



## **REPORT OF THE BOARD OF DIRECTORS ON THE COMPANY'S OPERATIONS**

**To: Esteemed delegates and valued shareholders**

The 2025 Annual General Meeting of Shareholders of Development Investment Construction Number 2 Joint Stock Company is convened in the context of continued global economic challenges throughout 2024 and into 2025. The risk of economic conflicts among major nations, the ongoing wars in Ukraine and Gaza, and geopolitical tensions have disrupted the fragile post-pandemic recovery and increased the risk of economic slowdown, inflation control efforts by governments, and rising armed conflicts. The domestic economy is not immune to these conditions, particularly our real estate and construction sectors. To review and assess the results achieved in 2024 and set out directions for 2025 and the following years, the Board of Directors (BOD) respectfully reports to the General Meeting the key contents as follows:

### **PART I REPORT ON THE ACTIVITIES OF THE BOARD OF DIRECTORS IN 2024**

#### **1. Organizational Structure and Personnels:**

As of December 31, 2024, the Board of Directors of Development Investment Construction Number 2 Joint Stock Company consists of 3 members:

1	Mr. Pham Duc Dung	Chairman of the BOD	Full-time
2	Ms. Tran Thi Thu	Member of the BOD	Part-time Member
3	Mr. Le Hai Chau	Member of the BOD	Independent Member

All BOD members possess the qualifications and experience in enterprise management and construction operations, thereby meeting the requirements for effective corporate governance and leadership.

#### **2. Main Activities of the BOD in 2024:**

- In 2024, the BOD held 16 meetings, both regular and extraordinary, and issued 10 Resolutions and 2 Decisions to promptly direct and approve business plans, investment strategies, organizational restructuring, and procedures related to the private placement of shares in accordance with the authorization of the General Meeting of Shareholders. All Resolutions and Decisions of the BOD complied with the Company's Charter and relevant legal regulations.
- The BOD provided strategic guidance while allowing the Executive Board to exercise



- autonomy in performing their tasks, thus ensuring coherent operational management throughout the Company.
- Directed the enhancement of supervision and organizational efficiency across departments and project sites.
  - Led the development of the Company's business strategy in parallel with the strategy for human resource training and development to meet long-term growth objectives.
  - Reported to the General Meeting that the BOD successfully directed the private placement of 68.39% of the proposed share volume, specifically: 3,419,309 out of 5,000,000 shares, raising the total outstanding shares to 10,975,650, which were additionally listed on the HNX in accordance with the 2024 AGM resolution. The total proceeds from the issuance amounted to VND 34,193,090,000, with the offering completed on November 21, 2024. However, due to timing delays, part of the proceeds could not be used to settle certain due debts as initially planned. Therefore, the BOD and the Extraordinary General Meeting (via written consultation) agreed to adjust the capital use plan. To date, VND 25,193,090,000 has been disbursed to repay bank loans. The remaining VND 9 billion was planned for the purchase of tower cranes, hoists, and aluminum formwork. As the construction demand has not yet reached the stage requiring these assets, the Company has deferred the investment and will proceed at a time that ensures optimal efficiency.
  - Directed the information disclosure department to prepare and submit reports to securities regulatory authorities and to ensure timely and complete public disclosure in accordance with applicable regulations.
  - Directed the Executive Board to implement projects and construction works in accordance with approved plans.

**3. Summary of Resolutions and Decisions of the General Meeting of Shareholders and the Board of Directors:**

No.	Resolution/ Decision No.	Date	Content
I	<b>Resolutions of the 2024 Annual General Meeting of Shareholders:</b>		
1	01/NQ-DIC No2- ĐHĐCĐ	April 25, 2024	Approval of the following contents: 1. Report on the activities of the Board of Directors in 2023 and the plan for 2024; report on the 2019–2023 term and orientation for the 2024–2029 term. 2. Report on the activities of the Board of Supervisors in 2023; report on the 2019–2024 term and the activity plan of the Board of Supervisors for 2024.

**DEVELOPMENT INVESTMENT CONSTRUCTION NUMBER 2 JSC**

Address : No. 5, Street No. 6, Chi Linh Urban Area, Thang Nhat Ward, Vung Tau City.

Telephone: (84-254) 3.613.944

Fax : (84-254)3.584864 – 3.616365

Website : <http://dic2.vn> Email : [infor@dic2.vn](mailto:infor@dic2.vn)

No.	Resolution/ Decision No.	Date	Content
			<ol style="list-style-type: none"><li>3. Proposal No. 01/TTr-DIC No2-BOD regarding the approval of the personnel list for the General Meeting.</li><li>4. Proposal No. 02/TTr-DIC No2-BOD proposing the selection of the auditing firm for the 2024 financial statements.</li><li>5. Report on the activities of the Executive Board in 2023 and the plan for 2024.</li><li>6. Proposal No. 03/TTr-DIC No2-BOD on the business results for 2023 and the business plan for 2024.</li><li>7. Proposal No. 04/TTr-DIC No2-BOD on the approval of the 2024 fixed financial investment plan.</li><li>8. Proposal No. 05/TTr-DIC No2-BOD presenting the audited financial statements for 2023.</li><li>9. Proposal No. 06/TTr-DIC No2-BOD on the plan for private placement of shares in 2024.</li><li>10. Proposal No. 07/TTr-DIC No2-BOD on the distribution of after-tax profits for 2023 and the bonus plan for the Board of Directors and Executive Board.</li><li>11. Report of the independent member of the Board of Directors.</li><li>12. Proposal No. 08/TTr-DIC No2-BOD on the capital mobilization plan for business operations in 2024 and borrowing of assets to serve as collateral for bank loans in 2024.</li><li>13. Proposal No. 09/TTr-DIC No2-BOD on the finalization of remuneration payments for the Board of Directors, Board of Supervisors, and Company Secretary in 2023 and the remuneration plan for 2024.</li><li>14. Proposal No. 10/TTr-DIC No2-BOD on the list of candidates for election to the Board of Directors and Board of Supervisors for the 2024–2029 term and dismissal of members of the Board of Supervisors for the 2019–2024 term.</li><li>15. Proposal No. 11/TTr-DIC No2-BOD on authorizing the Chairman of the Board of Directors – the legal representative of the Company – to sign contracts and transactions in 2024 with Development Investment Construction Corporation (DIC Group).</li></ol>
<b>II</b>	<b>Resolutions of the Board of Directors</b>		
1	01/NQ - HĐQT - DIC No2	February 2, 2024	Approval of the plan to organize the 2024 Annual General Meeting of Shareholders.

007  
CÔNG  
CỐ PH  
TỰ PH  
XÂY D  
DIC)  
AU-TB



**DEVELOPMENT INVESTMENT CONSTRUCTION NUMBER 2 JSC**

Address : No. 5, Street No. 6, Chi Linh Urban Area, Thang Nhat Ward, Vung Tau City.

Telephone: (84-64) 3.613.944

Fax : (84-64)3.582.017 – 3.616365

Website : [www.http://dic2.vn](http://dic2.vn) Email : [infor@dic2.vn](mailto:infor@dic2.vn)

No.	Resolution/ Decision No.	Date	Content
2	02/NQ - HĐQT - DIC No2	April 25, 2024	Election of the Chairman of the Board of Directors (term 2024–2029).
3	03/NQ - HĐQT - DIC No2	May 28, 2024	Selection of the auditing firm for the semi-annual and annual 2024 financial statements.
4	04/NQ - HĐQT - DIC No2	May 31, 2024	Approval of the implementation plan for the private placement of shares in 2024.
5	05/NQ - HĐQT - DIC No2	May 31, 2024	Approval of registration documents for the 2024 private placement of shares.
6	06/NQ - HĐQT - DIC No2	June 5, 2024	Unanimous approval of related-party transaction policies involving internal persons.
7	07-24/NQ-HĐQT DIC No2	July 23, 2024	Approval of the draft Regulation on Information Disclosure and use of land use right certificate in Phuoc Thuan commune, Xuyen Moc district, BR-VT province as collateral for loans at VietinBank – Ba Ria – Vung Tau Branch.
8	08-24/NQ- HĐQT-DIC No2	November 11, 2024	Approval of the handling plan for undistributed shares in the 2024 private placement.
9	09-24/NQ- HĐQT-DIC No2	November 29, 2024	Approval of the results of the 2024 private placement of shares.
10	11-24/NQ- DIC No2 -HĐQT	December 23, 2024	Approval of the full reallocation of proceeds from the 2024 private placement of shares.
<b>III</b>	<b>Decisions of the Board of Directors:</b>		
1	01/QĐ - DIC No2 - HĐQT	May 7, 2024	Promulgation of the Company’s financial management regulations.
2	10/2024/QĐ-DIC No2-HĐQT	December 11, 2024	Decision to increase the charter capital from VND 75,563,410,000 to VND 109,756,500,000 as a result of the private share placement.

0773  
 TỶ  
 AN  
 AT TRIỆ  
 JNG  
 SỐ 2  
 RI AVI

**4. Assessment of the Performance of the Board of Directors:**

The year 2024 continued to be a year of significant challenges due to a slowdown in economic growth and increased risk of short-term recession. Credit tightening in the real estate sector by banks aimed at curbing inflation, intensified inspections and oversight of corporate bonds—especially those related to real estate—by the Government, and strict supervision by the State Securities Commission of Vietnam (SSC) further compounded difficulties. Global geopolitical tensions, armed conflicts, natural disasters, and pandemics also placed heavy pressure on both the domestic and global economies. Nevertheless, the Board of Directors of DIC No. 2 proactively anticipated these challenges and took firm and decisive action in directing operations in accordance with the spirit and directives set forth by the General Meeting of Shareholders. As a result, key targets—such as the successful increase in charter capital through private placement of shares to professional securities



## DEVELOPMENT INVESTMENT CONSTRUCTION NUMBER 2 JSC

Address : No. 5, Street No. 6, Chi Linh Urban Area, Thang Nhat Ward, Vung Tau City.

Telephone: (84-254) 3.613.944

Fax : (84-254)3.584864 – 3.616365

Website : <http://dic2.vn> Email : [infor@dic2.vn](mailto:infor@dic2.vn)

investors—were fundamentally achieved. Despite the difficulties in 2024, the Board of Directors and Company leadership placed strong emphasis on employee welfare, successfully promoted internal unity, and ensured the rights and interests of shareholders. The BOD operated in full compliance with legal regulations, and all Resolutions and Decisions were made with high consensus among its members. Each member actively contributed to corporate governance and fulfilled their responsibilities with diligence, thereby minimizing risks to the Company

### **5. Implementation Results of the 2024 AGM of Shareholders' Resolutions:**

#### **5.1 Business Performance Results:**

Identifying the core task during this continued difficult period as maintaining and stabilizing production, the Company focused almost exclusively on its core business activities. Resources were concentrated on projects where the investors demonstrated strong financial capacity. At the same time, the Company aggressively pursued the recovery of outstanding receivables to reduce financial costs, enhance credibility, and build trust with partners. The Board of Directors directed the Executive Board to develop a clear roadmap and assign specific tasks to fulfill the business plan entrusted by shareholders. Step by step, these efforts have helped the Company overcome difficulties, stabilize operations, and achieve the following planned targets:

#### **Implementation of Business Targets Compared to the 2024 Plan:**

No.	Indicator	Unit	2024 Plan	2024 Actual	Completion Rate (%)
1	Output value	VND million	250,068	256,306	102.49%
2	Net revenue	VND million	250,000	250,229	100.09%
3	Profit before tax	VND million	8,062	8,276	102.66%
4	Profit after tax	VND million	5,343	5,573	104.32%
5	Charter capital	VND million	125,563	109,756	87.41%
6	Dividend rate	%	5	5	100.00%
7	Investment in assets and tools	VND million	22,500	3,270	14.53%

- Although 2024 remained a year of significant challenges, the Board of Directors, in close coordination with the Executive Board, closely monitored economic developments—particularly in the construction and real estate sectors—to provide timely direction and resolve arising issues efficiently and effectively. As a result, the

Company achieved and even exceeded the core business targets set by the 2024 Annual General Meeting of Shareholders.

### Comparison of business performance indicators with the previous year:

No.	Indicator	Unit	2023 Actual	2024 Actual	Change vs. 2023 (%)
1	Output value	VND million	130,690	256,306	96.12%
2	Net revenue	VND million	209,968	250,229	19.17%
3	Profit before tax	VND million	1,018	5,573	447.23%
4	Profit after tax	VND million	75,563	109,756	45.25%
5	Charter capital	VND million	15,322	4,743	-209.60%
6	Dividend rate	%	0	5	500.00%
7	Investment in assets and tools	VND million	15,322	3,270	-368.56%

- Note: The strong growth in business performance indicators in 2024 compared to 2023 was mainly due to the determined efforts of the Board of Directors and the Executive Board. They closely followed daily developments, provided consistent top-down direction, and promptly seized available opportunities. As a result, the Company successfully achieved and exceeded the core business targets set by the General Meeting of Shareholders.

### 5.2 Activities, Remuneration, and Operating Expenses of the Board of Directors and Individual Members:

The payment of remuneration and income to the Board of Directors was carried out in accordance with the resolution of the 2024 Annual General Meeting of Shareholders (*Unit: VND million*), specifically as follows:

No.	Full Name	Position	Remuneration	Notes
1	Mr. Pham Duc Dung	Full-time Chairman	739.73	Income
2	Ms. Tran Thi Thu	Member	44.00	Remuneration
3	Mr. Dinh Trung Hieu	Member	12.00	Remuneration
4	Mr. Le Hai Chau	Member	32.00	Remuneration

### 6. Supervision Results of the Executive Board:

Currently, the Executive Board consists of 03 members (01 General Director and 02 Deputy General Directors). The Executive Board receives close attention, support, and direct supervision from the Chairman of the Board of Directors. As a result, all activities of the Executive Board have been carried out in compliance with the Resolutions of the Board of Directors. Business strategies have been clearly communicated from the Board of Directors to the Executive Board and all employees, ensuring that most business and production activities of the Company are implemented in accordance with the established roadmap. Despite the challenging economic environment and the difficulties faced by businesses in the same industry, Development Investment Construction Number 2 Joint Stock Company has maintained stability throughout the past year. The employees have remained united, job security for workers has been ensured, and the Company's brand and reputation have continued to grow, spreading confidence among the Parent Company, major investors, clients, and business partners.

- The Executive Board has operated the Company's activities in compliance with the Law on Enterprises, the Company's Charter, Resolutions of the General Meeting of Shareholders, and Resolutions and Decisions of the Board of Directors.
- The Executive Board has continued to implement the enterprise restructuring plan as directed by the Board of Directors, including staff reallocation and optimization to improve operational efficiency.
- The organization of construction, final accounting and settlement of projects, and debt collection have received appropriate attention and were monitored and resolved in a timely manner.
- The Board of Directors assesses that in 2024, the Executive Board made significant efforts in managing business operations, contributing to the Company's stability and step-by-step advancement toward sustainable development.

**Salaries, bonuses, and other benefits of the Executive Board (Unit: VND million):**

No.	Full Name	Position	Income
1	Vu Gia Tan	General Director	555.2
2	Tran Van Chung	Deputy General Director	403.0
3	Ngo Van Lenh	Deputy General Director	372.5

**7. Supervision Results for Other Management Personnel:**

The Board of Directors strengthened its supervision of departments and divisions, particularly by enforcing strict reporting requirements from construction teams, site managers, functional departments, and affiliated units. This enabled the Executive Board and the Chairman of the Board to stay informed of Company-wide operations on a daily, weekly, monthly, and quarterly basis, allowing for timely and effective direction. As a result, Company activities remained synchronized, and construction progress and quality were consistently ensured. Key management personnel, including the Chief Accountant, department heads/deputy heads, and leaders of affiliated units, fulfilled their assigned duties well in 2024, making significant contributions to the Company's development. There were no cases of managerial staff violations or disciplinary action during the year.

## PART II ORIENTATION AND TASKS OF THE BOARD OF DIRECTORS IN 2025

As a subsidiary of DIC Group—a reputable real estate investment corporation with considerable land reserves through licensed projects in Ba Ria – Vung Tau, Dong Nai, Hau Giang, Ha Nam, and Vinh Phuc provinces, as well as nationwide—DIC No. 2 stands to benefit from strategic advantages. Based on the Group's orientation to implement key projects in 2025, and after evaluating and analyzing the socio-economic situation, construction market trends, macroeconomic influences, and the Company's current condition, the Board of Directors has reached consensus with the Executive Board on the proposed 2025 business targets to be submitted to the General Meeting of Shareholders. These include the following key indicators:

### 1. Business Plan Targets for 2025:

No.	Indicator	Unit	2024 Actual	2025 Plan	Growth (%)
1	Output value	VND million	256,306	258,000	0.66%
2	Net revenue	VND million	250,229	252,000	0.71%
3	Profit before tax	VND million	8,276	8,690	0.500%
4	Profit after tax	VND million	5,573	5,596	0.40%
5	Charter capital	VND million	109,756	113,049	3.00%
6	Dividend rate	%	5	5	0.00%
7	Investment in assets and tools	VND million	3,270	15,000	358.72%



## **2. Orientation for the Implementation of 2025 Business Plan Targets:**

- Continue streamlining the organizational structure, enhancing governance efficiency to increase labor productivity and reduce management and operational costs, ensuring effective business performance, preserving shareholders' equity, and increasing corporate value.
- Focus all available resources on business operations to maintain stable production and organizational structure. Preserve relationships with traditional partners and customers while expanding business networks and geographic coverage. Actively seek new projects to ensure stable employment and income for employees.
- Direct the Executive Board to review and amend existing regulations as appropriate, and to develop and issue new internal policies to strengthen management practices.
- Strengthen supervision and guidance over the Executive Board in implementing production and business activities in line with the strategic plan approved by the General Meeting of Shareholders.
- Direct the finalization and settlement of completed projects, ensure timely payment for ongoing construction works, and recover capital promptly to support business activities.
- Continue promoting the DIC2 brand as a professional contractor for high-rise building construction in Ba Ria – Vung Tau Province and the Southeast region.
- Instruct the Executive Board to continue restructuring departments and personnel while constantly improving the professional capacity and competency of the workforce.
- Provide focused direction in the collection of receivables from construction projects to reduce dependency on loans, thereby improving operational efficiency.
- Enhance the Company's construction and installation capabilities while developing a workforce that aligns with the Company's production expansion goals. Actively participate in bidding to ensure a stable project pipeline and pursue medium- and long-term contracts.
- Tighten cost control measures across the entire Company, particularly at construction sites. Strengthen risk management in relation to receivables and inventory.
- Continue raising charter capital according to a roadmap aligned with the Company's growth, and combine capital from bank loans and funding from individuals and institutions to support the Company's development.
- Direct the Company's Trade Union and Youth Union to take care of the material and spiritual well-being of employees, creating favorable conditions for them to work effectively and build long-term commitment to the Company.
- Invest in advanced construction technology and foundation treatment methods to meet the technical requirements of upcoming high-rise (40–50 floors) projects of DIC Group and other major investors.



## DEVELOPMENT INVESTMENT CONSTRUCTION NUMBER 2 JSC

Address : No. 5, Street No. 6, Chi Linh Urban Area, Thang Nhat Ward, Vung Tau City.

Telephone: (84-64) 3.613.944 Fax : (84-64)3.582.017 – 3.616365

Website : [www.http://dic2.vn](http://dic2.vn) Email : [infor@dic2.vn](mailto:infor@dic2.vn)

- Focus on applying certified standards such as ISO, Facework software, and LEED construction standards to meet upcoming development goals, including:
  - + General contractor for construction and M&E works
  - + Infrastructure construction for industrial zones, mass piling for major projects
  - + Design-build and investment partnerships for low-rise housing
  - + Installation of aluminum-glass façades and interior finishing works
- In 2025, the Board of Directors will continue seeking qualified, competent, ethical personnel and offer attractive compensation policies to recruit and retain top talent for the Company.

Dear Shareholders! The above is the report on the activities of the Board of Directors of Development Investment Construction Number 2 Joint Stock Company in 2024, and the orientations and tasks for 2025. We respectfully submit this to the General Meeting of Shareholders for review, discussion, and resolution.

On behalf of the Board of Directors, we wish all esteemed delegates and shareholders good health, happiness, and success.

Respectfully!

*Vung Tau, April 29, 2025*

ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN



*Phạm Đức Dũng*

C.P. NH