

Hoi An, April 28, 2025

**SHAREHOLDERS VERIFICATION REPORT AT THE
2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

To: The Annual General Meeting of Shareholders 2025
Development Investment Construction Hoi An Joint Stock Company

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

Pursuant to the Charter of Development Investment Construction Hoi An Joint Stock Company,

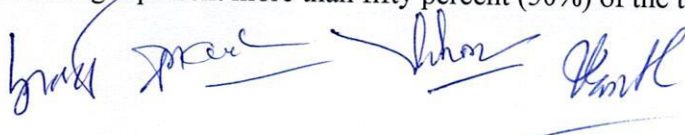
Today, at 8:00 am, on the 28th day of April 2025, at the Meeting Hall of Development Investment Construction Hoi An Joint Stock Company, the Annual General Meeting of Shareholders 2025 ("AGM") of Development Investment Construction Hoi An Joint Stock Company ("Company") was convened. The Shareholder Verification Committee consists of:

1. Mrs. Le Nguyen Dan Thanh – Deputy Head of Const. & Technical Dept. - Head of the Committee
2. Mrs. Nguyen Thi Thu Thao – Deputy Head of Finance & Accounting Dept. - Member
3. Mrs. Nguyen Thi Van Ty – Staff, Org. & Admin. Dept. - Member
4. Mr. Truong Ngoc Trinh – Staff, Const. & Technical Dept. - Member
5. Mr. Truong Minh Hoa – Staff, Const. & Technical Dept. - Member

The Shareholder Verification Committee has conducted the verification of shareholders' eligibility to attend the AGM in accordance with the Company's Charter. As of 8:45 hours, on the 28th day of April 2025, the verification results are as follows:

- The charter capital of the Company is VND 68,941,640,000 (Sixty-eight billion, nine hundred forty-one million, six hundred forty thousand dong), equivalent to 6,894,164 voting shares.
- Total number of shareholders invited to attend the AGM: 470 shareholders, representing 6,894,164 voting shares of the Company.
- Each common share carries one voting right at the AGM.
- Number of shareholders present in person or by proxy: 52 shareholders, representing 4,454,926 voting shares, accounting for 64,62%
- Number of shareholders absent: 418 shareholders, representing 2,439,238 voting shares, accounting for 35,38%

Pursuant to the prevailing Enterprise Law, the Meeting Regulations, and the Company's Charter, the AGM 2025 of the Company is deemed valid when shareholders attending the meeting represent more than fifty percent (50%) of the total voting shares of the Company.





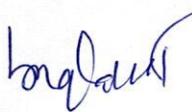



The Shareholder Verification Committee reports that the Annual General Meeting of Shareholders 2025 of Development Investment Construction Hoi An Joint Stock Company, held on 28/04/2025, satisfies the conditions for proceeding. The Committee guarantees the accuracy and integrity of the above results.

This Shareholder Verification Report was prepared at 8:45, on the 28th day of April 2025, and has been publicly announced at the AGM./.


SHAREHOLDER VERIFICATION COMMITTEE


Head of the Committee


Le Nguyen Dan Thanh


Nguyễn Thị Vân Ty

Member


Trần Thị Thuý


Nguyễn Thị Thu Thảo


Trương Minh Hoa



ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025 AGENDA
DEVELOPMENT INVESTMENT CONSTRUCTION HOI AN JOINT STOCK COMPANY

Time: 8:00 am, Monday, April 28, 2025

Venue: No. 25, Hung Vuong Street, Cam Pho Ward, Hoi An City, Quang Nam Province..

Time	Agenda items	Responsible Party
8:00 am	<ul style="list-style-type: none">- Shareholders reception.- Verifying shareholder eligibility and distributing voting ballots.	
	Opening Session: <ul style="list-style-type: none">- Opening remarks, declaration of reasons, and introduction of delegates.- Report on shareholder eligibility verification.- Approval of the Meeting Agenda, Working Regulations, and Voting Procedures.- Introduction of the Chairperson, Secretariat, and the Verification & Vote Counting Committee.	
	Discussion and Approval items: <ul style="list-style-type: none">- Report of the Board of Directors for 2024.- Report of the Board of Supervisors for 2024.- Proposal on Selection of Independent Auditor for the 2025 Financial Statements.- Proposal on 2024 Financial Targets and 2025 Credit Limits.- Proposal for Approval of the Information Disclosure Regulation.- Proposal for Approval of the Regulation on Organization of Online General Meetings of Shareholders and Electronic Voting.	
	<ul style="list-style-type: none">- Other matters under the authority of the General Meeting of Shareholders (if any).	
	Closing Session: <ul style="list-style-type: none">- Approval of the Meeting Minutes;- Approval of the Resolutions of the General Meeting of Shareholders;- Closing of the Meeting.	



Hoi An, April 28, 2025

PROPOSAL

Re: Approval of the Working Regulations and Voting Procedures at the 2025 Annual General Meeting of Shareholders

Pursuant to:

- *The Law on Enterprises No. 59/2020/QH14, passed by the 14th National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and its guiding documents;*
- *The Charter of Development Investment Construction Hoi An Joint Stock Company;*

The Board of Directors (BOD) respectfully submits to the General Meeting of Shareholders (GMS) for approval the Working Regulations and Voting Procedures at the 2025 Annual General Meeting of Shareholders, as follows:

I. RIGHTS AND OBLIGATIONS OF SHAREHOLDERS AND PARTICIPANTS AT THE GENERAL MEETING:

1. Participants of the General Meeting of Shareholders

- Shareholders holding DIC – Hoi An shares listed in the shareholder register of DIC as of the record date confirmed by the Vietnam Securities Depository and Clearing Corporation (VSDC) on 20/03/2025, including shareholders who attend the Meeting in person or authorize another individual to attend on their behalf in accordance with the law and the Company's Charter.
- All members of the Board of Directors.
- Company employees involved in organizing the General Meeting.

2. Shareholder Registration Process for the General Meeting

- Before the meeting begins, the Shareholder Verification Committee will conduct the registration process for shareholders.
- Shareholders or authorized representatives (hereinafter referred to as "shareholders") attending the Meeting must bring and present the following documents to the Shareholder Verification Committee for shareholder registration:

- ✓ For shareholders attending in person:
 - Original registration form for the General Meeting; and;
 - Original ID card/passport; authorization letter (if the shareholder is a legal entity)
- ✓ In case of authorization to attend the Meeting, the documents include:
 - Original ID card/passport of the authorized representative.
 - Original Power of Attorney.
 - Copy of the ID Card/Passport of the authorizing person (if the authorizing person is an individual shareholder)
- ✓ Shareholders arriving late may register upon arrival and subsequently participate and vote at the meeting. The Chairperson is not obligated to pause the meeting for late registrations.



- Upon registration, the Shareholder Verification Committee will issue each voting shareholder one (01) Voting Ballot bearing the Company's seal. The Voting Ballot includes the registration number, full name of the shareholder, and the number of shares held by that shareholder. Shareholders will use the Voting Ballot to vote on agenda items by raising the card.

3. Authorization to Attend the AGM

a. Shareholders entitled to attend the AGM may authorize an individual to represent them at the meeting. The authorized person is not permitted to delegate this authorization to another party;

b. The authorization must be made in writing.

The authorized person must submit the authorization documents before entering the meeting room.

c. The Voting Ballot of the authorized person remains valid in the following cases:

- The authorizing shareholder has passed away, is legally incapacitated, or has lost legal capacity;
- The authorizing shareholder has revoked the authorization;
- The authorizing shareholder has revoked the authority of the authorized person.

This provision does not apply if the Company has received prior notice of any of the above events before the AGM commences or before the meeting is reconvened.

4. Obligations of AGM Participants

a. AGM Participants must strictly adhere to this Regulations, the Company's Charter, internal governance regulations, and applicable laws, including :

- Appropriate attire;
- Compliance with the Chairperson's authority in conducting the meeting;
- Civil and polite conduct, refraining from acts that obstruct or disrupt the meeting's order, preventing it from proceeding fairly and legally;
- Audio and video recording at the meeting must be publicly announced and approved by the Chairperson;
- Respecting the resolutions of the AGM.

b. Speaking at the AGM

- Shareholders wishing to speak must be granted permission by the Chairperson;
- Contents of the speech should be concise and relevant to the AGM agenda.

II. CHAIRPERSON, SECRETARIAT, SHAREHOLDER VERIFICATION AND VOTE COUNTING COMMITTEE

1. Chairperson

a. The Chairman of the BOD shall preside over the AGM.

b. The Chairperson's Rights and Responsibilities:

- Manage the meeting's activities according to the agenda approved by the shareholders;
- Guide the meeting's discussion and voting on agenda items and related issues throughout the meeting;
- Resolve issues arising during the meeting;
- Answer questions from the General Meeting of Shareholders or designate individuals to answer, or record shareholder comments if they are outside the agenda;
- Take necessary actions to conduct the meeting legally and orderly, reflecting the expectation of the majority of attending shareholders;
- Request attendees to undergo checks or other legal and reasonable security measures;

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- Request competent authorities to maintain meeting order; expel those who disobey the Chair's management, intentionally disrupt the meeting, hinder its progress, or fail to comply with security checks;
- Perform other tasks in accordance with the Charter, internal governance regulations, and legal provisions to manage the meeting.

2. Secretariat

- The secretariat consists of two members**, proposed by the Board of Directors and approved by the AGM through voting.
- Responsibilities of the Secretariat:
 - Accurately and truthfully record the meeting's speeches and discussions, and compile meeting reports;
 - Receive written questions from shareholders;
 - Draft and announce the AGM Minutes;
 - Prepare resolutions on the items approved by the AGM;
 - Perform other tasks assigned by the Chairperson.

3. Shareholder Verification And Vote Counting Committee

- The list of the Shareholder Verification and Vote Counting Committee is proposed by the Board of Directors and approved by the AGM through voting.
- The Committee's obligations:
 - Conduct shareholder registration procedures as specified in Section I.2 of this Regulation;
 - Supervise the voting process;
 - Count, calculate, and record the number of votes for each items on the agenda.
 - Report the voting results at the AGM as directed by the Chair.

III. VOTING PROCEDURE AT THE AGM

1. Voting Principles

All agenda items must be approved through shareholder voting.

2. Voting method

Voting at the meeting is conducted by raising Voting Ballots.

- Shareholders will raise their Voting Ballot to vote "For," "Against," or "Abstain" when requested by the organizers or the Chairperson. Agenda items are approved when the required percentage of voting shares is reached.
 - 3. In case of shareholders or authorized representatives arriving late and voting after registration, the validity of previously voted items remains unchanged.
- The above Working Regulations and Voting Procedures are submitted for the AGM's consideration and approval./.

**ON BEHALF OF THE AGM
CHAIRMAN OF THE AGM**



Trần Đình Lợi



**DEVELOPMENT
INVESTMENT
CONSTRUCTION
HOI AN JSC.**

No. : 44/BC-HĐQT

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom- Happiness

Hoi An, April 28, 2025

**REPORT
ACTIVITIES OF THE BOARD OF DIRECTORS IN 2024
AND PLAN FOR 2025**

To: The General Meeting of Shareholders of Development Investment Construction Hoi An Joint Stock Company.

Pursuant to the Enterprise Law No. 59/2020/QH14;

Pursuant to the Company's Charter on organization and operation;

Pursuant to the business performance results of 2024,

The Board of Directors (BOD) respectfully reports to the General Meeting of Shareholders (GMS) on the BOD's activities in 2024 and the plan for 2025 as follows:

In 2024, although the domestic economy gradually stabilized thanks to proactive and flexible macroeconomic policy management—core inflation was controlled, production recovered impressively, foreign investment flourished, and export turnover reached a new historical milestone—Development Investment Construction Hoi An Joint Stock Company still faced many challenges. The BOD provided direction, oversight, and close coordination with the Board of Management (BOM) to overcome difficulties, maintain business operations, and navigate this challenging period. This phase also allowed the Company to reassess its capabilities, evaluate the adaptability and competency of each employee, and determine necessary improvements and adjustments to align with the new market conditions.

Despite many difficulties, the unity, determination, and collective efforts of the BOD, BOM, affiliated units, and all employees enabled the Company to exceed its set targets for 2024.

I. ACTIVITIES OF THE BOARD OF DIRECTORS IN 2024:

1/ Personnel:

At the 2024 Annual General Meeting of Shareholders (AGM) on April 26, 2024, the BOD for the 2024–2029 term was elected, comprising the following five members:

- 1/ Mr. : Tran Dinh Loi – Chairman
- 2/ Mr. : Tran Van Viet – Vice chairman cum. General Director
- 3/ Mr. : Tran Dinh Danh – Member
- 4/ Mr. : Ho Hai Bac – Member
- 5/ Mr. : Tran Quoc Tuan – Member

2/ Organization of the 2024 Annual General Meeting of Shareholders:

The BOD convened and organized the 2024 Annual General Meeting of Shareholders in compliance with legal regulations and the Company's Charter, specifically :

- Record date for determining the list of shareholders entitled to attend the AGM: 20/3/2024.
- Date of the Annual General Meeting: 26/4/2024.
- Dividend entitlement closing date for 2023: 10/07/2024.
- Date of report on stock issuance results for 2023 dividend payments: 17/07/2024.

3/ Corporate Governance and Strategic Direction:

- The BOD developed production and business plans, credit limits, and financial plans for the implementation of 2024 projects, submitting them to the AGM for approval.

- Based on the resolutions approved at the General Meeting of Shareholders, the BOD implemented and assigned the 2024 production and business plan to the Board of Management (BOM) for execution.

- Regularly monitored and urged the implementation of the BOD's resolutions and decisions; supported and coordinated with the BOM to promptly implement appropriate measures to adjust production and business activities, and rectify, supplement, and improve management aspects in corporate governance.

- Enhanced supervision, management, and direction of the implementation of the GMS's objectives and compliance with legal regulations and the Company's Charter.

- Made key personnel decisions within the BOD's authority.

4/ BOD Meetings and Resolutions:

In addition to quarterly meetings, the BOD held various meetings and issued resolutions, including:

- January 31, 2024: Established the Internal Audit Department under Resolution No. 09/NQ-HĐQT dated January 31, 2024.

- February 29, 2024: Issued the Internal Audit Regulations under Resolution No. 14/NQ- HĐQT dated February 29, 2024.
- April 17, 2024: Approved the 2023 dividend stock issuance plan under Resolution No. 21/NQ- HĐQT dated April 17, 2024.
- May 14, 2024: Approved the odd share handling plan and implemented the 2023 dividend stock issuance plan under Resolution No. 35/NQ- HĐQT dated May 14, 2024.
- July 9, 2024: Approved the reappointment of Mr. Tran Van Viet as General Director under Resolution No. 41A/DIC-HA dated July 9, 2024.
- July 29, 2024: Approved the charter capital increase registration after completing the 2023 dividend stock issuance under Resolution No. 50/NQ- HĐQT dated July 29, 2024.
- August 27, 2024: Approved the retirement under policy under Decision No. 58/QĐ- HĐQT dated August 27, 2024..

All resolutions and decisions were disclosed in the Company's 2024 Corporate Governance Report, published on the Company's website, and disclosed in accordance with legal regulations.

5/ Transactions between the Company and related parties: In 2024, no related-party transactions were recorded.

6/ Remuneration, Operating Expenses, and Other Benefits of the BOD and Board of Supervisors (BOS):

The remuneration levels for the Board of Directors and the Board of Supervisors were approved at the 2024 AGM under Resolution No. 26/NQ- ĐHĐCĐ dated April 26, 2024, as follows:

- + Remuneration for full-time BOD Chairman: 60.000.000 VND/month
- + Remuneration for BOD members: 8.000.000 VND/month
- + Remuneration for Head of BOS: 5.000.000 VND/month
- + Remuneration for BOS members: 4.500.000 VND/month
- + Total remuneration paid in 2024:: 1.272.000.000 VND

Remuneration for the BOD and the BOS is paid at the end of the Company's salary month.

Bonuses for full-time BOD members are implemented in accordance with State regulations and Company policies.

7/ Activities of independent BOD members and the independent member's assessment of the BOD's activities.

Mr. Tran Quoc Tuan, the independent BOD member, fulfilled his duties responsibly in compliance with legal regulations and the Company's Charter. His

input in BOD discussions was independent, objective, and aimed at the Company's stability and development.

Assessment of the BOD's activities by the independent member: The Company's BOD worked with a high sense of responsibility, complying with legal regulations. BOD meetings were convened in accordance with the Charter and internal corporate governance regulations. BOD resolutions were passed by majority vote, and meeting minutes were fully recorded and signed by attending BOD members.

8/ Results of the BOD's supervision of the General Director and other executives:

Through monitoring, reporting, and inspections, the BOD confirmed that the General Director and executives performed their assigned duties in accordance with legal regulations, the Company's Charter, and resolutions of the GMS and BOD.

9/ Implementation Results of 2024 AGM Resolutions:

a. Revenue :

- + Plan: 200 billion VND.
- + Actual : 222 billion VND.
- + Achieved : 111.1%.

b. Deposit to National budget :

- + Plan: 7 billion VND.
- + Actual : 8,6 billion VND.
- + Achieved : 122.7%.

c. Profit (before Tax):

- + Plan: 12 billion VND.
- + Actual : 17,23 billion VND.
- + Achieved : 143.6%.

d. Dividend Payout: 15%.

e. Additional Land use levy paid in 2024: 94,9 billion VND.

II. EVALUATION OF BUSINESS PERFORMANCE IN 2024:

1. Construction Sector :

* Apart from the work-in-progress (WIP), such as:

- Tam Thang Resettlement Area (Phase 2);
- Dong Na to Tra Que Road;
- Construction of A. Vuong River embankment, Tay Giang district;
- DX31 Road;

* Compared to previous years, 2024 saw fewer new projects. The Company signed 02 construction contracts, specifically:

- Infrastructure connection in Cam Nam ward, with a contract value of VND 41.16 billion.

- Renovation and upgrading of Nguyen Thai Binh High School, Thang Binh district, with a contract value of VND 9.11 billion.

The total value of the 02 contracts signed in 2024 is VND 50.27 billion.

2. Project Investment Sector:

Investment in projects remains a priority.

- + Currently, the Company is concentrating on accelerating the completion of the Housing Development Project combined with Urban Renovation in Lam Sa - Tu Le - Xuan Hoa Block, Cam Pho Ward and Bau Dung Block, Thanh Ha Ward, Hoi An City, with a scale of 18.5 hectares and a total investment of over VND 600 billion.

- + In 2024, land clearance progress reached 151,794.5m²/184,638m², accounting for 82.2% of the project area. Compensation expenses reached VND 242.5 billion/396.7 billion (61.1%).

- Infrastructure construction progress: The infrastructure construction volume has completed the ground leveling; the transportation system has completed the asphalt concrete pavement; the drainage system has basically been completed (90% of the volume): Total value is approximately VND 155.7 billion/VND 219.1 billion, reaching 71.1%.

- The Housing Development Project combined with Urban Renovation in Lam Sa - Tu Le - Xuan Hoa Block, Cam Pho Ward and Bau Dung Block, Thanh Ha Ward, Hoi An City, has been granted the first land use right certificate for 16,545.4m²; the second phase: 7,145m². The total area granted the land use right certificate is 23,690.4 m². As of December 2024, 11,595.4m² had been subdivided and transferred, generating VND 500.86 billion (after tax).

3. Construction Material Production:

The Tuynen Brick Plant in Dien Ban has been inactive since October 2023 due to post-COVID challenges and storm impacts. Therefore, the contracted output from previous years has not been submitted to the Company by the Plant. The BOD and the BOM have requested the Plant's management to develop a plan, considering whether to resume or permanently shut down operations.

4. Other Activities:

Due to difficulties and changes, particularly in the construction and bidding sectors, the Company has adjusted certain working methods and reorganized and strengthened the technical staff. Ensuring expertise and qualifications to meet the

requirements of larger and more complex projects; ensuring suitability for assigned positions and tasks; ensuring technical and aesthetic quality and construction progress; and regularly inspecting occupational safety on construction sites.

III/ EXISTING CHALLENGES AND LIMITATIONS:

1. Construction Sector:

- Bidding activities encountered many difficulties due to large bid reduction rates (over 20%). Moreover, due to the Company's small charter capital (nearly VND 69 billion), it cannot participate in bidding for large projects. Therefore, the production value is not substantial.

- Direct management and operation have improved but are still not strict enough. coordination with stakeholders to resolve site issues remains inefficient, affecting construction progress.

- The settlement of completed projects is still slow, delaying capital recovery and reducing efficiency.

- Investors are slow to pay and settle completed values, reducing project efficiency, as exemplified by the Con Bap Ecotourism Area project.

- Construction site inspection and supervision have received attention but are still limited. Weekly periodic reports from construction sites to the technical department for reporting to the Company's Board of Management are still formal, not detailed, and not close to actual construction, so many problems are not resolved promptly.

- Rising material costs, such as backfilling and road embankments, exceed contractual prices, affecting project viability.

In addition there are other factors that have a large negative effect on the construction deployment of projects, such as:

- The site clearance of the projects are still slow, so the progress of some projects are behind schedule, such as: Tam Thang resettlement area project (phase 2), and Dong Na - Tra Que road, that has had a contract extension.

2. Project Investment Sector :

- The determination of specific land prices for site clearance of the project has undergone many changes and delays, affecting the project's site clearance and ultimately its progress.

- Changes in compensation and site clearance policies, such as resettlement regulations and low compensation rates for architectural structures and residential land compared to current market prices, have made compensation and site clearance difficult and prolonged, affecting project progress.

- Coordination with local authorities remains inefficient, slowing progress on the Lam Sa - Xuan Hoa - Tu Le project.

- The determination of specific land prices to calculate land use fees for the project has also undergone many changes, increasing the project's land use levy significantly compared to previous estimates.

3. Construction Material Production:

The Brick Plant has been inactive for nearly 18 months, with no clear operational plan for the future.

4. Other Activities:

The coordination between the finance and accounting department and construction teams to monitor project receivables remains weak; the analysis of each project's effectiveness on a monthly and quarterly basis is not timely; high bank loan interest expenses directly affect the production and business efficiency of affiliated units and the Company.

IV/ BUSINESS ORIENTATION AND TASKS FOR 2025:

Entering 2025, with policies on the dissolution and merger of administrative agencies and units, the general socio-economic situation is undergoing many changes. Therefore, the BOD has developed a 2025 plan that aligns with the general situation and the Company's strategic direction for the coming period, specifically as follows:

1/ Production and Business :

- | | |
|---------------------------------|-----------------|
| a. Revenue : | 250 billion VND |
| b. Deposit to National budget : | 12 billion VND |
| c. Profit (before Tax): | 15 billion VND |
| d. Estimated Dividend Payout: | 10 - 15%. |

To continue the project's development and capital recovery, the General Meeting of Shareholders and the Board of Directors unanimously agree to further authorize the Company's General Director to negotiate and execute land use rights transfer agreements with all interested customers, including transfer agreements with values equal to or less than 35% of the Company's total assets as stated in the most recent financial statements.

2/ Corporate Restructuring: to align with the Company's 2025 production and business situation and direction, as well as future years:

+ Financial capacity: Increase charter capital to VND 500 - 1,000 billion. Simultaneously, seek major partners to cooperate in implementing large projects; expand the production and business market, and invest in modern equipment.

+ Human Resources: Focus on and enhance training and development of employees to meet the Company's growing and expanding conditions and scale.

+ Enterprise Scale: Expand financial and technical capabilities to compete in large-scale projects and new investments.

3/ Remuneration Plan for the BOD and BOS in 2025:

- + Remuneration for full-time BOD Chairman: 60.000.000 VND/month
- + Remuneration for BOD members: 8.000.000 VND/month
- + Remuneration for Head of BOS: 5.000.000 VND/month
- + Remuneration for BOS members: 4.500.000 VND/month

4/ Implementation Solutions :

3.1. Construction Sector:

Strengthen and consolidate the technical staff, especially technical staff at construction sites, improve professional qualifications to meet the requirements of the construction and installation sector, invest in new equipment to construct traffic, infrastructure, and civil projects with high technical and aesthetic quality, ensure progress, and achieve high efficiency, while maintaining credibility with Investors.

Focus on searching for information on bidding packages online to participate in bidding not only in Quang Nam province but also expand to other localities.

3.2. Project Investment:

- Focus on accelerating the implementation of the Housing Construction Investment Project in the residential area combined with urban embellishment in Lam Sa - Tu Le - Xuan Hoa Block, Cam Pho Ward and Bau Dung Block, Thanh Ha Ward, Hoi An City, to proceed with capital recovery.

- Continue to research and invest in and exploit other projects in Hoi An and Quang Nam province. This is the most important issue, so it is necessary to focus on finding projects to invest in for the following years.

3.3. Construction Material Production:

The Brick Plant needs to submit a specific plan to the BOD for review.

3.4. Other Activities:

In 2025 and subsequent years, solutions are needed to reduce the loan interest rate and increase profits. Proactively collect receivables and increase capital turnover to achieve production and business efficiency.

Pay more attention to the management of the staff, consolidate, arrange, and assign work that is appropriate to the functions, tasks, and expertise of each individual; promote and maintain an internal information exchange system between departments, affiliated units, and between departments and affiliated units.

The above is a report on the BOD's activities regarding the implementation of the 2024 business performance and the 2025 plan. It is hoped that in the future, the BOD will continue to work with the highest sense of responsibility together

with the BOM to successfully implement the contents of the 2025 AGM's Resolution./.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIR MAN**



Trần Đình Lợi





Hoi An, April 28, 2025

REPORT

ACTIVITIES OF THE BOARD OF SUPERVISORS 2024 PRESENTED TO THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Respectfully to: **Shareholders.**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Charter of Development Investment Construction Hoi An Joint Stock Company approved by the General Meeting of Shareholders;
- Pursuant to the Working Regulations of the Board of Supervisors;

On behalf of the Board of Supervisors of Development Investment Construction Hoi An Joint Stock Company, I hereby present to the General Meeting of Shareholders the report on the activities of the Board of Supervisors, along with the results of inspections and supervision in 2024, as follows::

I. Organization and Activities of the Board of Supervisors :

The Board of Supervisors consists of three members elected by the General Meeting of Shareholders. In 2024, the personnel of the Board of Supervisors underwent the following changes :

- Dismissal of Mr. Tran Dinh Dung – Member of the Board of Supervisors, effective April 26, 2024, based on his resignation letter.
- Appointment of Mr. Le Dinh Thinh as a member of the Board of Supervisors, effective April 26, 2024

As of now, the Board of Supervisors comprises the following members:

- Mrs. Pham Thi Thanh Tam - Head
- Mr. Le Dinh Thinh - Member
- Mr. Tran Van Son - Member

In 2024, the Board of Supervisors held four meetings to assign responsibilities to each member, monitor the issuance of resolutions by the Board of Directors and the Board of Management regarding management and operations, oversee business activities, review quarterly and annual financial statements, and coordinate with the independent auditor to assess the impact of accounting errors.

The Board of Supervisors also provided feedback on necessary improvements for more efficient business operations.

The Board of Supervisors was fully informed of the content of the Board of Directors' regular meetings and provided direct opinions on compliance with legal regulations, the company's charter, processes, and internal regulations.

The remuneration for the Board of Supervisors was approved at the 2024 Annual General Meeting of Shareholders under Resolution No. 26/NQ-ĐHĐCĐ dated April 26, 2024, as follows:

+ Remuneration for Head of BOS:	5.000.000 VND/month
+ Remuneration for BOS members:	4.500.000 VND/month
+ Total remuneration paid in 2024:	168.000.000 VND

The Board of Supervisors's remuneration is paid at the end of the Company's payroll month.

II. Results of Supervision on the Implementation of the 2024 Business Plan:

The year 2024 continued to pose many challenges, particularly in Quang Nam province. In addition to persistently high construction material prices, global economic and political fluctuations also had significant impacts. Despite these difficulties, the Board of Directors and the Board of Management flexibly managed business operations, successfully achieving the targets set by the General Meeting of Shareholders.

1. Key Indicators

1.1. Business Performance Results

a. Revenue :

+ Plan:	200 billion VND.
+ Actual :	222 billion VND.
+ Achieved: :	111,06 %.

b. Deposit to National budget :

+ Plan:	7 billion VND.
+ Actual :	8,58 billion VND.
+ Achieved: :	122,70 %.

c. Profit (before Tax):

+ Plan:	12 billion VND.
+ Actual :	17,23 billion VND.
+ Achieved: :	143,59 %.

d. Estimated Dividend payout (in Cash): 15%.

1.2. Financial Position as of December 31, 2024.

Key financial indicators of the company in 2024, based on audited figures by ECOVIS AFA VIETNAM Auditing - Appraisal And Consulting Company Limited, are as follows:



Indicator	2023	2024
- <i>Debt Ratio (Total Debt/Total Assets)</i>	0,86	0,81
- <i>Net Revenue/Total Assets</i>	0,37	0,36
- <i>Current Ratio</i>	2,06	1,34

- The company's debt ratio remains below 1, indicating financial autonomy.
- The current ratio is above 1, confirming the company's ability to meet short-term obligations safely.

- Regarding charter capital: In 2024, the Company increased its charter capital from VND 59,949,620,000 to VND 68,941,640,000, as reported in Report No. 45/BC-DICHA dated July 17, 2024, on the results of the stock issuance for the 2023 dividend payment.

The financial statements have been audited and confirmed to fairly and accurately reflect the Company's financial position as of December 31, 2024.

III. Transactions Between the Company and Related Parties: In 2024, the Company did not enter into any related-party transactions.

IV. Supervision Results of the Board of Directors, Board of Management, and Management Personnel:

1. Activities of the Board of Directors (BOD)

The Board of Directors consists of five (05) members. In 2024, the BOD issued seven resolutions and decisions regarding business operations, investments, and financial matters. The BOD has fully implemented the goals and tasks set by the 2024 General Meeting of Shareholders. All activities of the BOD complied with the Company's Charter and current legal regulations.

2. Board of Management

Over the past year, the Board of Management has executed the resolutions of the General Meeting of Shareholders and the BOD.

The resolutions and decisions of the BOD and Board of Management focused on implementing the directives of the General Meeting of Shareholders, evaluating business performance, and setting directions for the next period.

V. Assessment of Coordination between the Board of Supervisors, the Board of Directors, and the Board of Management

Board of Supervisors' duties by providing necessary documents for oversight and allowing participation in discussions on company operations.

The Board of Supervisors regularly communicates its findings and recommendations to the BOD and Board of Management, ensuring compliance with legal regulations and the Company's Charter.

VI. Recommendations of the Board of Supervisors:

To further enhance the company's potential, reduce costs, and increase profits for DIC Hoi An, and increase dividends for DIC Hoi An's shareholders, the Board of Supervisors recommends that the Company's Leadership:

- Develop annual business plans aligned with the Company's capacity and resources to ensure feasibility and successful execution;
- Continue building medium- and long-term financial restructuring strategies, focusing resources on high-yield investment projects to generate strong cash flows;
- Strengthen debt recovery efforts, finalize and settle completed construction projects to expedite receivables from investors and customers, thereby reducing financial strain and loan interest expenses.

VII. Board of Supervisors' Operational Direction for 2025.

After the General Meeting, the Board of Supervisors will hold meetings to assign tasks and develop a detailed action plan for 2025 in accordance with its functions as stipulated in the Company's Charter and State Law, focusing on:

- Supervising the implementation of the Resolutions of the Annual General Meeting of Shareholders. Supervising compliance with state laws and the company's Charter. Supervising the implementation of Resolutions, Decisions, and Directives of the Board of Directors.
- Verifying the legality and accuracy of business operations, accounting records, and financial statements.
- Appraising the company's semi-annual and annual financial statements.
- Reporting to the General Meeting of Shareholders on the accuracy, truthfulness, and legality of record-keeping, document storage, accounting records, financial statements, and other reports of the company.
- Supervising the coordination of activities between the Board of Directors, the Board of Management, and the Board of Supervisors.
- Carrying out other duties as required by the Law on Enterprises and the Company's Charter.

This report has been unanimously approved by the members of the Board of Supervisors and is hereby submitted to the 2025 Annual General Meeting of Shareholders.

We wish out esteemed shareholders good health and success.

Sincerely!

Recipients:

- As above;
- BOD;
- Filed by BOS.

**ON BEHALF OF THE BOS
HEAD OF THE BOARD**



Pham Thi Thanh Tam

Hoi An, April 28, 2025

**PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS
Re: Selection of Independent Auditor for the 2025 Financial Statements**

- Pursuant to the Law on Independent Audit No. 67/2011/QH12 dated March 29, 2011;
- Pursuant to Decree No. 17/2012/ND-CP dated March 13, 2012, of the Prime Minister, detailing and guiding the implementation of certain provisions of the Law on Independent Audit;
- Pursuant to Decision No. 89/2007/QĐ-BTC dated October 24, 2007, of the Ministry of Finance on the promulgation of regulations for selecting approved audit firms for issuers, listed organizations, and securities business organizations;
- Pursuant to the Charter on the organization and operation of Development Investment Construction Hoi An Joint Stock Company;
- Pursuant to the capability profiles submitted by eligible audit firms providing auditing and financial advisory services for issuers, listed organizations, and securities business organizations in 2025.

The Board of Supervisors (BOS) hereby reviews and proposes to the Annual General Meeting of Shareholders to authorize the Board of Directors (BOD) and the Board of Supervisors to negotiate and sign a contract with ECOVIS AFA VIETNAM Auditing - Appraisal and Consulting Company Limited to audit the 2025 Financial Statements and review the 2025 semi-annual financial statements;

Respectfully submitted!

Recipients :

- GMS;
- BOD;
- Filed by BOS.

**ON BEHALF OF THE BOARD OF
SUPERVISORS**

Head of the BOS



Pham Thi Thanh Tam



**DEVELOPMENT
INVESTMENT
CONSTRUCTION
HOI AN JSC.**

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Hoi An, April 28, 2025

PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS
(Re: Approval of Financial Indicators for 2024 and Credit Limits for 2025)

- Pursuant to the Law on Enterprises No. 59/2020/QH14, passed by the 14th National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Charter on Organization and Operation of Development Investment Construction Hoi An Joint Stock Company;
- Pursuant to the Financial Statements for 2024, audited by ECOVIS AFA Vietnam Auditing - Appraisal And Consulting Company Limited.
- On behalf of the Accounting and Finance Department of Development Investment Construction Hoi An Joint Stock Company, I hereby report to the General Meeting the financial targets for 2024 and the credit limits for 2025 as follows:

I- APPROVAL OF THE 2024 FINANCIAL STATEMENT

1. Total assets:	622.851.514.452 VND
- Short-term assets:	617.985.456.817 VND
- Long-term assets:	4.866.057.635 VND
2. Total Liabilities and Equity:	622.851.514.452 VND
- Liabilities:	502.994.753.054 VND
+ Short-term Liabilities:	459.674.253.054 VND
+ Long-term Liabilities:	43.320.500.000 VND
3. Total Business Capital as of 31/12/2024:	
+ Paid-in Capital:	68.941.640.000 VND
+ Premium Capital:	19.801.941.805 VND
+ Treasury shares:	0 VND
4. Remuneration for the BOD and the BOS in 2024:	1.272.000.000 VND
5. Business Results and Profit Distribution for 2024:	
+ Total revenue from sales and services:	222.112.989.462 VND
+ Profit before Tax :	17.230.776.884 VND



+ Corporate income tax payable :	3.866.409.959 VND
+ Profit After Tax :	13.364.366.925 VND
+ Development and Investment Fund Allocation:	1.336.436.693 VND
+ Bonus and Welfare Fund Allocation :	1.336.436.693 VND
+ Retained Earnings After Fund Allocation :	10.691.493.539 VND
+ Retained Earnings from Previous Year :	4.131.570.869 VND
+ Cumulative Retained Earnings:	14.823.064.408 VND
+ Paid-in Capital :	68.941.640.000 VND
+ Dividend Payout for 2024 (in Cash):	15 %

- Dividend distribution date will be announced later on company's website:
<http://www.dichoian.vn>

II- CREDIT LIMITS FOR 2025:

To effectively implement the production and business plans for 2025, the Board of Directors submits to the General Meeting of Shareholders for approval, authorizing the Board of Directors to review and approve credit application documents, guarantee documents, collateral documents, deposit transactions, and other related transactions with banks. The Board shall be responsible for loan agreements and repayment (both principal and interest) in accordance with commitments made with lending banks, credit institutions, and other individuals, with the following details:

Credit providers: Commercial banks in Vietnam, credit institutions, and other individuals.

- + Short-term Credit Limit: 300.000.000.000 VND
- + Credit limit for Lam Sa Xuan Hoa Tu Le project: 300.000.000.000 VND
- + Loan security: Assets owned, used, and managed by the company, and other personal assets.

The General Meeting of Shareholders is kindly requested to review and approve this proposal./.

ON BEHALF OF THE BOARD OF DIRECTORS
 CHAIRMAN



Trần Đình Lợi



**DEVELOPMENT
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CONSTRUCTION
HOI AN JSC.**

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom- Happiness

Hoi An, April 28, 2025

PROPOSAL

Re: Approval of the Information Disclosure Regulation

To: The General Meeting of Shareholders of Development Investment Construction Hoi An Joint Stock Company.

Pursuant to The Law on Enterprises No. 59/2020/QH14, passed by the 14th National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

Pursuant to The Law on Securities No. 54/2019/QH14, passed by the 14th National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and its guiding documents;

Pursuant to relevant legal regulations;

Pursuant to the current Charter of Organization and Operation of Development Investment Construction Hoi An Joint Stock Company;

The Board of Directors hereby submits to the General Meeting of Shareholders for consideration and approval of the Information Disclosure Regulation (*attached with the revised draft*).

The draft of the Information Disclosure Regulation has been published on the Company's website: **www.dichoian.vn**

We respectfully submit this to the General Meeting of Shareholders for consideration and decision./.

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



Trần Đình Lợi

DEVELOPMENT INVESTMENT CONSTRUCTION HOI AN JSC.

INFORMATION DISCLOSURE REGULATION

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CHAPTER I. GENERAL PROVISIONS

Article 1. Objectives:

The Information Disclosure Regulation (hereinafter referred to as the "Regulation") is issued by Hoi An Construction Development Investment Joint Stock Company (hereinafter referred to as the "Company") to comply with legal regulations, information disclosure standards, and the need for stakeholders to access and update information regarding the Company's activities. This Regulation stipulates the content, methods, and procedures for disclosing information related to the Company's operations to shareholders, investors, and relevant authorities.

Article 2. Scope of Regulation and Subjects of Application

1. Scope of Regulation: This Regulation governs the Company's information disclosure and the coordination among departments, units, individuals within the Company, and other relevant entities to ensure accuracy, completeness, and transparency in information disclosure.

2. Subjects of Application:

- a. Information Disclosure Officer;
- b. The Company's insiders and related persons of insiders;
- c. Heads of relevant departments/units;
- d. Shareholders;
- e. Investors subject to information disclosure as prescribed by law;
- f. Other relevant agencies, organizations, and individuals.

Article 3. Explanation of terms

1. Company insiders include:

- a. Chairman and members of the Board of Directors;
- b. Head of the Board of Supervisors, members of the Board of Supervisors, and internal audit department;
- c. General Director, Vice General Directors, or management titles appointed by the Board of Directors;
- d. Chief Financial Officer, Chief Accountant;
- e. Legal representative, authorized person for information disclosure;
- f. Corporate Governance Officer.

2. Related persons of insiders are individuals or organizations that have the following relationships:

- a. The Company and its insiders;

b. The Company and organizations or individuals owning more than 10% of voting shares;

c. Organizations or individuals that directly or indirectly control or are controlled by another organization or individual, or are under common control with that organization or individual;

d. Individuals and their parents, adoptive parents, parents-in-law, spouse, children, stepchildren, daughters-in-law, sons-in-law, siblings, brothers-in-law, sisters-in-law;

e. Contractual relationships where one entity/individual represents another;

f. Other organizations or individuals related as prescribed by the Law on Enterprises.

3. Investors subject to information disclosure include:

a. Investors who are Company insiders and related persons of insiders;

b. Major shareholders, related groups owning 5% or more of the Company's outstanding voting shares;

c. Investors or related investor groups purchasing to become major shareholders of the Company;

d. Entities or individuals engaging in public tender offers for the Company's shares.

Article 4. Information Disclosure Principles

1. The Information Disclosure Officer organizes and implements full, transparent, accurate, and timely information disclosure in accordance with relevant legal regulations.

2. If disclosed information contains personal data (such as ID card, passport, contact address, phone number, email, trading account numbers, bank account details), it must only be published with the consent of the concerned individual. If consent is not given, two versions of the document must be submitted to the State Securities Commission and the Stock Exchange: one including personal data and one without.

3. In case of changes to disclosed information, the disclosing party must promptly and fully disclose the changed content and reasons for the change compared to the previously disclosed information.

4. Information disclosure by an organization must be carried out by the legal representative or authorized person for information disclosure. Information disclosure by an individual shall be carried out by the individual or authorized by another organization or individual.

5. Information must be published in both Vietnamese and English.

6. Disclosed information must be retained in both physical and electronic formats for at least 10 years for periodic disclosures and 5 years for extraordinary, request-based,

or other disclosures. Such information must be accessible on the Company's website for a minimum of 5 years.

7. If the information disclosure obligation arises on a legal holiday or weekend, the obligation shall be fulfilled on the next working day.

Article 5. Information Disclosure Officer

1. The Information Disclosure Officer is a legal representative or an authorized person for information disclosure as prescribed by this Regulation and relevant laws.

2. The legal representative is responsible for the completeness, accuracy, and timeliness of information disclosed by the authorized person for information disclosure. If information requiring disclosure arises and both the legal representative and the authorized person for information disclosure are absent, the highest-ranking member of the Board of Management shall be responsible for replacing them in disclosing the information.

3. The Company must re-register the Information Disclosure Officer with the State Securities Commission (hereinafter referred to as the SSC) and the Stock Exchange (hereinafter referred to as the SE) at least 24 hours before the change of the Information Disclosure Officer takes effect.

Article 6. Reporting and Information Disclosure Methods

1. Reporting and information disclosure methods include:

- a. The Company's website and other internal communication channels (if any);
- b. The SSC's information disclosure system;
- c. The SE's information disclosure system;
- d. The Vietnam Securities Depository and Clearing Corporation's website;
- e. Other mass media (print, online...).

2. Information disclosure on the SSC's and SE's information disclosure systems shall be conducted in accordance with the SSC's and SE's guidelines.

Article 7. Temporary Suspension of Information Disclosure

1. The Company may temporarily suspend information disclosure in cases of force majeure (natural disasters, fires, etc.) and must report the temporary suspension to the SSC and the SE immediately upon the event, stating the reasons for the suspension.

2. Immediately after overcoming the force majeure situation, the Company must fully disclose the information that was previously not/temporarily disclosed in accordance with legal regulations.

CHAPTER II. CONTENT OF INFORMATION DISCLOSURE

Article 8. Periodic Information Disclosure

1. Content of periodic information disclosure includes:

- Audited annual financial statements by an approved audit organization.
- Reviewed semi-annual financial statements by an approved audit organization.
- Quarterly financial statements.
- Annual report.
- Corporate governance report.
- Annual General Meeting of Shareholders.

2. The time limit and procedures for information disclosure shall be implemented in accordance with the provisions of law.

Article 9. Extraordinary Information Disclosure

Within 24 hours from the occurrence of any of the following events, the Company must make an extraordinary information disclosure and clearly state the event, its cause, and remedial measures (if any).

1. The Company's bank account is frozen at the request of a competent authority or when the payment service provider detects signs of fraud or legal violations related to the payment account; the account is allowed to operate again after being frozen in the above cases.

2. Upon receipt of a document from a competent state agency or when the Company decides to temporarily suspend part or all of its business operations; change its business registration content; revoke its business registration certificate; amend, supplement, or suspend, revoke its operating license.

3. Adoption of a decision by an extraordinary General Meeting of Shareholders. The disclosed documents include: the Resolution of the General Meeting of Shareholders, the meeting minutes and accompanying documents, or the ballot counting minutes (in case of written shareholder opinions). If the General Meeting of Shareholders approves the delisting, the Company must disclose information about the delisting, including the approval rate of shareholders who are not major shareholders.

4. Decision to repurchase the Company's shares.

5. Decisions on dividend rates, dividend payment methods, dividend payment time; decisions on share splits or consolidations.

6. Decisions on business reorganization (division, separation, merger, consolidation, conversion of business type), dissolution, bankruptcy; changes in tax identification number, Company name, Company seal; change of location; establishment or closure of the head office, branches; issuance, amendment, or supplementation of the Charter; medium-term development strategy and plan, and annual business plan of the Company.

7. Decisions to change the accounting period, applied accounting policies (except for changes in applied accounting policies due to changes in legal regulations); notification of the audit firm that has signed the annual financial statement audit contract or change of the audit firm (after signing the contract); cancellation of the signed audit contract.

8. Decisions to contribute capital to establish, purchase to increase ownership in a company leading to that company becoming a subsidiary or associate, or sell to reduce ownership in a subsidiary or associate leading to that company no longer being a subsidiary or associate, or dissolve a subsidiary or associate.

9. Decisions of the General Meeting of Shareholders or the Board of Directors approving contracts or transactions between the Company and insiders, related persons of insiders, or related persons of public companies.

10. When there is a change in the number of voting shares.

11. The Company changes, newly appoints, re-appoints, or dismisses insiders; receives a resignation letter from an insider (the Company must clearly state the effective date as prescribed by the Law on Enterprises and the Company's Charter). At the same time, the Company sends the SSC and the SE the information provision of the new insider according to the prescribed form.

12. Decisions to purchase, sell assets, or conduct transactions with a value greater than 15% of the Company's total assets based on the most recent audited annual financial statements or the most recent reviewed 06-month financial statements.

13. Upon receipt of a decision to prosecute the Company or an insider of the Company; detention or criminal prosecution of an insider of the Company.

14. Upon receipt of a legally effective judgment or decision of the Court related to the Company's operations; decision to sanction violations of tax laws.

15. The Company receives a notice from the Court accepting the application to initiate bankruptcy proceedings.

16. If the Company becomes aware of an event or information that affects the price of the Company's securities, the Company must confirm or correct that event or information.

17. When other events occur that significantly affect the Company's production, business operations, or corporate governance.

18. Being approved or having its listing canceled at a foreign Stock Exchange.

19. Disclosure of information about an extraordinary General Meeting of Shareholders or the adoption of a General Meeting of Shareholders Resolution in the form of written shareholder opinions.

20. Disclosure of information related to the record date for exercising rights for existing shareholders.

21. If the audit firm issues an audit opinion or review conclusion that is not a full acceptance audit opinion or review conclusion for the financial statements or the financial statements have retrospective adjustments, the company must disclose information about the audit opinion, review conclusion, and retrospective adjustment results.

22. Disclosure of information in other special cases.

Article 10. Information Disclosure Upon Request

Within 24 hours of receiving a request from the SSC or the SE where the Company is registered for trading upon the occurrence of an event, the Company must disclose information.

1. Events that seriously affect the legitimate interests of investors. The content of the information disclosure upon request must clearly state the event that the SSC or the SE requests to be disclosed; the cause and the Company's assessment of the authenticity of that event, and remedial measures (if any).

2. Information related to the Company that significantly affects the stock price and needs to be confirmed.

Article 11. Information Disclosure on Other Activities

1. Information disclosure on offering, issuance, listing, registration for trading, and capital utilization reports.

2. Information disclosure on foreign ownership ratio

3. Information disclosure on transactions of repurchasing treasury shares and selling treasury shares

Article 12. Information Disclosure by Major Shareholders, Insiders, and Related Persons of Insiders

1. Information disclosure by major shareholders, related groups owning 5% or more of the Company's outstanding voting shares, within 05 working days when::

1.1. Organizations or individuals become or cease to be major shareholders.

1.2. Major shareholders have changes in the number of shares owned exceeding the 1% threshold of voting shares.

2. Information disclosure by insiders and related persons of insiders

2.1. Insiders and related persons of insiders (hereinafter referred to as related persons) must disclose information and report before and after the transaction to the SSC, the SE (for listed and registered for trading shares, listed public fund certificates) and the company at least 03 working days before the expected transaction date.

2.2. Within 05 working days from the transaction completion date (if the transaction is completed before the registered deadline) or the expected transaction deadline, insiders and related persons must disclose information about the transaction results and explain the reasons for not completing the transaction or not completing the registered volume (if any) according to the prescribed form.

Article 13. Information Disclosure on Public Tender Offers

1. Information about receiving a public tender offer proposal within 03 working days from the date of receiving the public tender offer registration dossier.

2. Evaluation and recommendations on the public tender offer proposal by the Board of Directors. If one or more members of the Board of Directors have dissenting opinions, the Board of Directors must disclose these opinions. Within 10 days from the date of receiving the public tender offer registration dossier.

Article 14. Information Disclosure as Required by the Company

1. Business strategy/direction/plan and programs/policies that affect the interests of stakeholders. Periodic or ad hoc, depending on the Company's and stakeholders' information needs.

2. Information on projects/contracts/customers, partners/opinions on issues related to the market, industry, shares, shareholders, and investors. Periodic or ad hoc, depending on the Company's and stakeholders' information needs.

CHAPTER III. INFORMATION DISCLOSURE METHODS

Article 15. Information Disclosure Methods

The Company may disclose information in the following forms:

- a) The Company's website;
- b) The State Securities Commission's information disclosure system;
- c) The Stock Exchange's website, other information disclosure means as per the Stock Exchange's Regulations;
- d) The Vietnam Securities Depository and Clearing Corporation's website;
- e) Other mass media as prescribed by law (print, online newspapers, etc.).

CHAPTER IV. IMPLEMENTATION ORGANIZATION

Article 16. Responsibilities of the Information Disclosure Officer

1. Supervise the proper implementation of information disclosure regulations.
2. Check the accuracy, conformity with the information content to be disclosed, disclose, compare with current information disclosure regulations, and disclose information to necessary organizations and individuals as prescribed.
3. Be responsible to the Board of Directors and the General Director for information disclosure.
4. Perform other assigned tasks.

Article 17. Responsibilities of Relevant Units, Departments, and Individuals

1. Ensure compliance and proper implementation of the Information Disclosure Regulation.
2. Provide information as requested by the Information Disclosure Department.
3. Be responsible for the accuracy, completeness, and timeliness of information provided to the Information Disclosure Department.

Article 18. Implementation Provisions

1. This Regulation consists of 04 Chapters and 18 Articles, effective from 28/4/2025.
2. In case of legal regulations related to information disclosure not mentioned in this Regulation, or in case of new legal regulations that differ from the provisions in this Regulation, those legal regulations shall naturally apply and govern the Company's information disclosure activities.
3. The authorized person for information disclosure, relevant units, departments, agencies, organizations, and individuals shall organize the implementation of this Regulation.

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



Trần Đình Lợi



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HOI AN JSC.**

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Hoi An, April 28, 2025

PROPOSAL

Re: Approval of the Regulation on Organization of Online General Meetings of Shareholders and Electronic Voting

To: General Meeting of Shareholders of Development Investment Construction Hoi An JSC.

Pursuant to the Enterprise Law No. 59/2020/QH14, passed by the 14th National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

Pursuant to the Securities Law No. 54/2019/QH14, passed by the 14th National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and its guiding documents;

Pursuant to relevant legal regulations;

Pursuant to the current Charter of Organization and Operations of Development Investment Construction Hoi An JSC. ;

The Board of Directors submits to the General Meeting of Shareholders for consideration and approval of the Regulation on Organization of Online General Meetings of Shareholders and Electronic Voting (with the revised draft attached).

The draft of the Regulation on Organization of Online General Meetings of Shareholders and Electronic Voting is published on the Company's website: **www.dichoian.vn**

We respectfully submit this proposal to the General Meeting of Shareholders for consideration and decision./.

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



Trần Đình Lợi

Headquarter: 25 Hung Vuong – Hoi An – Quang Nam province; Tel. : 02353.861367
Email: dichoiancompany@gmail.com; Website: www.dichoian.vn

REGULATION
ORGANIZATION OF ONLINE GENERAL MEETING OF
SHAREHOLDERS AND ELECTRONIC VOTING
DEVELOPMENT INVESTMENT CONSTRUCTION
HOI AN JOINT STOCK COMPANY

CHAPTER I
GENERAL PROVISIONS

Article 1. Scope and Subjects of Application

These regulations govern the participation of shareholders in the General Meeting of Shareholders (GMS) in an online format and the use of electronic voting at the Annual General Meeting of Shareholders (AGM) or Extraordinary General Meeting of Shareholders (EGM) of the Development Investment Construction Hoi An Joint Stock Company (hereinafter referred to as the "Company").

Article 2. Explanation of terms

1. **"Delegate"** refers to a shareholder or an authorized representative (a person authorized by a shareholder).
2. **"Online General Meeting of Shareholders"** refers to the annual or extraordinary meetings of shareholders held in an online format via the internet, allowing shareholders to exercise their voting/election rights.
3. **"Electronic Voting"** refers to the process where Delegates connect to the internet and cast their votes via the Electronic Voting System designated and announced by the Company.
4. **"Electronic Voting System"** refers to the system that provides Delegates with the necessary tools to exercise their rights while participating in the online General Meeting of Shareholders.
5. **"Identification Factors"** refer to the required information used to accurately identify a participant in a specific context.
6. **"Force Majeure Event"** refers to unforeseen and unavoidable events beyond the control of the meeting conveners, despite the implementation of all necessary and possible measures.
7. **"Cumulative Voting – Equal Distribution"** refers to a method of cumulative voting in which a Delegate distributes their votes equally among multiple candidates. The number of votes per candidate is rounded down to the nearest whole number, and any remaining fractional votes (if applicable) will be discarded.
8. **"Cumulative Voting – Specific Allocation"** refers to a method of cumulative

voting in which a Delegate assigns a specific number of votes to each candidate, ensuring that the total number of votes cast equals the total number of votes available to the Delegate.

CHAPTER II

SPECIFIC PROVISIONS

Article 3. Notification of Online General Meeting of Shareholders

The Company shall notify and convene the Online General Meeting of Shareholders in accordance with Article 17 of the Company's Charter.

Article 4. Conditions and Procedures to Participate in the Online General Meeting of Shareholders and Electronic Voting

1. Participation Conditions:

- Must be listed in the Shareholder Register (SHR) with the right to attend the General Meeting of Shareholders, as determined by the Company's notification of shareholder rights.
- Authorized representatives must meet the eligibility criteria under applicable laws and the Company's Charter.

2. Technical Requirements:

- Delegates must have an electronic device with internet access (e.g., computer, tablet, mobile phone, or other internet-enabled devices).

3. Procedures:

- Delegates access the designated system via the provided link and log in using the credentials specified in Article 5 of these Regulations to attend the Online General Meeting of Shareholders and participate in electronic voting.

Article 5. Provision of Login Credentials and Electronic Voting Access

1. The link to access the electronic voting system, login username, password, and other identification factors (if any) for participating in the online General Meeting of Shareholders will be provided in the meeting invitation notice (or other forms of login information notification as specified by the Board of Directors). Delegates are responsible for maintaining the confidentiality of the username, password, and other assigned identification factors to ensure that only the Delegate has the right to vote on the electronic voting system and shall bear full responsibility for the registered information.
2. Upon the Delegate's request for re-provision of login information, the GMS Organizing Committee may provide it through direct contact or email/phone. Email or phone provision is based solely on shareholder information from the shareholder list with voting rights, compiled by the Viet Nam Securities Depository and Clearing Corporation according to the Company's right exercise notice.

3. Delegates must use their assigned login credentials or other identification Factors (if applicable) to access the Electronic Voting System and cast their votes according to the Meeting Agenda.

Article 6. Recognition of Delegate Attendance at the Online General Meeting of Shareholders

A Delegate is recognized as having attended the Online General Meeting of Shareholders when they log into the system using the provided credentials, as per Article 5, and successfully cast at least one electronic vote on any agenda item.

Article 7. Regulations on Online Authorization

1. Authorization must comply with Article 15 of the Company's Charter.
2. Shareholders must provide complete information for authorization, including details of the authorized representative (phone number, contact address, and email). These details serve as the basis for issuing login credentials and identification Factors (if applicable) for the authorized representative.
3. Validity of Authorization: Authorization is legally effective only if the following conditions are met:
 - The shareholder completes the online authorization form and submits it successfully.
 - A printed authorization document, signed by both the authorizing party and the authorized representative (with a seal if applicable for organizations), is properly executed.
 - The original authorization document is received by the Company before the official opening of the General Meeting.
4. Revocation of Online Authorization: Shareholders must submit an official written request to revoke online authorization to the Company before the official opening of the meeting. The effective time of revocation is based on the time the Company receives the official written request.
5. Revocation of authorization is invalid if the authorized representative has cast votes/elections on any item of the online General Meeting of Shareholders agenda.

Article 8. Electronic Voting Period

The electronic voting period is determined in the Meeting Regulations. Delegates may log into the Electronic Voting System and cast their votes within the specified timeframe, except in cases of system maintenance or other uncontrollable circumstances. Once the voting period ends, the system will no longer accept votes.

Article 9. Electronic Voting Method

1. Voting Procedure:
 - Delegates select one of three options for each agenda item: Approve,

Disapprove, or Abstain, as configured in the Electronic Voting System.

- After making their selection, Delegates must confirm their votes to ensure the system records their decisions.

2. Election Procedure:

a. Election by Cumulating Voting

- Each Delegate has a total number of votes equal to the total number of shares owned or represented, multiplied by the number of members to be elected;
- Delegates have the right to allocate all their votes to one or several candidates;
- Delegates cast their votes by checking the "Cumulative Voting" box or specifying the number of votes in the "Number of Votes" box for each candidate on the Ballot installed in the electronic voting system.
- Delegates then confirm their votes for the electronic voting system to record the results.

b. Election by Voting: Conducted according to Clause 1, Article 9 of this Regulation.

3. Other Provisions for Electronic Voting:

- If Delegates do not vote on all agenda items, the unvoted items are considered as not voted on by the Delegates.
- In case of additional issues arising outside the distributed agenda, Delegates can cast supplementary votes. If Delegates do not vote on these arising issues, they are considered as not voted on by the Delegates.
- Delegates can change their voting results (but cannot cancel them), including supplementary votes on arising issues outside the agenda. The online system only records the final vote count at the end of the electronic voting period for each counting session specified in the meeting's working rules.
- In case Delegates use Cumulative Voting – Specific Allocation, invalid ballots are those where the total votes for candidates differ from (greater or less than) the total votes of the represented shareholders at the election vote counting time.

Article 10. Vote Counting Procedure

When Delegates cast votes, the votes are recorded on the system based on the number of approve cards, disapprove cards, and abstain cards.

The vote counting report is a record of the vote counting results of all Delegates attending the online General Meeting of Shareholders through the electronic voting system.

For sensitive issues and upon Delegates' request, the company must appoint a neutral organization to collect and count votes.

Article 11. Notification of Vote Counting Results

Based on the vote counting report as specified in Article 10 of this Regulation, the vote counting committee will check, summarize, and report the vote counting results of each agenda item to the Chairperson. The vote counting results will be announced by the Chairperson before the meeting's closing.

Article 12. Method of Objecting to General Meeting of Shareholders Resolutions

The request to cancel a General Meeting of Shareholders decision is conducted according to Article 23 of the Company's Charter.

Article 13. Minutes of the Online General Meeting of Shareholders and Approval Method

1. The recording and preparation of the General Meeting of Shareholders minutes are conducted according to Article 22 of the Company's Charter.
2. The venue recorded in the online General Meeting of Shareholders minutes is the location where the Chairperson is present to conduct the meeting. This location must be within Vietnam..
3. The method of approving the General Meeting of Shareholders minutes is specified in the Company's working rules for the General Meeting of Shareholders.

Article 14. Rights and Obligations of Delegates Participating in Electronic Voting

1. To vote on all matters within the General Meeting's authority according to legal regulations and the Company's Charter, using electronic voting.
2. Delegates are responsible for maintaining the confidentiality of their login information to ensure that only they can vote on the electronic voting system. All voting transactions by Delegates on the electronic voting system are deemed their final decisions. Delegates are fully responsible before the law and the Company for their electronic voting transactions.
3. Delegates must immediately notify the Company for timely action upon discovering lost, stolen, disclosed, or suspected disclosed usernames, passwords, and/or other identification factors by contacting the Company to lock the username and security devices. Delegates are responsible for any damages, losses, and other risks occurring before the Company receives their notification if caused by the Delegates.

Article 15. Discussions at the Online General Meeting of Shareholders

1. Principles:
 - Discussions are limited to the agenda items and within the specified time.;
 - Only Qualified delegates can participate in discussions;
 - Delegates must register their discussion topics as specified in the meeting's working rules;
 - The Secretariat will arrange Delegates' discussion topics in the order of

registration and forward them to the Chairperson;

2. Answering Delegates' Questions:

- Based on Delegates' discussion topics, the Chairperson or a designated member will answer Delegates' questions;
- Due to time constraints, questions not answered directly at the meeting will be answered in writing by the Company after the meeting.

Article 16. Force Majeure Events:

1. During the online General Meeting of Shareholders and electronic voting, force majeure events (beyond the Company's control) may occur at the Chairperson's meeting venue (excluding force majeure events affecting individual Delegates), such as natural disasters, fires, power outages, internet connection failures, technical issues at the Chairperson's meeting venue, government orders or directives, etc
2. If a force majeure event occurs and cannot be resolved for the meeting to continue within 60 minutes, the Chairperson will adjourn the meeting. All issues voted on before the adjournment (if any) will be voided and revoted at the next convened General Meeting of Shareholders.

**CHAPTER III
OTHER PROVISIONS**

Article 17. Other Provisions

Other relevant matters not mentioned in this Regulation shall be governed by the Company's Charter, Internal Corporate Governance Regulations, and relevant legal regulations.

Article 18. Effective Date

1. This Regulation consists of 3 Chapters, 18 Articles, and takes effect from the date it is approved by the General Meeting of Shareholders on 28 / 04 / 2025.
2. Delegates, individuals, organizations, and departments related to the online General Meeting of Shareholders of Development Investment Construction Hoi An Joint Stock Company are responsible for implementing this Regulation.

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



Trần Đình Lợi