DEVELOPMENT INVESTMENT CONSTRUCTION NUMBER 2 JSC
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DIC GROUP
DEVELOPMENT INVESTMENT CONSTRUCTION NUMBER 2 JSC
No.: 02/NQ-DIC No2-ĐHĐCĐ
DRAFT

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Vung Tau, April 29, 2025

2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS DEVELOPMENT INVESTMENT CONSTRUCTION NUMBER 2 JSC

- Pursuant to The Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to The Charter on the organization and operation of Development Investment Construction Number 2 Joint Stock Company (DIC No. 2);
- Pursuant to The Minutes of the 2025 Annual General Meeting of Shareholders of Development Investment Construction Number 2 Joint Stock Company (DIC No. 2) dated April 29, 2025.

RESOLUTION

Article 1: Approval of the Report on the activities of the Board of Directors in 2024 and the plan for 2025 with a voting rate of .....%

Article 2: Approval of the Report the results of the private placement of shares in 2024, the report on changes in the use of capital, and the report on the use of proceeds from the share offering with a voting rate of .....%

Article 3: Approval of Proposal No. ...../TTr-DIC No2-BOD dated April 29, 2025 regarding the Regulations on the operation of the Board of Directors, with a voting rate of .....%

Article 4: Approval of the Report on the activities of the Board of Supervisors in 2024 and the plan for 2025, with a voting rate of .....%

Article 5: Approval of Proposal No. ..../TTr-DIC No2-BOD dated April 29, 2025 regarding the selection of the auditing firm for the 2025 financial statements, with a voting rate of .....%

- Southern Auditing And Accounting Financial Consulting Services Company Limited
- FAC Auditing Company Limited
- International Auditing And Valuation Company Limited

Authorization for the Board of Directors to decide on one of the three above-mentioned auditing firms to audit the semi-annual and annual financial statements of DIC

No. 2 for 2025 based on criteria that ensure quality and effectiveness with reasonable costs, in line with the audit quality and scope.

In the event that, at the time of contract negotiations, none of the above auditing firms meet the standards for conducting the financial statement audit for DIC No. 2 in 2025, the Board of Directors of DIC No. 2 is authorized to independently select another qualified auditing firm in accordance with the Ministry of Finance's regulations to perform the 2025 financial statement audit in compliance with internal regulations and legal requirements

Article 6: Approval of the Report on the activities of the Board of Management in 2024 and directions and tasks for 2025 with a voting rate of .....%

Article 7: Approval of Proposal No. ...../TTr-DIC No2-BOD dated April 29, 2025 regarding the 2024 business results and the 2025 business plan, with a voting rate of .....%.

No.	Indicator	Unit	Actual 2024	Plan 2025	Growth (%)
1	Production value	VND Million	256,306	258,000	0.66
2	Net Revenue	Million VND	250,229	252,000	0.71
3	Profit Before Tax	Million VND	8,276	8,690	0.5
4	Profit After Tax	Million VND	5,573	5,596	0.40
5	Charter Capital	Million VND	109,756	113,049	3
6	Dividend Rate	%	5	5	0
7	Investment in Assets and Tools	Million VND	3,270	15,000	358.72

Article 8: Approval of Proposal No. ...../TTr-DIC No2-BOD dated April 29, 2025 regarding the investment plan for tools, equipment, and fixed assets for 2025, with a voting rate of .....%:

Unit: Billion VND

No.	Investment Item	Unit	Quantity	Purpose	Amount
1	Investment in 10-ton tower crane, height 110m	Set	1	To serve the CSJ project and other projects	6.0
2	Investment in Elimak 2-cage hoist	Set	1	To serve the CSJ project and other projects	2.5

No.	Investment Item	Unit	Quantity	Purpose	Amount
3	Scaffold, formwork	VND Billion		To serve the CSJ project and other projects	5.5
4	Other machinery and equipment	VND Billion		To serve the CSJ project and other projects	1.0
	Total				**15**

Article 9: Approval of Proposal No. ...../TTr-DIC No2-HĐQT dated April 29, 2025 regarding the approval of the audited financial statements for the year 2024, with an approval rate of .....%

Article 10: Approval of Proposal No. ...../TTr-DIC No2-HĐQT dated April 29, 2025 regarding the distribution of 2024 after-tax profits and the bonus plan for the Board of Directors and the Board of Management in 2025 for exceeding performance target, with an approval rate of .....%, specifically as follows:

No.	Description	Amount (VND)
1	Profit after tax for 2024	5,573,790,896
2	Allocation to funds from 2024 profit	836,068,634
2.1	*- Allocation to the Bonus Fund (15% of profit after tax)*	*836,068,634*
3	Remaining profit after tax for 2024 after fund allocation	4,737,722,262
4	Retained profit from previous years	2,011,662,433
5	Cumulative retained profit after tax	6,749,384,695
6	Dividend distribution 5% of Charter Capital, of which:	5,487,825,000
6.1	*- 2% in cash*	*2,195,130,000*
6.2	*- 3% in shares*	*3,292,695,000*
7	**Remaining profit after dividend distribution**	**1,261,559,695**

A 10% allocation of the portion of 2025 profit after tax that exceeds the target assigned by the General Meeting of Shareholders shall be used as a bonus for members of the Board of Directors and the Board of Management.

Article 11: Approval of the issuance of shares for 2024 dividend payment pursuant to Proposal No. …../TTr-DIC No2-HĐQT dated April 29, 2025, with an approval rate of ……%. The main contents are as follows:

Stock code	:DC2
Type of shares to be issued	: Common shares
Par value	:VND 10,000/share
Number of outstanding shares	:10,975,650 shares
Expected number of shares to be issued	: 329,269 shares
Total issuance value at par	: VND 3,292,690,000
Expected total shares after issuance	:11,304,919 shares
Expected charter capital after issuance	: VND 113,049,190,000
Issuance method	: Stock dividend payment for 2024 at a rate of 3% based on par value
Eligible recipients	: Existing shareholders whose names appear in the list on the record date for exercising the right to receive stock dividends
Source of capital for issuance	: Undistributed after-tax profits as of December 31, 2024, based on the audited financial statements of the Company for 2024.
Exercise ratio	: **100:3**. On the record date for exercising the right, shareholders holding 100 shares will receive 03 additional new shares
Treatment of fractional shares	: The number of shares issued for stock dividends will be rounded down to the nearest whole number. Any fractional shares arising will be canceled . Example: Shareholder A owns 99 shares as of the record date. With a 100:3 ratio, A is entitled to 2.97 new shares. According to the rounding rule, 0.97 fractional shares will be canceled, and A will receive 2 new shares. Similarly, Shareholder B owns 66 shares and will be entitled to 1.98 new shares. The 0.98 fractional shares will be canceled, and B will receive 1 new share.

Expected issuance time	: In 2025.
Registration for additional listing	: The entire number of shares issued to pay the 2024 dividend will be registered with the Vietnam Securities Depository and Clearing Corporation (VSDC) and additionally listed on the Hanoi Stock Exchange (HNX) after the issuance is completed.
The General Meeting of Shareholders authorizes the Board of Directors	: Implement the contents in accordance with the attached detailed proposal

Article 12: Approval of the report of the independent member of the Board of Directors, with an approval rate of .....%

Article 13: Approval of Proposal No. ...../TTr-DIC No2-HĐQT dated April 29, 2025 regarding the capital raising plan for 2025 and asset borrowing plan to secure bank loan collateral for 2025, with an approval rate of .....%. Details are as follows:

1. Capital mobilization plan for 2025

Form of Capital Raising	Purpose of Loan	Loan Limit for 2025 (VND billion)	Outstanding Loan as of December 31, 2024 (VND billion)
1. Short-term bank loans	Purchases of materials, tools and instruments, and salary payments	**268**	**130,4**
– Bank for Investment and Development of Vietnam – Ba Ria – Vung Tau Branch		210	92,9
– Vietnam Joint Stock Commercial Bank for Industry and Trade – Ba Ria – Vung Tau Branch		40	37,5
– Vietnam Prosperity Joint Stock Commercial Bank – Vung Tau Branch		18	0
2. Other short-term borrowings – *(Funds mobilized from employees, finance companies, and other individuals)*	Purchases of materials, tools and equipment,	**10**	**0**

Form of Capital Raising	Purpose of Loan	Loan Limit for 2025 (VND billion)	Outstanding Loan as of December 31, 2024 (VND billion)
1. Short-term bank loans	Purchases of materials, tools and instruments, and salary payments	**268**	**130,4**
	and salary payments		
– **Total**		**278**	**130,4**

- The debt-to-equity ratio (including borrowings from credit institutions and other entities) must not exceed 3.5 times at any point in time to ensure the Company's financial safety and debt repayment capacity. The legal representative – Chairman of the Board of Directors of Development Investment Construction Number 2 Joint Stock Company – shall be responsible for directing the development of a feasible borrowing/repayment plan, ensuring that borrowed funds are used for the intended purposes efficiently, and maintaining the Company's ability to repay loans to credit institutions and other lenders.

- **Regarding capital mobilization from employees, financial companies, and other individuals (Section 2: Other borrowings):**

  Authorization is granted to the legal representative – Chairman of the Board of Directors of Development Investment Construction Number 2 Joint Stock Company – to proactively organize and implement the mobilization of capital from employees, financial companies, and other individuals at an interest rate equal to the lowest lending interest rate for the same term offered by any commercial bank currently providing loans to the Company, and not exceeding 150% of the base interest rate set by the State Bank of Vietnam at the time of borrowing. The Company's assets must not be used as collateral for these loans. The total mobilization limit for such borrowings must not exceed VND 10 billion, in accordance with the plan approved by the General Meeting of Shareholders.

2. Plan to borrow assets for securing bank loans and mobilizing capital from employees and other individuals in 2025:

Based on the 2025 business plan and the assessment of the economic and credit outlook for the real estate and construction sectors—which are expected to continue facing significant challenges—while investors are still struggling with cash flow issues, leading to a high level of overdue receivables, the Company, in addition

to bank credit limits and other borrowings, will also need to borrow assets to serve as collateral for credit facilities at financial institutions. An agreement shall be made to lease assets from employees with a total asset value not exceeding VND 15 billion (fifteen billion dong) to be used as collateral for the Company's working capital loans at commercial banks, in cases where the Company's own assets are insufficient to secure an increase in the credit limit. The annual rental fee paid to employees who lease their assets to the Company shall be calculated based on the collateral value accepted by the bank for the Company's loan and shall be recorded as a financial expense. The rate applied shall be 1.5% per annum × the actual loan amount, but not exceeding the appraised value of the collateral asset.

The General Meeting of Shareholders authorizes the Chairman of the Board of Directors – the legal representative of the Company – to:

+ Sign asset lease contracts and all related documents necessary for the procedures of leasing employees' assets for the purpose of maintaining and increasing the credit limits of the Company's working capital loans at banks, in accordance with the laws and the Company's internal regulations; Be responsible for ensuring the appropriate and effective balance of loan limits secured by employee-owned assets, using borrowed funds for the intended purposes, and ensuring the Company's ability to repay debts secured by employee assets

Article 14: Approval of Submission No. ...../TTr-DIC No2-HĐQT dated April 29, 2025 regarding the finalization of remuneration payments for the Board of Directors and the Board of Supervisors in 2024 and the remuneration plan for 2025, with an approval rate of .....%, specifically as follows:

1. **Settlement of remuneration for the Board of Directors, the Board of Supervisors, and the Company Secretary in 2024**

No.	Description	Planned (VND)	Actual (VND)	Actual/ Planned (%)
1	Full-time Chairman of the BOD	780,000,000	739,728,305	94.8
2	Part-time BOD members (2 persons)	96,000,000	88,000,000	91.7
3	Head of the Board of Supervisors	36,000,000	24,000,000	66.7
4	Members of the Board of Supervisors (2)	36,000,000	34,500,000	95.8
5	Company Secretary	18,000,000	18,000,000	100

	Total	**966,000,000**	**904,228,305**	**93.6**

2. Remuneration plan for the Board of Directors, the Board of Supervisors, and the Company Secretary in 2025

No.	Description	Quantity	Months	Monthly Rate (VND)	Annual Amount in 2025 (VND)
1	Full-time Chairman of the BOD	1	13	60,000,000	780,000,000
2	Part-time BOD members	2	12	4,000,000	96,000,000
3	Head of the Board of Supervisors	1	12	3,000,000	36,000,000
4	Members of the Board of Supervisors	2	12	1,500,000	36,000,000
5	Company Secretary	1	12	1,500,000	18,000,000
	Total				**966,000,000**

Note:

1. *100% of the remuneration, salary, and allowances for the Chairman of the BOD will be paid if the after-tax profit target is achieved at 90% or more.*
2. *A maximum of 80% of the planned remuneration, salary, and allowances will be paid if the after-tax profit target is achieved at less than 90%.*

Article 15: Approval of Submission No. ...../TTr-DIC No2-HĐQT dated April 29, 2025 regarding the Report on the value of related-party transactions between Development Investment Construction Number 2 Joint Stock Company and Development Investment Construction Corporation (DIC Group) in 2024; Request for authorization to enter into contracts with DIC Group, internal persons, and related persons in 2025 *(attached proposal enclosed):*

1. Related-party transactions with DIC Group in 2024 and authorization for the Chairman of the Board of Directors to sign contracts with DIC Group (parent company) in 2025.

Approval rate: .....% of voting shares.

(Excluding 5,503,376 voting shares held by DIC Group due to related interests; the remaining number of voting shares participating in the vote is ..... shares).

2. Execution of a transaction contract with Development Investment Construction – Concrete Joint Stock Company (a company under DIC Group): Procurement of ready-mixed concrete for construction projects, with an estimated contract value of approximately VND 50 billion

Approval rate: .....% of voting shares.

(Excluding ..... voting shares held by related investors; the remaining number of voting shares participating in the vote is ..... shares).

3. Execution of a transaction contract with DIC Tourism Company Limited (a company under DIC Group): Use of utility services for construction sites and catering services, with an estimated value of approximately VND 300 million

Approval rate: .....% of voting shares.

(Excluding ..... voting shares held by related investors; the remaining number of voting shares participating in the vote is ..... shares).

4. Execution of a subcontracting agreement with Thien Quang Trading Development Joint Stock Company (a company under DIC Group): Interior and construction works, with an estimated contract value of approximately VND 30 billion

Approval rate: .....% of voting shares.

(Excluding ..... voting shares held by related investors; the remaining number of voting shares participating in the vote is ..... shares).

5. Execution of a subcontracting agreement with D2 Capital Joint Stock Company (a major shareholder): nterior and construction works, with an estimated contract value of approximately VND 20 billion

Approval rate: .....% of voting shares.

(Excluding ..... voting shares held by related investors; the remaining number of voting shares participating in the vote is ..... shares).

6. **Authorization for the Chairman of the Board of Directors – the legal representative of the Company:**

6.1 To determine the specific terms and conditions of the transactions and contracts related to construction works, service contracts, purchase/sale agreements; and related agreements and documents, including the negotiation, amendment, supplementation, termination, or replacement of the relevant transactions/contracts (if any).

6.2 To sign and implement the transactions/contracts, agreements, and related documents, including the negotiation, amendment, supplementation, termination, or replacement of the relevant transactions/contracts (if any).

Article 16: Implementation of the Resolution:

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The General Meeting of Shareholders unanimously authorizes the Board of Directors to direct and implement the contents resolved by the General Meeting of Shareholders, in accordance with the laws of the State and the Charter of the Company.

This Resolution was adopted in its entirety at the 2025 Annual General Meeting of Shareholders and shall take effect from April 29, 2025. The Board of Directors and the General Director of the Company shall be responsible for implementing this Resolution.

The Resolution shall be sent to all shareholders entitled to vote of Development Investment Construction Number 2 Joint Stock Company via public disclosure channels and the Company's website at: www.dic2.vn

ON BEHALF OF THE GENERAL MEETING OF SHAREHOLDERS
CHAIRPERSON

Recipients:

- *SSC, HNX, VSD;*
- *Shareholders;*
- *Members; BOD, BOS, BOM;*
- *Archives;*