

Number: 01/2024/BCQT-2023/DVG

Hanoi, January 29, 2024

MANAGEMENT STATEMENT REPORT
(Year 2023)

Dear: - State Securities Commission
- Hanoi Stock Exchange

- Listed company name: **DAI VIET GROUP DVG JOINT STOCK COMPANY**
- Head office address : Thanh Lam, Phu Lam Ward, Ha Dong District, Hanoi City
- Phone: (024).3919.6086 Email: dvgroup.jsc@gmail.com
- Website: www.daivietgroupjsc.vn
- Charter capital: **280,000,000,000 VND** (*Two hundred and eighty billion dong*)
- Stock code: **DVG**
- Corporate governance model: General Meeting of Shareholders, Board of Directors, Board of Supervisors and Board of General Directors.
- Regarding the implementation of internal audit function: Implemented

I. ACTIVITIES OF THE GENERAL MEETING OF SHAREHOLDERS

In 2023 , Dai Viet Group DVG Joint Stock Company prepared to organize the 2023 Annual General Meeting of Shareholders for the first time on May 29 , 2023 , the second time on June 22 , 2023 was unsuccessful, and the third time on July 17, 2023 , passed the following contents:

- 2022 annual report, including the following contents: Report on the Board of Directors' activities in 2022 ; Report of the Board of Directors in 2022 ; Report of the Board of Supervisors on the Company's supervision activities in 2022 ;
- Approval of the report on directions and business production plan for 2023 ;
- 2022 Financial Statements audited by TTP Auditing Company Limited and authorization for the Board of Directors to select an auditing unit to audit the 2023 Financial Statements and the 2023 Semi-Annual Review Report of the Company;
- Approval of the remuneration plan for the Board of Directors and Board of Supervisors in 2022 and the remuneration plan for the Board of Directors and Board of Supervisors in 2023;
- Approval of the Report on the results of implementing the plan to offer shares to existing shareholders to increase the Company's Charter capital in 2022;

- Approval of the Proposal to increase the company's charter capital through the plan to issue individual shares to investors
- Approving the report on dividend distribution results for 2021, profit distribution for 2022 and dividend payment plan for 2023 ;
- Through the General Meeting of Shareholders' full authorization to the Board of Directors to have the right to decide on investments and transactions of 35% or more of total assets recorded in the most recent financial statements. These investments will be decided by the Board of Directors and reported back to the General Meeting of Shareholders at the next meeting;
- Approval of the Company name change proposal;
- Through the Proposal to supplement the Company's business lines;
- Approval of the Proposal to dismiss the member of the Board of Directors and Deputy General Director of Finance, Mr. Nguyen Huu Duong; Dismissal of the Head of the Board of Supervisors, Ms. Truong Thi Mai;
- Approval of the Proposal to elect additional member of the Board of Directors, Ms. Du Thi Van; Election of additional member of the Board of Supervisors, Ms. Nguyen Thi Minh Hue;
- Approval of the Proposal to amend and supplement the Company Charter;

Resolution/Decision/Minutes of the General Meeting of Shareholders

| Statu s | Resolution/Decision Number | Day | Content |
|------------|--|---------------|---|
| 1 | Resolution No. 01/2023/NQ- ĐHĐCĐ/DVG | July 17, 2023 | Resolution of the 2023 Annual General Meeting of Shareholders of Dai Viet Group DVG Joint Stock Company |
| 2 | Minutes of Shareholders' Meeting No. 01/2023/BBH- ĐHĐCĐ/DVG | July 17, 2023 | Minutes of the 2023 Annual General Meeting of Shareholders of Dai Viet Group DVG Joint Stock Company |



II. BOARD OF DIRECTORS (REPORT 2023):

1. Information about Board of Directors (BOD) members

| Statu s | Board Member | Position | Date of appointment | Dismissal Date |
|------------|---------------------|--|------------------------|-------------------|
| 1 | Mr. Nguyen Van Ninh | Chairman of the Board (independent/non-executive) | April 26, 2021 | |
| 2 | Mr. Bui Van Thuy | Board Member | April 26, 2019 | |

| | | | | |
|---|------------------|--|-------------------|---------------|
| 3 | Nguyen Huu Duong | Board Member (independent/non-executive) | April 26, 2019 | July 17, 2023 |
| 4 | Mr. Ho Dinh Tung | Board Member | April 26, 2019 | |
| 5 | Mr. Vu Van Minh | Board Member | December 23, 2019 | |
| 6 | Mrs. Du Thi Van | Board Member | July 17, 2023 | |

2. Board of Directors Meetings

In 2023, DVG's Board of Directors held 13 regular and extraordinary meetings, specifically as follows:

| Statu s | Board Member | Number of Board of Directors meetings attended | Meeting attendance rate | Reason for not attending the meeting |
|------------|----------------------|---|----------------------------|--|
| 1 | Mr. Nguyen Van Ninh | 13/13 | 100% | |
| 2 | Mr. Bui Van Thuy | 13/13 | 100% | |
| 3 | Mr. Nguyen Huu Duong | 0/13 | 0% | Resignation from September 2022 |
| 4 | Mr. Ho Dinh Tung | 13/13 | 100% | Resignation from August 2023 |
| 5 | Mr. Vu Van Minh | 13/13 | 100% | |
| 6 | Mrs. Du Thi Van | 3/13 | 23% | Appointed from 17/07/2023 |

In addition to regular and extraordinary meetings, DVG's Board of Directors also organizes professional working meetings to discuss, clarify and unify directions for the operations of the entire system.

Activities of independent Board members:

During the operation, the independent Board member fully participated in the Board's activities in accordance with the provisions of law and DVG's internal regulations, specifically:

- Fully participate in meetings of the Board of Directors as prescribed;
- Participate in voting to issue internal regulations related to the organization, personnel, administration and operations of DVG and other issues under the authority of the Board of Directors;

- Participate in voting to issue policies and operational strategies of DVG under the authority of the Board of Directors, participate in monitoring the implementation of these policies and strategies as assigned by the Board of Directors;
- Participate in reviewing financial statements prepared by independent auditors;
- Participate in voting on the program and operation plan of the Board of Directors, the program, content, and documents serving the General Meeting of Shareholders and the work of convening the General Meeting of Shareholders or collecting shareholders' opinions in writing.

With the independent nature when participating in the Board of Directors, the role of independent members in DVG's Board of Directors has actively contributed to improving the transparency, objectivity, efficiency and quality of the Board of Directors' decisions.

3. Supervisory activities of the Board of Directors over the Board of Directors

The supervision activities of DVG's Board of Directors are carried out in accordance with the regulations on governance, supervision and regulations on decentralization of authority on supervision, through reports on the implementation of the Board of Directors' directives and the periodic information reporting regime serving the supervision and management activities of the Board of Directors. The supervision of compliance with the Board of Directors' directives is focused on, ensuring that all Resolutions/Decisions of the Board of Directors/Chairman of the Board of Directors are closely, regularly and with clear responsibilities for implementation progress.

The Board of Directors' directives have ensured strategic orientation functions, including:

- Directs business operations, basic operating plans and financial budgets;
- Directing the reporting of production and business results in 2022 and planning for 2023 ;
- Directing the completion and implementation of the organization of the 2023 Annual General Meeting of Shareholders ;
- Directing the implementation of capital withdrawal at Hung Dai Nam Group Joint Stock Company and purchasing shares at DVH Group Joint Stock Company.
- Directing production and business activities, restructuring and developing network systems, promoting multi-channel network development, upgrading traditional distribution channels;
- Focus on training to improve human resource quality, perfect the leadership team and key staff of the Company;
- Direct the development of short-term, medium-term and long-term business development strategies.

Periodically, the departments assisting the Board of Directors summarize and evaluate the implementation of the Board of Directors' directives on all aspects of operations, thereby providing solutions to issues that have not been fully and promptly implemented as required.

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Under the direction of the Board of Directors, the Board of Management also urgently and seriously develops and deploys specific tasks in each period to each member of the Board of Management, directs each unit/division to implement, and reports fully and promptly in writing to the Board of Management on the results of performing assigned tasks and powers periodically and when requested. The Board of Management and the units always identify the Board of Directors' instructions as key and urgent tasks to focus on and pay attention to.

4. Activities of the subcommittees of the Board of Directors

The Company has established an Internal Audit Committee (IBC) under the Board of Directors. In order for the IBC to effectively perform its functions and tasks of advising and assisting the Board of Directors and the General Director in internal audit, internal control and risk management, the Board of Directors has issued the Internal Audit Regulations and Internal Audit Procedures to control business activities in 2023.

In 2023 , the Internal Audit Department conducted 01 planned internal audit to fully and effectively examine and evaluate governance, risk management and internal control to help the Company achieve its strategic goals, and provide in-depth analysis and recommendations independently and objectively based on data assessment, assessment of efficiency and effectiveness of resource use.

5. Resolutions/Decisions/Submissions of the Board of Directors (2023 Report) :

| St at us | Resolution/Decision Number | Day | Content |
|----------------|------------------------------------|------------|---|
| 1 | Resolution No. 01/2023/NQ-HĐQT | 27/02/2023 | Re: Approval of the closing date for the list of Shareholders attending the 2023 Annual General Meeting of Shareholders. |
| 2 | Resolution No. 02/2023/NQ-HĐQT | 10/03/2023 | Re: Approval of replacing Resolution No. 01 on changing the time to close the list of Shareholders attending the 2023 Annual General Meeting of Shareholders. |
| 3 | Resolution No. 03/2023/NQ-HĐQT | 31/03/2023 | Re: Extension of time to hold the 2023 Annual General Meeting of Shareholders and adjustment of the new shareholder list closing date. |
| 4 | Resolution No. 04/2023/NQ-HĐQT/DVG | 04/05/2023 | Re: Approval of the content of the 2023 Annual General Meeting of Shareholders. |

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|----|------------------------------------|-----------------|--|
| 5 | Resolution No. 05/2023/NQ-HĐQT/DVG | May 18, 2023 | Re: Approval of change of Representative Office address |
| 6 | Resolution No. 06/2023/NQ-HĐQT/DVG | May 31, 2023 | Re: Approval of the time to hold the 2nd Annual General Meeting of Shareholders in 2023 |
| 7 | Resolution No. 07/2023/NQ-HĐQT/DVG | 06/01/2023 | Re: Approving the reasons for the unsuccessful organization of the first annual General Meeting of Shareholders in 2023 and inviting a second meeting |
| 8 | Resolution No. 08/2023/NQ-HĐQT/DVG | June 15, 2023 | Re: Approval of withdrawal of equity capital at Hung Dai Nam Group Joint Stock Company and investment in purchasing shares at DVH Group Joint Stock Company |
| 9 | Resolution No. 09/2023/NQ-HĐQT/DVG | June 22, 2023 | Re: Approving the reasons for the unsuccessful organization of the 2nd Annual General Meeting of Shareholders in 2023 and inviting a 3rd meeting |
| 10 | Resolution No. 10/2023/NQ-HĐQT/DVG | June 28, 2023 | Regarding the approval of the dismissal of the position of Chief Accountant Ms. Tran Thi Thanh and the content of the resignation letter of Head of the Board of Supervisors Ms. Truong Thi Mai. |
| 11 | Resolution No. 11/2023/NQ-HĐQT/DVG | 07/20/2023 | Re: Approval of the selection of an auditor for the 2023 separate and consolidated financial statements |
| 12 | Resolution No. 12/2023/NQ-HĐQT/DVG | 07/08/2023 | Regarding profit distribution in 2021 and 2022 |
| 13 | Resolution No. 13/2023/NQ-HĐQT/DVG | August 16, 2023 | Re: Changing the Legal Representative of the Company |

III. BOARD OF SUPERVISION (REPORT 2023)

1. Information about Board of Supervisors members

| | Board Member | Position | Start date as a member of the BKS | Dismissal Date | Professional qualifications |
|---|-------------------------|----------|-----------------------------------|--|-----------------------------|
| 1 | Mrs. Truong Thi Mai | Prefect | December 23, 2020 | July 17, 2023 | Bachelor of Accounting |
| 2 | Ms. Nguyen Thuy Linh | Prefect | December 23, 2020 | Appointment of Head of the Board of Supervisors from July 17, 2023 | Bachelor of Accounting |
| 3 | Mrs. Nguyen Thi Hien | Member | December 23, 2020 | | Bachelor of Accounting |
| 4 | Ms. Nguyen Thi Minh Hue | Member | July 17, 2023 | | Bachelor of Accounting |

2. Board of Supervisors meeting

| Statu s | Board Member | Number of meetings attended | Meeting attendance rate | Voting ratio | Reason for not attending the meeting |
|------------|-------------------------|-----------------------------|-------------------------|--------------|--------------------------------------|
| 1 | Mrs. Truong Thi Mai | 01/02 | 50% | 50% | Resigned from 17/07/2023 |
| 2 | Mrs. Nguyen Thi Hien | 02/02 | 100% | 100% | |
| 3 | Ms. Nguyen Thuy Linh | 02/02 | 100% | 100% | |
| 4 | Ms. Nguyen Thi Minh Hue | 01/02 | 50% | 50% | New appointment from 17/07/2023 |

In addition to the two meetings mentioned above, members of the Supervisory Board regularly discuss, agree and decide on contents and tasks within their assigned functions and tasks according to regulations.

3. Supervisory activities of the Board of Supervisors over the Board of Directors, Executive Board and shareholders

The Board of Supervisors has monitored the operations and compliance with the provisions of law and DVG's charter, the Resolutions and Decisions of the General Meeting of Shareholders regarding the Board of Directors, General Director and other managers in the management and

operation of DVG, the coordination of activities between the Board of Supervisors and the Board of Directors, General Director and shareholders. Supervised and implemented the organization of the 2023 Annual General Meeting of Shareholders, counted the votes sent by shareholders, finalized the votes and the percentage of votes of shareholders.

The results of the monitoring activities and recommendations and proposals of the Supervisory Board sent to the Board of Directors/ Chairman of the Board of Directors and General Director were all reviewed and directed to relevant individuals and units for research and implementation. Through the monitoring activities, the Supervisory Board noted that in 2023, the activities of the Board of Directors complied with the DVG Charter; Regulations on organization and operation of the Board of Directors; and Regulations on corporate governance. The Board of Directors directed the full and timely implementation of current legal policies, Resolutions of the General Meeting of Shareholders, issued Resolutions and Decisions to promptly orient and direct the activities of the entire system; The Executive Board organized the implementation of tasks and plans according to the direction and orientation of the Board of Directors.

4. Coordination of activities between the Supervisory Board and the Board of Directors, Executive Board and other management staff.

The coordination between the Supervisory Board and the Board of Directors, the Executive Board and other managers of DVG ensures the principle of: Compliance with the provisions of law, of DVG and for the common interests of DVG.

5. Other activities of BKS : None

IV. BOARD OF DIRECTORS

| STT | Board Member | Date of birth | Professional qualifications | Date of appointment/removal of members of the Executive Board/ |
|-----|--|--------------------|-----------------------------|--|
| 1 | Mr. Ho Dinh Tung - General Director | 03/08/1974 | Bachelor of Economics | Appointed on November 1, 2021; Dismissed on September 1, 2023 |
| 2 | Ms. Du Thi Van - General Director | | Bachelor | Appointed 01/09/2023 |
| 3 | Mr. Trinh Van Nhat - Deputy General Director | September 21, 1966 | Bachelor of Economics | Appoint October 30, 2019 |

| | | | |
|---|------------|----------|-----------------------------|
| Mr. Chu Van Ly - Deputy General Director | 01/01/1960 | Engineer | Appoint October 30, 2019 |
|---|------------|----------|-----------------------------|

CHIEF ACCOUNTANT

| Full name | Date of birth | Professional qualifications | Date of appointment/removal |
|--------------------------|---------------|---|--|
| Mrs. Tran Thi Thanh | June 2, 1986 | Bachelor of Economics - Major in Accounting | Appointed October 30, 2019; Dismissed July 1, 2023 |
| Mr. Nguyen Hong Phong | June 10, 1968 | Bachelor of Accounting - Major in Accounting | Appointed on 01/07/2023 |

I. CORPORATE GOVERNANCE TRAINING: *None*

Training courses on corporate governance that members of the Board of Directors, members of the Supervisory Board, the General Director, other managers and the Company Secretary have participated in according to regulations on corporate governance: *None*.

II. LIST OF RELATED PERSONS OF PUBLIC COMPANIES (2023 REPORT) AND TRANSACTIONS OF RELATED PERSONS OF THE COMPANY WITH THE COMPANY ITSELF

- List of related persons of the company (*According to Appendix No. 01*)
- Transactions between the company and related persons of the company; or between the company and major shareholders, insiders, and related persons of insiders . (*According to Appendix No. 02*)
- Transactions between company insiders, related persons of insiders and subsidiaries, companies controlled by the company : (*According to Appendix No. 02*)
- Transactions between the company and other entities:
 - Transactions between the company and companies in which members of the Board of Directors, members of the Board of Supervisors, General Director and other managers have been and are founding members or members of the Board of Directors, General Director within the past three (03) years (calculated at the time of reporting): (*According to Appendix 02*)
 - Transactions between the company and companies in which related persons of members of the Board of Directors, members of the Board of Supervisors, General Director and other managers are members of the Board of Directors, General Director: (*According to Appendix 2*)

Other transactions of the company (if any) that may bring material or immaterial benefits to members of the Board of Directors, members of the Board of Supervisors, General Director and other members : None

TRADING IN SHARES BY INSIDERS AND RELATED PERSONS OF INSIDERS
REPORT 2023)

List of insiders and related persons of insiders : (Details in Appendix 01)

Transactions of insiders and related persons on company shares : yes

| STT | Full name | Position | Number of shares traded | Current ownership | Rate (%) |
|-----|------------------|--|-------------------------|-------------------|----------|
| 1 | Ho Dinh Tung | TV.Board of Directors - General Director | 270,600 | 1,000 | 0.0035 |
| 2 | Truong Thi Mai | Head of Supervisory Board | 159,200 | 1,000 | 0.0035 |
| 3 | Mr. Bui Van Thuy | TV.BOD | 246,000 | 501,845 | 1.79 |

IX. OTHER ISSUES TO NOTE: None

Recipient:

- As respectfully sent (for report);
- Filed by: VT, VP BOD.



NGUYEN VAN NINH