly and unpredictably, with many unprecedented and unforeseen developments, military conflicts escalated, strategic competition among major powers intensified, and many countries strengthened trade protectionism policies. Domestically, opportunities and challenges were intertwined; the economy continued to suffer from a "double impact" of adverse external factors and internal limitations and inefficiencies. The Company's Board of Directors (BoD) acknowledged the realities and adopted cautious goals and strategies for 2024 to help DIC overcome the stormy market environment.

The BoD highly appreciates the solidarity and efforts of all company staff who have worked hard under difficult economic conditions. At the same time, it recognizes the efforts of the Board of Management, which has effectively exercised its management role, adopted flexible cost-cutting measures, and made adaptive investment decisions — focusing on core business activities, despite not yet achieving the expected results.

II. THE BOARD OF DIRECTORS' OPERATION IN 2024

1. Summary of Meetings of the Board of Directors

The Board of Directors consists of 07 members, including:

No.	Name	Position	Qualification	Position held in other organizations	Note
1	Mr. Nguyen Duc Hai	Chairperson of Board of Directors	Bachelor	Chairman of the Board of Directors of Minh Phong Transport Trading Joint Stock Company	
2	Ms. Le Thi Thuy Nga	Member of the Board of Directors	Bachelor		
3	Mr. Bui Thanh Nhan	Member of the Board of Directors		Director of NHT Investment and Trading Development Company Limited.	Appointed as the member of the Board of Directors as of October 15, 2020
4	Mr. Dinh Tien Dung	Member of the Board of Directors	Bachelor		Appointed as the member of the Board of Directors as of October 15, 2020

Report on the Board of Directors' operation in 2024 and operation plan for 2025

No.	Name	Position	Qualification	Position held in other organizations	Note
5	Nguyen Anh Kiet	Member of the Board of Directors	Master		Appointed as the member of the Board of Directors as of August 02, 2024
6	Hoang Van Thiem	Member of the Board of Directors	Bachelor	Chairman of the Board of Directors cum General Director of DIC Minerals Joint Stock Company	Appointed as the member of the Board of Directors as of August 02, 2024
7	Vu Tien Viet	Member of the Board of Directors	Bachelor	Director of BMC Mineral Investment Company Limited	Appointed as the member of the Board of Directors as of August 02, 2024

In 2024, the Board of Directors convened meetings in accordance with the Company's Charter. The meeting agendas primarily focused on the following matters:

Minutes No.	Meeting Date	Meeting agenda
01-2024/BBHĐQT.DIC-INTRACO	March 29, 2024	Minutes of the Board of Directors' <i>regular meeting for Q1 2024</i>
02-2024/BBHĐQT.DIC-INTRACO	May 17, 2024	Minutes of the Board of Directors' meeting <i>on the approval of the appointment of the Corporate Governance Officer of DIC Investment and Trading JSC</i>
03.01-2024/BBHĐQT.DIC-INTRACO	June 18, 2024	Minutes of the Board of Directors' meeting <i>on organizing the 2024 Annual General Meeting of Shareholders</i>
04-2024/NQHĐQT.DIC-INTRACO	September 12, 2024	Minutes of the Board of Directors' <i>regular meeting for Q3 2024</i>
05-2024/NQHĐQT.DIC-INTRACO	November 07, 2024	Minutes of the Board of Directors' <i>regular meeting for Q4 2024</i>

2. Resolutions and Decisions of the Board of Directors

In 2024, the Board of Directors issued 02 resolutions related to business operation management and other key decisions. All resolutions and decisions issued by the Board of Directors were unanimously agreed upon by its members and were in accordance with the Company's Charter.

Resolution/Decision Number	Date	Content
02-2024/NQHĐQT.DIC-INTRACO	May 17, 2024	Resolutions of the Board of Directors <i>on the approval of the appointment of the Corporate Governance Officer of DIC Investment and Trading JSC</i>
03.01-2024/NQHĐQT.DIC-INTRACO	June 18, 2024	Resolution of the Board of Directors <i>on Organizing the 2024 Annual General Meeting of Shareholders</i>

3. Results of the Board of Directors' supervision the Board of Management:

The Board of Directors highly appreciates the efforts of the Board of Management and all departments in implementing the 2024 business and production plan. Over the past year, the Board of Management has effectively carried out the Resolutions of the General Meeting of Shareholders and the Resolutions of the Board of Directors. It has fulfilled its role by closely monitoring the Company's operations across all aspects and by proposing timely, flexible, and appropriate management solutions aligned with the Company's development orientation. The directives and recommendations of the Board of Directors have been fully and promptly implemented by the Board of Management, with detailed reports on the results, demonstrating a high sense of responsibility. Although the business results did not meet expectations, in the context of the current economic challenges and increasingly fierce market competition, the Board of Directors still highly values the unwavering commitment and tireless efforts of the Board of Management.

During the past year, the Board of Directors supervised the Board of Management in the following areas:

- Monitoring the preparation of the standalone and consolidated financial statements for Q1/2024, Q2/2024, Q3/2024, Q4/2024, the semi-annual reviewed financial statements, and the 2024 audited annual financial statements.
- Directing the strict compliance with reporting regimes and information disclosure requirements in accordance with the regulations.
- Supervising, directing the Board of Management to implement the resolutions and decisions of the Board of Directors.

Report on the Board of Directors' operation in 2024 and operation plan for 2025

- Overseeing the consolidation and governance of the Company's head office, factories, and subsidiaries.
- Coordinating regularly with the Board of Management and relevant departments to assess the financial capacity of customers with overdue debts and directing the implementation of debt recovery measures for such clients.
- Requesting the Board of Management to analyze the 2024 business results report, propose remedial actions, and develop the business and production plan for 2025.
- Modifying the organizational structure and reorganizing departments and personnel to strengthen management and improve work efficiency.

4. Remuneration, operating expenses and other benefits of the Board of Directors and each member of the Board of Management

In 2024, the remuneration of the Board of Directors was approved by the General Meeting of Shareholders as follows:

Unit: VND / month

Position	Remuneration	Operating expenses	Other Benefits
Chairperson of Board of Directors	5,000,000	-	-
Member of the Board of Directors	3,000,000	-	-
Total	20,000,000	-	-
Total expenditure in 2024	168,000,000	-	-

III. REPORT ON TRANSACTIONS

1. Transactions between the company, its subsidiaries, or entities in which the public company holds 50% or more of charter capital, and members of the Board of Directors or their related persons:

In 2024, the Company engaged in transactions with related parties. These transactions have been detailed in the audited Financial Statements as of December 31, 2024, and publicly disclosed on the Company's website, as follows:

No.	Name of Related Organization/Individual	Relationship with the Company	Transaction Details, Value
------------	------------------------------------------------	--------------------------------------	-----------------------------------

Report on the Board of Directors' operation in 2024 and operation plan for 2025

1	BMC Production Trading Company Limited	Related party of Mr. Nguyen Duc Hai	Collection of loan repayments: VND 9,428,000,000 Loan: VND 30,834,000,000
2	BMC Mineral Investment Company Limited	Related party of Mr. Vu Tien Viet	Borrowing of funds: VND 66,482,576,017 Payment: VND 77,071,097,216
3	Mr. Bui Thanh Nhan - Member of Board of Directors	Relevant parties	Collection of loan repayments VND 3,000,000,000

2. Transactions between the Company and companies in which a member of the Board of Directors is a founding member or a business manager within the last 3 years prior to the transaction: Details are presented in Section III.3.

IV. Board of Directors' Operation Direction in 2025

➤ For production activities:

Due to the frozen real estate market, the Company's factories were forced to suspend operations. The Executive Board was required to assign personnel to monitor, supervise, and preserve assets and machinery to prevent loss or damage.

➤ For commercial activities:

The Company also coordinated with joint venture and associated companies to monitor operational progress, striving to fulfill the set targets to the highest extent possible, maximize revenue and profit, and thereby contribute positively to the consolidated business results of the Company.

The Company continues to actively seek potential partners for joint ventures and strategic alliances in order to enhance corporate capacity, expand operations effectively, and leverage the Company's strengths and core competencies

The above constitutes a summary report on the Board of Directors's operation in 2024 and the operation orientation for 2025. Respectfully submit to the General Meeting of Shareholders for consideration and approval.

FOR BOARD OF DIRECTORS



**Chairman of the board
Nguyen Duc Hai**

DIC INVESTMENT AND TRADING
JOINT STOCK COMPANY

BOARD OF SUPERVISORS

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

Ho Chi Minh City, June 06, 2025



BOARD OF SUPERVISORS' OPERATION REPORT AND OPERATION PLAN FOR 2025

AT THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders,

In accordance with the functions and duties of the Board of Supervisors as stipulated in the Law on Enterprises; the Articles of Association of DIC Investment and Trading Joint Stock Company (DIC Intraco); and the Regulation on the organization and operation of the Board of Supervisors, we hereby present to the General Meeting of Shareholders the Board of Supervisors's report on inspection and supervision conducted in 2024 as follows:

A. OPERATION OF THE BOARD OF SUPERVISORS IN 2024:

1. Summary of Meeting of the Board of Supervisors

The Board of Supervisors consists of 03 members and held a total of 04 meetings during the year. All members of the Board of Supervisors attended the meetings in full and assigned representatives to attend the meetings of the Board of Directors.

No.	Member of Board of Supervisors	Position	Date of starting/ending as a member of the Board of Supervisors	Number of meetings of the Board of Supervisors attended	Meeting attendance rate	Reasons for meeting non- attendance
1	Ms. Phan Thuy Tram	Head of Board of Supervisors	Appointed as the Head of the Board of Supervisors as of October 20, 2020.	04	100%	

2	Ms. Dang Thi Kim Chau	Member	Appointed as the member of the Board of Supervisors as of October 20, 2020.	04	100%	
3	Ms. Nguyen Thi Diep	Member	Appointed as the member of the Board of Supervisors as of October 20, 2020.	04	100%	

2. Conclusion on the Activities of the Board of Supervisors

In 2024, the Board of Supervisors of DIC Intraco proactively conducted inspection and supervision of the Company's business operations in accordance with applicable laws and the Company's Charter. The main activities of the Board of Supervisors in 2024 included:

- Periodic on-site inspections and assessments of the Company's 2024 business performance reports.
- Supervision and review of the compliance and appropriateness of decisions made by the Board of Directors and the Executive Board within their delegated authority;
- Inspection of the implementation of the 2024 Annual General Meeting of Shareholders' Resolutions;
- Submission to the Board of Directors for selection of the auditing consultancy firm in accordance with the resolution of the General Meeting of Shareholders.

3. Remuneration, operating expenses and other benefits of the Board of Supervisors

In 2024, the remuneration of the Board of Supervisors was approved by the General Meeting of Shareholders as follows:

Unit: VND

Title	Number of people	Monthly remuneration per member	Total monthly remuneration	Number of months	Total
Board of Supervisors			11,000,000		132,000,000
Head of Board of Supervisors	1	5,000,000	5,000,000	12	60,000,000
Member of Board of Supervisors	2	3,000,000	6,000,000	12	72,000,000

Total			11,000,000		132,000,000
-------	--	--	------------	--	-------------

B. RESULTS OF SUPERVISION ON COMPANY OPERATIONS AND FINANCIAL PERFORMANCE IN 2024.

1. Supervision of the Implementation of the Business and Production Plan:

Due to ongoing socio-economic challenges in 2024 and the global economy continuing to face various risks, the Company's business operations were affected by international economic fluctuations, impacting not only the Company but also the broader national economy. Overall, in 2024, the Company did not achieve the targets set out in the resolutions of the 2024 Annual General Meeting of Shareholders. Specifically:

1.1. Business results in 2024:

Unit: million dong

No.	Criteria	Implementation in 2024		Implementation in 2023		% Implementation in 2024/Implementation in 2023	
		Parent Company	Consolidated	Parent Company	Consolidated	Parent Company	Consolidated
1	Total value of assets	1,135,878	1,127,453	1,236,166	1,228,984	92%	91.7%
2	Net sales	90,495	92,248	1,081,848	1,083,381	8.4%	8.5%
3	Profit before tax	-6,681	-7,873	1,261	223	-544%	-3,531%
4	Profit after tax	-6,681	-7,873	1,261	223	-544%	-3,531%

No.	Criteria	Plan in 2024		Implementation in 2024		% Implementation in 2024/Plan in 2024	
		Parent Company	Consolidated	Parent Company	Consolidated	Parent Company	Consolidated
1	Total value of assets			1,135,878	1,127,453		

2	Net sales	1,244,125	1,245,888	90,495	92,248	7.3%	7.4%
3	Profit before tax	1,450	256	-6,681	-7,873	-473%	-3,075%
4	Profit after tax						

By the end of 2024, the Company did not fulfill its planned targets. Consolidated net revenue reached VND 92 billion, equivalent to 7.4% of the annual target. The parent company recorded VND 90 billion in net revenue, fulfilling only 7.3% of the plan. Profit before tax of the parent company stood at negative VND 6 billion, and the consolidated result showed a net loss of VND 7 billion. With such business results, the Company failed to achieve the performance indicators approved at the 2023 Annual General Meeting of Shareholders.

Regarding the business performance of product lines in 2024:

In 2024, the Company faced numerous difficulties and challenges, particularly the continuous increase in input material costs for production and fierce market competition.

The real estate market experienced a stagnation in new project developments, while infrastructure projects were delayed. This significantly affected the building materials (construction materials) segment, as these sectors are the main consumption channels for such products.

1.2 . Financial situation of the Company:

During the year, due to industry-wide difficulties, the Company's business activities were unstable. The recovery of receivables was challenging, and the Company's investment projects did not yield effective results, leading to a shortage of operating capital.

Despite efforts to overcome these difficulties, revenue across all business segments decreased compared to the same period of the previous year.

1.3 Appraisal of Financial Statement:

a. Summary of the Parent Company's Balance Sheet:

Unit: Billion dong

Items	2024	2023	Fluctuation
Current assets	977.3	1,062.6	-8%
Non-current assets	158.5	173.4	-8.5%
Total assets	1,135.8	1,236	-8%

Liabilities	1,196	1,289	-7.2%
Owners' equity	-60	-54	11%
Total Capital Sources	1,136	1,236	-8%

Observations on several key indicators from the Parent Company's financial statements:

* As compared to the beginning of the year, the total assets in 2024 decreased by 8%, in which:

Current assets declined, mainly due to the following reasons:

+ A decrease in short-term receivables compared to the beginning of the year.

* As compared to the beginning of the year, the total liabilities and equity in 2024 also decreased by 8%, in which:

+ Short-term liabilities as of December 31, 2024 amounted to VND 1,196 billion, a decrease of VND 93 billion.

+ Taxes and payables to the State increased by VND 0.3 billion.

+ Short-term accrued expenses increased by VND 65 billion compared to 2023.

In which: Financial expenses amounted to over VND 64 billion, mainly for loan repayments. The pressure to meet monthly debt repayments, including both principal and interest, remains extremely high. The Company's business and production operations are heavily reliant on borrowed capital. As of December 31, 2024, equity was negative VND 60 billion. The charter capital of the Parent Company stood at VND 266 billion.

b. Business Performance of the Parent Company:

Unit: Billion dong

Items	In 2024	In 2023	Fluctuation
Net sales	90.5	1,082	-92%
Cost of capital		991	
Profit before tax	-6.8	1.2	

In summary, in 2024, both net revenue and profit before tax decreased compared to the same period in 2023.

2. Restructuring of Financial Investments:

- Regarding capital contributions to project implementation: The Company's capital investments in real estate projects have proven ineffective, resulting in capital stagnation and negatively impacting the Company's business and production activities.

❖ Consolidated Business Results:

Unit: Billion dong

Items	In 2024	In 2023	Fluctuations (%)
Total net revenues	92	1,083	-92%
Profit before tax		0.2	
Profit after tax	-7.8	0.2	

C. SUPERVISION RESULTS ON THE BOARD OF DIRECTORS AND GENERAL DIRECTOR

Through its supervision of business activities in 2024, the Board of Supervisors found that the Board of Directors and the Board of Management directed the Company's operations in accordance with their functions, responsibilities, and authority as prescribed by law, the Company's Charter, and Resolutions of the General Meeting of Shareholders. Specifically as follows:

1. Supervision results for the Board of Directors

- In order to effectively carry out the supervisory function over business operations and enhance governance effectiveness amid ongoing challenges, the Board of Directors promptly issued Resolutions/Decisions providing guidance and direction on strategies, investments, and management activities in alignment with the actual circumstances of the Company.

- The Board of Directors fully performed its responsibilities and strictly complied with the Law on Enterprises, the Law on Securities, the Company's Charter, and other relevant legal regulations.

- Resolutions issued by the Board of Directors were within its scope of authority and complied with the Resolutions of the General Meeting of Shareholders, the Law on Enterprises, the Law on Securities, and other applicable legal provisions.

2. Supervision Results on the Board of Management.

- In the context of ongoing difficulties and challenges throughout 2024, the Executive Board managed and operated the Company's business activities in accordance with the delegation of authority between the Board of Directors and the Board of Management.

- The Board of Management implemented management measures, cost-cutting strategies, and cash flow control to maintain stable business operations during this challenging period.

- The Board of Management regularly reported to the Board of Directors and sought guidance when necessary, ensuring that all business activities were executed in compliance with the Resolutions of the Board of Directors.

D. RESULTS ON EVALUATING THE COORDINATION OF ACTIVITIES BETWEEN THE BOARD OF SUPERVISORS AND THE BOARD OF DIRECTORS, GENERAL DIRECTOR AND SHAREHOLDERS

- The Board of Supervisors supervises the Board of Directors, the Board of Management in the management and operation of the Company. Members of the Board of Directors, the Board of Supervisors, and the Board of Management maintained collaborative communication and mutual information exchange in a cooperative spirit, thereby facilitating the execution of their respective duties.

- The Board of Directors invited the Board of Supervisors to attend all Board meetings. Most materials, including meeting minutes, resolutions, reports, and proposals submitted by the Board of Management to the Board of Directors for approval, were also shared with the Board of Supervisors in a timely manner.

- The Board of Supervisors was provided with documentation related to all internal meetings concerning the implementation, interim review, and final summary of the Company's business activities across all areas of operation.

- The Board of Directors and the Board of Management supported and facilitated the Board of Supervisors in fulfilling its duties.

- Members of the Board of Directors, the Board of Management, and other managerial personnel of the Company supplied relevant information and documents related to the Company's operations as requested by the Board of Supervisors.

E. REPORT ON TRANSACTIONS WITH RELATED PARTIES

1. **Transactions between the company, its subsidiaries, or entities in which the public company holds 50% or more of charter capital, and members of the Board of Directors or their related persons:**

No.	Name of Related Organization/Individual	Relationship with the Company	Transaction Details, Value
1	BMC Production Trading Company Limited	Related party of Mr. Nguyen Duc Hai	Collection of loan repayments: VND 9,428,000,000 Loan: VND 30,834,000,000
2	BMC Mineral Investment Company Limited	Related party of Mr. Vu Tien Viet	Borrowing of funds: VND 66,482,576,017 Payment: VND 77,071,097,216
3	Mr. Bui Thanh Nhan - Member of Board of Directors	Relevant parties	Collection of loan repayments VND 3,000,000,000

2. Transactions between the Company and companies in which a member of the Board of Directors is a founding member or a business manager within the last 3 years prior to the transaction: Details are presented in Section III.3

F. OPERATION DIRECTION IN 2025

1. Recommendations

The Board of Supervisors generally agrees with the figures and content of the 2024 business performance report. The Board of Supervisors makes the following recommendations:

- The Board of Directors should instruct the Executive Board to strictly control investment expenses and manage cash flow effectively. Strengthen internal control and risk management practices.

- Regarding debt collection: Given that the Company's liquidity heavily depends on receivables, it is recommended that the Company take decisive measures to collect outstanding debts, recover unprofitable investments, and prioritize working with financially capable customers to minimize the risk of bad debt. Strictly comply with regulations related to the provisioning for doubtful debts.

- The Company must ensure accurate and lawful accounting practices in accordance with relevant financial regulations.

2. Board of Supervisors's Operation Plan for 2025:

- Monitor the implementation of resolutions passed by the Annual General Meeting of Shareholders (AGM).

- Oversee compliance with the laws of the State, the Company's Charter, and the execution of Resolutions and Decisions issued by the Board of Directors.

- Appraise the Company's annual financial statements. Submit reports on evaluation of the business reports, semi-annual or annual financial statements of the company and reports on evaluation of the management of the Board of Directors to the General Meeting of Shareholders at the annual meetings.

- Other duties in accordance with the Law on Enterprises and the Charter of the Company.

The above is the Board of Supervisors's operation report in 2024 and its operation plan for 2025.

Sincerely thanks!

FOR BOARD OF SUPERVISORS
HEAD OF BOARD OF SUPERVISORS

Recipients:

- The 2025 General Meeting of Shareholders;
- Board of Directors;
- Save: Board of Supervisors.



PHAN THUY TRAM



DIC INVESTMENT & TRADING JOINT STOCK COMPANY
THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS



REPORT OF BOARD OF MANAGEMENT
YEAR 2024

Draft

๓๔๘

.../2025

Dear Shareholders,

The Board of Management of DIC Investment and Trading Joint Stock Company would like to present the 2024 business performance report and the 2025 business plan of the Company as follows:

I. INCOME STATEMENT 2024

1. Overview of Business Operations in 2024

Unit: million dong

No.	Criteria	Implementation in 2024		Implementation in 2023		% Implementation in 2024/Implementation in 2023	
		Parent Company	Consolidated	Parent Company	Consolidated	Parent Company	Consolidated
1	Total value of assets	1,135,878	1,127,453	1,236,166	1,228,985	91.9%	91.7%
2	Net sales	90,495	92,248	1,081,848	1,083,381	8.4%	8.5%
3	Profit before tax	-6,862	-7,873	1,261	223	-544.2%	-3530.5%
4	Profit after tax	-6,862	-7,873	1,261	223	-544.2%	-3530.5%

Unit: million dong

No.	Criteria	Plan in 2024		Implementation in 2024		% Implementation in 2024/Plan in 2024	
		Parent Company	Consolidated	Parent Company	Consolidated	Parent Company	Consolidated
1	Total value of assets			1,135,878	1,127,453		
2	Net sales	1,244,125	1,245,888	90,495	92,248	7.3%	7.4%
3	Profit before tax	1,450	256	-6,862	-7,873	-473.2%	-3070.0%
4	Profit after tax			-6,862	-7,873		

In 2024, amidst the general economic downturn, the Company and its functional departments made every effort to maintain operations at the highest possible level. Geopolitical crises, ongoing armed conflicts, and the unprecedented spike in the price gap between crude oil and petroleum products led to significant increases in costs, severely impacting the Company's import-export business operations. In addition, the stagnant real estate market in Vietnam in 2024 resulted in a sharp decline in domestic demand for clinker, steel, and tiles. The construction materials industry faced yet another challenge in 2024, which was the sharp and

sudden increase in material prices. The surge in raw material costs significantly impacted businesses across the sector.

With the overall impact of the 2024 market, such as global political instability, slow economic growth, and climate change, which directly affected the Company's operations, the Board of Management adjusted the business strategy and implemented cost control measures to mitigate the financial impacts of these external factors. The Board of Management continued to monitor market conditions closely in order to propose suitable business solutions. By the end of the 2024 fiscal year, the Company's business performance remained unfavorable. Accordingly: Consolidated net revenue reached VND 92.2 billion, equivalent to 8.5% of the revenue achieved in 2023, and 7.4% of the 2024 plan. Net revenue of the parent company reached VND 90.5 billion, equivalent to 8.4% compared to the same period in 2023 and 7.3% of the planned target. Pre-tax and after-tax profit of the parent company recorded a loss of VND 6.8 billion. Consolidated pre-tax and after-tax profit recorded a loss of VND 7.8 billion. The Company did not meet the expectations outlined in the 2024 business plan.

The increasing demand for coal in the economy, especially for power generation, is necessary in all aspects: electricity needs, coal usage levels, and the role of coal in ensuring energy security—all of which align with the global trend of rising coal consumption. In response to this situation, the Company's Management Board actively worked with stakeholders and coordinated with Vinh Tan and Duyen Hai Thermal Power Plants to seek solutions to overcome the difficulties. Although the 2024 results did not meet the set targets, the Management Board and all DIC employees have remained united and continuously made great efforts to achieve the best possible outcomes for the Company.

2. Overview of 2024 Performance

Unit: million dong

No.	Criteria	In 2024	In 2023	% Increase/ decrease
1	Total value of assets	1,127,453	1,228,985	91.7%
2	Net sales	92.248	1,083,381	8.5%
3	Profit before tax	-7.873	223	-3,530%
4	Profit after tax	-7.873	223	-3,530%

By the end of fiscal year 2024, the total asset value was VND 1,127 billion, reaching 91.7% compared to the same period in 2023. Net revenue was VND 1,083 billion, equivalent to

8.5% compared to 2023. Pre-tax and after-tax losses amounted to VND 7 billion.

Items	Unit	2023	2024
Solvency criteria			
+ Short-term payment coefficient:	Time	0.82	0.81
+ Quick payment ratio:	Time	0.69	0.67
Criteria on capital structure			
+ Debt ratio/ total assets	Time	1.05	1.06
+ Debt ratio/ owner's equity	Time	-23.01	-18.69
Performance criteria			
+ Inventory turnover	Turns	-	-
+ Turnover of receivables	Turns	1.21	0.10
+ Turnover of payables	Turns	-	-
+ Total asset turnover	Turns	0.88	0.08
+ Turnover of fixed assets	Turns	12.11	1.26
+ Working capital turnover	Turns	1.03	1.10
Profitability target			
+ Profit after tax/ net revenue	%	0.02%	-8.53%
+ Profit after tax/equity ratio	%	-0.40%	12.36%
+ Profit after tax/Total assets ratio	%	0.02%	-0.70%
+ Profit from operation activities/ Net revenue	%	0.06%	-10.33

3. Improvements in organizational structure, policies, management in 2024

With the goal of increasing transparency, automation, and improving the effectiveness of certain management and human resource activities, the Company has gradually explored and applied scientific and technological advancements, such as: Utilizing software to manage data and enhance labor productivity.

Establishing a streamlined and efficient human resource structure, regularly reviewing the workforce to ensure the selection of high-quality personnel throughout the Company's development process.

Frequently inspecting and closely monitoring the operations of subsidiaries and factories.

Maintaining flexible financial management, ensuring timely capital mobilization to meet the Company's operational needs. Upgrading accounting software to ensure clear and transparent record-keeping.

II. DEVELOPMENT PLAN IN 2025

The Company will continue to implement measures to increase revenue growth. Based on market developments, decisions will be made to restructure business sectors with competitive advantages and enhance overall efficiency. The Board of Directors and the Board of Management have temporarily suspended the business of some product lines and set the following plans for 2025:

- Consolidated Revenue Plan: VND 610 billion (an increase of 561% compared to 2024 actuals)
- Consolidated Profit Before Tax Plan: VND 250 million (an increase of 103% compared to 2024 actuals)
- Parent Company Revenue Plan: VND 600 billion (an increase of 563% compared to 2024 actuals)
- Parent Company Profit Before Tax Plan: VND 230 billion (an increase of 103% compared to 2024 actuals)

1. Regarding Business Operations

- The Company continues its cooperation with major economic groups such as Vinalines, CCS, and HB to supply coal to the Vietnam Electricity Group (EVN) and the Vietnam National Energy Industry Group (PVN). Customer relationships are well maintained. The Company continues to actively seek potential partners for joint ventures and strategic alliances in order to enhance corporate capacity, expand operations effectively, and leverage the Company's strengths and core competencies.

- The Company is currently requesting compensation from the Vietnam Electricity Group (EVN) for damages under Economic Contract No. 04/2017/HĐMB dated March 28, 2017, with a total claim amount of VND 208,169,609,834. The Company is coordinating with relevant departments to ensure timely and accurate communication regarding payment schedules and debt recovery.

- Continuously report and hold briefings with the Board of Management to receive strategic business guidance at each stage. The Company is also proactively formulating contingency plans to mitigate potential risks that may impact its business operations.

- The Company continues to closely monitor market developments in order to make timely, effective business decisions.

2. Regarding Financial matters

- Develop financial plans for investment activities, project bidding, and business development to avoid waste and losses.

- Improve receivables management and financial operations to prevent delays in payments to suppliers and transport units, which could cause difficulties in accessing low-cost goods and chartering cheaper vessels, thereby reducing business efficiency and damaging the company's reputation with customers.

- Establish bank credit limits to meet the business planning needs of various departments.

- Implement effective internal controls to prevent all risks in accounting work and closely monitor the budgets of units.

- Develop a management accounting system to provide timely accounting information to the Executive Board for effective business operation management.

3. Regarding Human Resources Management and Organizational Structure

Modifying the organizational structure and reorganizing departments and personnel to strengthen management and improve work efficiency.

For operational personnel: Merge business departments, reduce management positions at the director level, and restructure indirect personnel to eliminate redundancies; limit entertainment expenses, reduce administrative costs, and adjust or cut allowances for positions and travel expenses.

This is a summary report on the business operations of the General Director for 2024 and the development plan for 2025.

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

FOR BOARD OF MANAGEMENT



Chairman of the board
Nguyen Duc Hai