

**REPORT OF THE BOARD OF DIRECTORS  
AT THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
Term IV (2023 - 2027)**

Dear valued Shareholders!

Performing the management and the direction of business activities of Development Investment Construction J.S.C (DIC Group) in accordance with the regulations, charter and Law on Enterprises, the Board of Directors (BOD) reports to the Annual General Meeting of Shareholders (AGM) on business results in 2024, operational plan in 2025 as follows:

**PART A: BUSINESS RESULTS IN 2024:**

**I. The BOD personnel in 2024:**

The 2023 AGM of DIC Group approved to elect the members of the BOD (term IV, 2023 – 2027), including 05 members:

1. Mr. Nguyen Thien Tuan - Chairman
2. Mr. Nguyen Hung Cuong - Permanent Vice Chairman;
3. Ms. Nguyen Thi Thanh Huyen - Vice Chairwoman;
4. Mr. Nguyen Quang Tin - Member cum General Director;
5. Mr. Dinh Hong Ky - Independent member cum Chairman of the Audit Committee.

On August 10, 2024, Mr. Nguyen Thien Tuan suddenly passed away. On August 16, 2024, the BOD unanimously elected Mr. Nguyen Hung Cuong as Chairman and legal representative of DIC Group. Currently, the BOD consists of the following members:

1. Mr. Nguyen Hung Cuong - Chairman;
2. Ms. Nguyen Thi Thanh Huyen - Vice Chairwoman;
3. Mr. Nguyen Quang Tin - Member cum General Director;
4. Mr. Dinh Hong Ky - Independent member cum Chairman of the Audit Committee.

**II. Implementation of the Resolution of the AGM in 2024:**

**1. Business Results in 2024:**

*\*Unit: Billion dong*



No.	Indicators	2024 Plan		2024 Performance		Execution rate 2024/Plan 2024	
		Parent company	Consolidated	Parent company	Consolidated	Parent company	Consolidated
1	Revenue and other income	2,186.00	2,300.00	1,107.80	1,439.02	50.7%	62.6%
2	Profit before tax	1,000.00	1,010.00	335.27	158.09	33.5%	15.7%
3	Total development investment capital	7,211.80	-	2,654.10	-	36.8%	-
4	Dividend (%)	8-15%	-	6%	-	75%	-
5	Charter capital	10,000.00	-	6,098.5	-	-	-

- **Revenue:** Total revenue and other income for 2024 amounted to 1,107.8 billion VND, reaching 50.7% of the target.
- **Profit:** Pre-tax profit reached 335.27 billion VND, reaching 33.5% of the target.

## 2. Remuneration for the BOD and the BOD's secretary committee in 2024:

- The plan to pay remuneration and allowance for the BOD and the Secretary Committee in 2024 was approved by the AGM held on April 26, 2024: **5,291,000,000 dong** (*Five billion, two hundred ninety-one million Dong*)
- Total remuneration and allowances paid to the BOD and its secretary committee: **4,542,500,000 dong** (*Four billion, five hundred forty-two million, five hundred thousand Dong*).

## 3. Selection of the audit firms for the 2024 financial statement:

Implementing the AGM's resolution, the BOD selected Nam Viet Accounting and Auditing Financial Consulting Service Co., Ltd (AASCN) as one of the auditing firms from the list of 5 audit firms approved by the 2024 AGM to audit the financial statement in 2024.

## III. The BOD's activities in 2024:

The BOD held 42 meetings (issuing 63 resolutions) to review and approve matters related to DIC Group's management and operations. The meetings were conducted in accordance with the provisions of the Enterprise Law, the Charter, and DIC Group's internal governance regulations.

The BOD has closely followed the resolutions of the AGM and the Group's business activities to provide direction, solutions, and decisions that positively impact the business activities, specifically:



- **Organizational matters:**

- + Continue to strengthen personnel management, complete the organizational structure at DIC Group: Re-elect the Chairman of the BOD, change the legal representative, adjust the minimum salary in accordance with the legal regulations; adjust personnel in Committees under the BOD, etc.

- **Project investment:**

- + Direct the BOM to continue submitting written recommendations to relevant Ministries/Departments as well as working with local authorities and departments, to address legal difficulties and obstacles, including extending project implementation deadlines, calculating land use fees, etc.

- + Project approval:

- ✓ Approve the Technical Infrastructure Project for the Vi Thanh Commercial Residential Area, Hau Giang Province.
- ✓ Approve the Low-rise Housing Project for the Vi Thanh Commercial Residential Area, Hau Giang Province (located along the following roads: Vo Nguyen Giap Avenue, Road No. 1, Road No. 9, Road No. 2, and Road No. N16).
- ✓ Approve the Pedestrian Tunnel Project at Thuy Van Street, Vung Tau City (Pedestrian Tunnel No. 5).

- + Approval of project adjustments:

- ✓ Adjust the Dai Phuoc Eco-tourism Urban Area Project, Nhon Trach, Dong Nai.
- ✓ Adjust the Long Tan Eco-tourism Urban Area Project, Nhon Trach District, Dong Nai Province.
- ✓ Approve the adjustment of the Lam Ha Center Point Residential Area Project, Ha Nam Province.
- ✓ Approve the adjustment of the Cap Saint Jacques Complex Project, Phase 2 – 5-star Hotel Block (Block C3), Phase 3 – Tourist Apartments and Hotel (Block C4), and approve the extension of the Cap Saint Jacques Complex Project, Vung Tau City (12-month timeline extension).
- ✓ Approve the adjustment of the Nam Vinh Yen New Urban Area Project, Vinh Phuc Province – Phase 1.

- + Over the past year, the BOD has also directed the BOM and some member units to review and study several land plots that align with the Group's strategic direction, including:

- ✓ Nam Vinh Yen New Urban Area, Vinh Phuc Province – Phase 2;
- ✓ Urban Area in Thuan Thanh, Bac Ninh Province;
- ✓ Mixed-use Urban and Resort Complex in Song Cau, Phu Yen;
- ✓ Van Thuong Industrial Park (BRVT); Northern Chau Duc Industrial Park (BRVT);
- ✓ Phuoc Hoa Container Yard and Port Services (BRVT);
- ✓ Phuoc Binh 2 Industrial Park (Dong Nai);



- ✓ Elephant spring Tourism Area (Hue);
- ✓ Several research projects in Hau Giang, Can Tho and other locations.

- ***Financial Activities:***

In 2024, the BOD approved the policies on capital contribution, divestment, and restructuring of certain subsidiaries. The specific results achieved are as follows:

- + A total of 680 billion VND was spent on financial investment activities (capital contribution/purchase of shares in the following entities: DIC Urbiz, Thien Quang Trading Development Joint Stock Company, DIC No. 2, and DIC Hospitality) — achieving 83.8% of the financial investment plan approved by the 2024 AGM.
- + Completing the full divestment of its capital in Phu Rieng Kratie Rubber J.S.C and Thien Quang Development J.S.C, and partially divested its capital in DIC Anh Em.
- + Dissolving of Vung Tau Center Point LLC.
- + Dissolving the branch of DIC Group – DIC Him Lam Project Management Unit.
- + The transformation of DIC Hospitality from a limited liability company to a joint-stock company has been completed, effective from July 1, 2024.
- + Directing and monitoring the BOM in arranging funding sources to support investment activities and settle due debts, ensuring financial security for the Group. At the same time, efforts were made to mobilize resources for investment in key projects in the coming years.
- + DIC Group has consistently maintained good relationships with credit institutions and other financial organizations both domestically and internationally. DIC Group ensures full and timely payment of all outstanding loans.
- + In 2024, DIC Group was rated by the credit rating agency (FiiinRatings) and maintained an issuer credit rating of **BB+** with a "Stable" outlook.

- ***ESG Practices:***

- + Organizing programs for recycling waste and old batteries, and holding ESG workshops to raise awareness among employees about the importance of sustainable development.
- + DIC Group has contributed to many social welfare programs and community development initiatives across various provinces and cities, with a total contribution of 7.035 billion VND.

- ***Awards in 2024:***

- + Ranked in the "**Top 500 Vietnam Largest Private Enterprises in 2024**" by Vietnam Report.
- + The DIC Victory City Hau Giang project won the "**Best Integrated Township in Vietnam 2024**" (Best Integrated Township 2024) award by DOT Property Group.
- + Awarded "**Best Companies to Work for in Asia 2024**" by HR Asia Magazine.



- + Ranked in the "Top 10 Real Estate Investors in 2024" by Vietnam Report.

#### **IV. Monitoring results of the BOM's activities:**

##### **1. The BOD's direction and supervision of BOM's activities:**

- The BOD directed the successful organization of the 2024 AGM held on April 26, 2024;
- The BOD assigned specific tasks and required the BOM to report the results of implementing the AGM's decisions in accordance with the company's Charter, Internal Governance Regulations, DIC Group's internal rules, and current legal regulations;
- The BOD members were informed and provided with comprehensive updates on the company's business activities, including actual performance, the results of decisions approved by the BOD in resolutions/decisions, and any difficulties encountered during implementation, in order to propose the most effective solutions for DIC Group in the current context;
- The BOD monitored the implementation of DIC Group's projects and proposed practical solutions to resolve issues and challenges during execution.
- The BOD organized and supervised the strict implementation of financial statements and the internal audit process within the Group.
- The BOD supervised and directed the disclosure of information to ensure accuracy, transparency, and timeliness in compliance with internal regulations and legal requirements.
- The BOD worked to enhance awareness and promote the practice of ESG.

##### **2. Evaluation of the BOM's activities:**

The BOM has properly carried out its role in managing the company's business activities according to the direction and guidance of the BOD. The BOM have proposed appropriate solutions and actively engaged with competent state authorities to resolve issues and remove obstacles for the business. The BOM has organized and managed DIC Group's business activities in accordance with the company's legal duties and rights, its charter, internal management regulations, as well as fully implementing the resolutions and decisions of the AGM and the BOD. The BOM has focused on developing the corporate culture, creating connections, and establishing the distinct identity of DIC Group, while fulfilling its obligations to employees, the government, and the community.

The BOM has proposed and effectively implemented a plan to streamline the organizational structure, introducing various coordinated solutions to ensure cost-saving, waste reduction, and an appropriate strategy to improve and enhance DIC Group's management capacity.



As a result, DIC Group achieved total revenue and other income in 2024 amounting to 1,107.8 billion VND, reaching 50.7% of the target. Pre-tax profit was 335.3 billion VND, achieving 33.5% of the target — which did not meet the target set by the 2024 AGM. The BOD requires the BOM to take this as a lesson and make further efforts in 2025 to meet the targets set by the AGM.

## **PART B: PLAN IN 2025:**

### **I. Target indicators for the 2025 plan:**

In 2025, many challenges and difficulties are expected, with some policy changes that may impact business activities. The BOD has agreed on the following target indicators for the 2025 plan to be submitted for approval at this AGM:

*\*Unit: billion dong*

Indicators	Parent Company	Consolidated	Growth rate compared to actual 2024	
			Parent company	Consolidated
Revenue and other income	3,450	3,500	211.4%	143.2%
Profit before tax	950	718	183.4%	354.2%
Total development investment capital	6,690	-	152%	-
Dividend (%)	7-10%	-	16,7%	-

### **II. Strategic directions for business activities in 2025:**

The BOD recognizes that 2025 will witness significant economic growth, although there will still be many unpredictable developments influenced by global political instability. Therefore, the BOD's strategic directions for business operations in 2025 are as follows:

- Implement a series of programs to celebrate the 35th anniversary of DIC Group's establishment.
- Continue to streamline and enhance the organizational structure for efficiency; improve internal regulations and guidelines to comply with legal requirements and match the company's current situation.
- Strengthen efforts to recover and create a large land fund, collaborating with government authorities to implement compensation and land clearance for each stage, focusing on key projects.
- Focus on completing legal procedures before merging with local provinces to ensure smooth project investment implementation.
- Focus on trading eligible products at DIC Group's investment projects; study methods and be resolute in efforts to recover outstanding debts.



- Balance sources and adjust investment plans for 2025; continue implementing International Financial Reporting Standards (IFRS); maintain regular credit ratings twice a year.
- Innovate technology, improve quality, and enhance competitiveness; strengthen oversight of subsidiaries, affiliates, and associated companies.
- Continue to practice and develop ESG criteria in DIC Group's operations.
- Invest in the development of social housing in line with the Party and State's direction, using existing land resources from DIC Group's owned projects.

The BOD of DIC Group submits this report to the AGM for review and approval.

Looking back at 2024, it was a year of many fluctuations and challenges for the economy, especially in the real estate market. On behalf of the BOD and all employees of DIC Group, I would like to sincerely thank the Party, State agencies, Government, local authorities, our valued Shareholders, partners, and Customers for their trust and support in accompanying DIC Group throughout this period. We hope to continue receiving your attention and support in the coming time.

**CHAIRMAN**



**Nguyen Hung Cuong**

