

No: 01 - 2025/BCQT.DIC

Ho Chi Minh City, March 07, 2025

**LISTED CORPORATE GOVERNANCE REPORT
2024**

To: - State Securities Commission;
- Hanoi Stock Exchange

- Name of company: **DIC INVESTMENT AND TRADING JOINT STOCK COMPANY**
- Address of headoffice: 82 Tran Huy Lieu, Ward 15, Phu Nhuan District, Ho Chi Minh City
- Tel: (84.8) 3931 0504 Fax: (84.8) 3843 9279 Email: info@dic-intraco.vn
- Charter capital: 265,858,400,000 VND Stock symbol: **DIC**
- Governance model: General Meeting of Shareholders, Board of Directors, Board of Supervisors and General Director.
- The implementation of internal audit: Not yet implemented.

I. Activities of the General Meeting of Shareholders

Information about meetings and Resolutions / Decisions of the General Meeting of Shareholders (including resolutions of the General Meeting of Shareholders approved in the form of written opinions):

No.	Resolution / Decision No.	Date	Content
1	01-2024/NQDHDCD.DIC-INTRACO	August 02, 2024	1/ Approval of the Board of Directors' 2022 Operational Report and the 2023 Operational Plan. 2/ Approval of the Board of Directors' 2023 Operational Report and the 2024 Operational Plan. 3/ Approval of the Board of Supervisors' 2022 Operational Report and the 2023 Operational Plan 4/ Approval of the Board of Supervisors' 2023 Operational Report and the 2024 Operational Plan. 5/ Approval of the Report of the Company's Management Board on the production and business activities in 2022 and the 2023 Operational Plan 6/ Approval of the Report of the Company's Management Board on the production and business activities in 2023 and the 2024 Operational Plan 7/ Approval of the audited 2022 Financial statements. 8/ Approval of the selection of an auditor for the 2023 Financial statements.

			<p>9/ Approval of the audited 2023 Financial statements.</p> <p>10/ Approval of the 2022 business performance and profit distribution results.</p> <p>11/ Approval of the 2023 business performance and profit distribution results.</p> <p>12/ Approval of the 2023 production and business plan.</p> <p>13/ Approval of the 2024 production and business plan.</p> <p>14/ Approval of remuneration of the Board of Directors and Board of Supervisors for 2022, 2023 and the remuneration payment plan for the Board of Directors and Board of Supervisors in 2024.</p> <p>15/ Approval of the selection of an auditor for the 2024 Financial Statements.</p> <p>16/ Approval of amendments and supplements to the Company Charter.</p> <p>17/ Approval of the issuance of internal regulations on corporate governance.</p> <p>18/ Approval of the Regulations on operation of the Board of Directors</p> <p>19/ Approval of the Regulations on operation of the Board of Supervisors</p> <p>20/ Approval of the dismissal of members of the Board of Directors for the 2020 - 2025 term.</p> <p>21/ Approval of the election of additional members to the Board of Directors for the 2020-2025 term.</p> <p>22/ Election of Board of Directors for the 2020 - 2025 term.</p>
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II. Board of Director

1. Information about the Members of the Board of Directors (“BOD”) :

No.	Board of Directors' members	Position	The date becoming to be the member of the Board of Directors	Number of meetings attended by Board of Directors	Attendance rate	Reasons for absence

1	Mr. Nguyen Duc Hai	Chairman of the Board of Directors;	2009	05	100%;	
2	Ms. Le Thi Thuy Nga	Member	2014	05	100%;	
3	Mr. Bui Thanh Nhan	Member	2020	05	100%;	
4	Mr. Dinh Tien Dung	Member	2020	05	100%;	
5	Mr. Nguyen Van Quyen	Member	2009	0	0%;	The Board of Directors approved the resignation of the Board member on November 1, 2023.
6	Mr. Pham Huu Long	Member	2020	0	0%;	The Board of Directors approved the resignation of the Board member on September 1, 2023.
7	Nguyen Anh Kiet	Member	2024	02	40%;	Appointment of Board of Directors members on August 2, 2024
8	Hoang Van Thiem	Member	2024	02	40%;	Appointment of Board of Directors members on August 2, 2024
9	Vu Tien Viet	Member	2024	02	40%;	Appointment of Board of Directors members on August 2, 2024

2. Supervisory activities of the Board of Directors to the Board of Management.

- + Monitor the preparation of the Parent Company's and Consolidated Financial Statements QI/2024, QII/2024, QIII/2024, QIV/2024, Review Report for the first 6 months of 2024 and the Audited 2024 Financial Statements.
- + Direct the strict implementation of reporting and information disclosure regimes according to regulations.
- + Supervise and direct the Management Board to deploy and implement resolutions and decisions of the Board of Directors.
- + Coordinate and supervise the implementation of loan guarantees at the Bank to finance business activities.
- + Direct the consolidation and management work at the Company's office, factories and subsidiaries.

- + Periodically coordinate with the Board of Directors and relevant departments to assess the financial capacity of some customers with overdue debts and direct the implementation of debt collection measures for these customers.
- + Request the Board of Directors to analyze the Business Results Report for the first 6 months of 2024, from which recommendations for solutions are made, and a production and business plan for 2025 is developed.
- + Modify the organizational model, rearrange departments and personnel to strengthen management and improve work efficiency.
- + Approval of personnel changes, resignations, dismissals of the Board of Directors.

3. Activities of subcommittees under the Board of Directors: **None**

4. Resolutions/Decisions of the Board of Directors:

No.	Resolution / Decision No.	Date	Content
1	02-2024/NQHĐQT.DIC-INTRACO	May 17, 2024	Resolution of the Board of Directors of DIC Investment and Trading Joint Stock Company (Regarding: <i>Approval of the appointment of the position of Head of Administration of DIC Investment and Trading Joint Stock Company</i>)
2	03.01-2024/NQHĐQT.DIC-INTRACO	June 18, 2024	Resolution of the Board of Directors of DIC Investment and Trading Joint Stock Company (Regarding: <i>Organizing the Annual General Meeting of Shareholders in 2024</i>)

III. Board of Supervisors

1. Information about members of Board of Supervisors:

No.	Members of the Board of Supervisors	Position	he date becoming to be the member of the Board of Supervisors	Number of meetings attended	Attendance rate	Reasons for absence
1	Ms. Phan Thuy Tram	Head of the Board of Supervisors	Appointed as the Head of the Board of Supervisors from October 20, 2020.	04	100%;	
2	Ms. Dang Thi Kim Chau	Member	Appointed as a member of the Board of Supervisors from October 20, 2020	04	100%;	
3	Ms. Nguyen Thi Diep	Member	Appointed as a member of the Board of	04	100%;	

			Supervisors from October 20, 2020			
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2. Supervision activities of the Board of Supervisors for the Board of Directors, the Executive Board and shareholders

In 2024, the Board of Supervisors performed its inspection and supervision tasks well as follows:

- + Participate in meetings of the Board of Directors and the Board of Directors, grasp and propose ideas to enhance the company's operational efficiency.
- + Check and supervise the implementation of Resolutions of the General Meeting of Shareholders, Board of Directors, Company Charter, and report on the management work of the Management Board.
- + Consider factors that affect production and business operations such as inventory, accounts receivable and payable, and other items. Monitor the implementation of the 2024 production and business plan.
- + Review quarterly financial statements, especially the audited financial statements for the first 6 months of 2024 and the 2024 audited financial statements.

3. The coordination of activities between the Board of Supervisors and the activities of the Board of Directors, Executive Board and other managers:

- + In 2024, the Board of Directors and the Board of Management facilitated the Board of Supervisors in providing full information on the company's production and business activities and financial situation.
- + The Board of Supervisors has closely coordinated with the Board of Directors and the Board of Management to implement the targets and plans approved by the General Meeting of Shareholders while maintaining independence in performing the functions of inspection, supervision and internal control.

4. Other activities of the Board of Supervisors: **None**

IV. Board of Management:

No.	Members of Board of Management	Date of birth	Qualification	Date of appointment / dismissal of members of the Board of Management
1	Mr. Dinh Tien Dung	June 09, 1970	Bachelor of Economics	May 15, 2013
2	Mr. Nguyen Manh Chien	July 20, 1965	Bachelor of Economics	March 19, 2018
3	Mr. Vu Quang	February 01, 1981	Bachelor of Economics	February 07, 2014
4	Mr. Nguyen Anh Kiet	December 10, 1977	Master of Finance - Banking	March 22, 2022

5	Mr. Hoang Van Thiem	July 27, 1976	Bachelor of Economics	March 22, 2022
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V. Chief Accountant

Full name	Date of birth	Professional qualifications	Date of appointment/ dismissal
Mr. Nguyen Anh Kiet	December 10, 1977	Master of Finance - Banking	August 15, 2019

VI. Training courses on corporate governance: None

VII. The list of affiliated persons of the public company and transactions of affiliated persons of the Company

1. The list of affiliated persons of the Company:

No.	Name of organization / individual	Securities trading account (if any)	Position at the company (if any)	NSH No., date of issue, place of issue	Address	Time of starting to be affiliated person	Time of ending to be affiliated person	Reason
1	Mr. Nguyen Duc Hai		Chairman of the Board of Directors		HCMC	October 15, 2020		
2	Ms. Le Thi Thuy Nga		Non-executive member of the Board of Directors		HCMC	October 15, 2020		
3	Mr. Bui Thanh Nhan		Non-executive member of the Board of Directors		HCMC	October 15, 2020		
4	Mr. Dinh Tien Dung		Executive member of the Board of Directors cum Deputy General Director		HCMC	October 15, 2020		
5	Mr. Nguyen Van Quyen		Non-executive member of the Board of Directors		Vung Tau City.	October 15, 2020	November 01, 2023	Resignation of Board of Directors

6	Mr. Pham Huu Long		Non-executive member of the Board of Directors		HCMC	October 15, 2020	September 01, 2023	Resignation of Board of Directors
7	Mr. Nguyen Anh Kiet		Executive member of the Board of Directors cum Deputy General Director		HCMC	March 22, 2022		
8	Mr. Hoang Van Thiem		Executive member of the Board of Directors cum Deputy General Director		HCMC	March 22, 2022		
9	Mr. Vu Tien Viet		Non-executive member of the Board of Directors		HCMC	August 02, 2024		
10	Ms. Phan Thuy Tram		Head of the Board of Supervisors		HCMC	October 15, 2020		
11	Ms. Dang Thi Kim Chau		Members of the Board of Supervisors		HCMC	October 15, 2020		
12	Ms. Nguyen Thi Diep		Members of the Board of Supervisors		HCMC	October 15, 2020		
13	Mr. Nguyen Manh Chien		Deputy General Director		HCMC			
14	Mr. Vu Quang		Deputy General Director		HCMC			
15	Ms. Vu Thi Ni Na		Person in charge of corporate governance		HCMC	May 17, 2024		

2. transactions between the Company and its affiliated persons or between the Company and its major shareholders, internal persons and affiliated persons: **None**
3. Transaction between internal persons of the Company, affiliated persons of internal persons and the Company's subsidiaries in which the Company takes controlling power: **None**
4. transactions between the Company and other objects:
 - 4.1. Transactions between the Company and the company that its members of Board of Management, the Board of Supervisors, Director (General Director) have been founding members or members of Board of Directors, or CEOs in three (03) latest years (calculated at the time of reporting):

In 2023, the Company had a transaction with BMC Production and Trading Company Limited. This transaction was detailed in the audited 2023 Financial Statement as of December 31, 2023 and was disclosed on the Company's website, specifically as follows:

No.	Organization name	Relationship with the Company	Transaction Content, Value
1	BMC Production and Trading Company Limited	Related parties	Borrowing money: 32,998,500,000 VND Partnership payment: 79,536,800,000 VND

4.2. Transactions between the Company and the company that its affiliated persons with members of Board of Directors, Board of Supervisors, Director (General Director) and other managers as a member of Board of Directors, Director (General Director or CEO): **None**

4.3. Other transactions of the Company (if any) may bring material or non- material benefits for members of Board of Directors, members of the Board of Supervisors, Director (General Director) and other managers: **None**

VIII. Share transactions of internal persons and their affiliated persons:

1. The list of internal persons and their affiliated persons/ Transactions of internal persons and affiliated persons with shares of the Company: **Attachment**
2. Transactions of internal persons and affiliated persons with shares of the company:

No.	Transaction executor	Relations with internal persons	Number of shares owned at the beginning of the period		Number of shares owned at the end of the period		Reasons for increase and decrease (buying, selling, converting, rewarding, etc...)
			Number of shares	Percentage	Number of shares	Percentage	
1	Nguyen Thanh Son	Major shareholders	1270000	4.87%;	1318900	5.06%;	Buying
2	Nguyen Thanh Son	Major shareholders	1500000	5.75%;	1709700	6.55%;	Buying

IX. Other issues to note: None

Recipient:

- As above (Report);
- Information Disclosure on Company Website;
- Save.

Chairman of the Board of Directors
(Signature and seal)



NGUYEN DUC HAI

LIST OF INSIDERS AND RELATED PERSONS OF INSIDERS

As of December 31, 2024

No.	Name of organization / individual	Securities trading account (if any)	Position in the company (if any)	ID card number/Busines registration number	Date of ID card/Business registration	Place of issue ID card/ Business registration	Address	Number of shares owned at the end of the period	Period shares ownership ratio at the end of the period	Remarks
Members of the Board of Directors										
1.	Mr. Nguyen Duc Hai		Chairman of the Board of Directors					1,200,005	4.60%;	
	Cong Huyen Phuong An									Wife
	Nguyen Duc Tuong Nhi									Daughter
	Nguyen Duc Bao Huy									Son

	Tran Thi Linh Ngoc																		sister-in-law
	Nguyen Thi Hong																		sister-in-law
	Nguyen Van Lam																		brother-in-law
	Tran Duc Phuong																		brother-in-law
	Nguyen Thi Nga																		sister-in-law
	Minh Phong Trading Transportation corporation																		Related organiza tions
2.	Ms. Le Thi Thuy Nga																		361,210
	Trang Viet Thanh																		1.38%;
	Trang Le Yen Nhi																		Husband
																			Daughter

	Nguyen Ngoc Ha My																		Daughter
	Hoang Thi Tuyen																		Mother-in-law
	Duong Dinh Minh Nhut																		Brother-in-law
8.	Hoang Van Thiem	-	Member of the Board of Directors													13	0.00005 %;		
	Hoang Van Thong																		Father
	Bui Thi Man																		Mother
	Doan Thi Thu Huyen																		Wife
	Hoang Nhat Nam																		Son
	Hoang Nhat Khanh Chi																		Daughter
	DIC Minerals Joint Stock Company																		Related organizations
9.	Vu Tien Viet	-	Member of the Board of Directors													1,250,000	4.79%;		
	Nguyen Ngoc Linh																		Wife
	Vu Mai Huyen																		Daughter
	Vu Duc Hai																		Son
	Ngo Thi Sinh																		Mother
	Nguyen Toan Nang																		Father-in-law

	Nguyen Thi Loan																			Mother-in-law
	Vu Tien Dung																			Brother
	Le Thi Nu																			Sister-in-law
	BMC Mineral Investment Company Limited																			Related organizations

The Board of Management

The Board of Management																					
1.	Mr. Nguyen Duc Hai	-	Chairman of the Board of Directors	See Members of the Board of Directors																	
2.	Mr. Dinh Tien Dung	-	Deputy General Director	See Members of the Board of Directors																	
3.	Mr. Vu Quang	-	Deputy General Director																	-	Mother
	Ta Thi Ly																				Wife
	Huyhn Lang Kieu																				Daughter
	Vu Khanh Linh																				Son
	Vu Phong																				Brother
	Vu Ngoc Vinh																				Brother
4.	Mr. Nguyen Manh Chien	-	Deputy General Director																	-	Wife
	Nguyen Thi Thao Nhi																				Wife
	Nguyen Nhan Quang																				Son
	Nguyen Thi Nhu																				Mother

5.	Mr. Nguyen Anh Kiet		Deputy General Director and Chief Accountant																
6.	Mr. Hoang Van Thiem		Deputy General Director																
7.	Mrs. Vu Thi Ni Na		Person in charge of corporate governance																
	Nguyen Minh Hoang																		Husband
	Vu Dinh Le																		Father
	Trinh Thi Kim																		Mother
	Vu Hoai Son																		Younger brother
	Nguyen Vu Han																		Daughter
	Nhi																		
	Nguyen Thi Ngoc Mai																		mother-in-law
	Nguyen Minh Phung																		Father-in-law
	Nguyen Ngoc Hoang Oanh																		Sister-in-law

Member of Board of Supervisors

1.	Ms. Phan Thuy Tram		Head of the Board of Supervisors																
	Vo Khac Dai																		Husband
	Vo Phan An Khang																		Son
	XNK HUNG THINH TRADING INVESTMENT JOINT STOCK COMPANY																		Related organizations

See Members of the Board of Directors

See Members of the Board of Directors



