

## **REPORT TO THE GENERAL MEETING OF SHAREHOLDERS**

Reg.: Approval of transactions between the company and related parties

**To: GENERAL MEETING OF SHAREHOLDERS  
DEVELOPMENT INVESTMENT CONSTRUCTION J.S CORPORATION**

Pursuant to Article 167 of the Law on Enterprises No. 59/2020/QH14, dated June 17, 2020, providing for "Approval of contracts and transactions between companies and related persons";

Pursuant to Article 293 of Decree 155/2020/ND-CP, dated December 31, 2020, providing for "Transactions with shareholders, business managers and related persons of these subjects" applicable to the company;

- Pursuant to the Charter of organization and operation of Development Investment Construction J.S Corporation (DIC Corp).

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval of the following issues:

1. Approve the signing of contracts, transactions between the Corporation and related parties whose value of each transaction falls under the authority of the General Meeting of Shareholders according to the provisions of the Charter. Specifically:

a. The related party signing the contract/transaction is the member companies in which the Corporation owns capital at the time the transaction arises.

b. The main contents of signing contracts and transactions include:

- Construction contract;

- Borrow/lend, loan guarantee and other loan security measures (pledge, mortgage);

- Rent/lease property, buy and sell property. Trade in products, supplies/materials ...;

Service contract/service provision; and

- Other contracts for production and business.

c. Specific value of each transaction: According to the price at each time and each specific contract/transaction, on the basis of guaranteeing the interests of the Corporation.

2. The General Meeting of Shareholders authorizes the Chairman of the Board of Directors to decide to approve and sign the implementation of each specific contract, transaction based on the actual situation of the Corporation and carry out the procedures related to the signing and performance of the above-mentioned contracts and transactions.

Respectfully submit to the General Meeting of Shareholders for consideration and approval./.

**FOR BOARD OF DIRECTORS  
CHAIRMAN**

**Recipients:**

- Shareholders;
- BOM; Executive Board, Internal audit committee
- Boards: TCKT, TCNS; IR Department.
- Filing: TK.HDQT.

**Nguyen Thien Tuan**



## **REPORT TO THE GENERAL MEETING OF SHAREHOLDERS**

Reg.: Amendment and supplement to the Charter on organization and operation of DIC Corp; amending and supplementing DIC Corp's Internal Management Regulations and approving the content of the revised draft Charter, the amended and supplemented Draft Internal Management Regulation

**To: GENERAL MEETING OF SHAREHOLDERS  
DEVELOPMENT INVESTMENT CONSTRUCTION J.S CORPORATION**

- Pursuant to the Law on Enterprises 59/2020/QH14, dated June 17, 2020;
- Pursuant to the Charter of DIC Corp organization and operation, approved in the first GMS and amendment;
- Pursuant to the Internal Administration Regulations, issued together with the Resolution No. 01/NQ-DHDCD, dated January 6, 2018;
- Considering the need for business management and administration of the Corporation,

The Board of Directors reports to consult the General Meeting of Shareholders on the following contents:

**1. Amendment and supplementation of the Charter of DIC Corp organization and operation and the Draft of the amended and supplemented Charter, specifically as follows:**

<b>Terms and Conditions</b>	<b>Content of the Charter</b>	<b>Draft amendment of the Charter</b>	<b>Reference to Legal Documents</b>
<b>1. Article 26:</b>			
- Clause 4, point c: Amendment	"The member structure of the Board of Directors of the Corporation must ensure that <i>at least 1/3</i> of the total number of the members of the Board of Directors are independent members"	"Membership structure of The Board of Directors of the Corporation must ensure <i>at least 20%</i> of the total members of the Board of Directors are independent members"	point b, Clause 1, Article 137 of the 2020 Law on Enterprises
<b>2. Article 27:</b>			
-Article 4: Amendment	"The number of independent members of the Board of Directors must ensure <i>at least 1/3</i> of the total number of the members of the Board of Directors"	"The number of independent members of the Board of Directors must ensure <i>at least 20%</i> of the total number of the members of the Board of Directors"	point b, Clause 1, Article 137 of the Law on Enterprises 2020

(Enclosed with the Draft Charter of Organization and Operation amended and supplemented by the Development Investment Construction J.S Corporation)

2. Amendment and supplementation of the Internal Administration Regulation and the Draft amended and supplemented Internal Administration Regulation, specifically as follows:

Article, clause	Contents	Draft revised content	Reference to legal documents
<b>1. Article 26:</b>			
- Clause 4, point c: Amendment	"The member structure of the Board of Directors of the Corporation must ensure that <i>at least 1/3</i> of the total number of the members of the Board of Directors are independent members".	"The member structure of the Board of Directors of the Corporation must ensure <i>at least 20%</i> of the total members of the Board of Directors are independent members".	point b, Clause 1, Article 137 of the Law on Enterprises 2020
<b>2. Article 27:</b>			
-Article 4: Amendment	"The number of independent members of the Board of Directors must ensure <i>at least 1/3</i> of the total number of the members of the Board of Directors".	"The number of independent members of the Board of Directors must ensure <i>at least 20%</i> of the total number of the Board members".	point b, Clause 1, Article 137 of the Law on Enterprises 2020

(Enclosed with the Draft Regulation on internal governance amended and supplemented by Development Investment Construction J.S Corporation).

3. The General Meeting of Shareholders authorizes the Board of Directors to organize the implementation of the contents of the amended and supplemented Charter; The internal governance regulations amending, supplementing and implementing relevant procedures according to regulations.

Respectfully submit to the General Meeting of Shareholders for consideration and approval./.

**Recipients:**

- Shareholders;
- BOM; Executive Board, Internal audit committee
- Board: TCKT, TCNS; IR Department.
- Filing: TK.HDQT.

**FOR BOARD OF DIRECTORS  
CHAIRMAN**

**Nguyen Thien Tuan**

