

No: 02/BCQT-DC

Hanoi, January 25, 2025

REPORT ON CORPORATE GOVERNANCE IN 2024

To: - State Securities Commission;
- Hanoi Stock Exchange.

Our company is:

- **Issuer Name:** Dai Chau Group Joint Stock Company
- **Head Office Address:** No. 23, Cluster 4, Nhat Tan Ward, Tay Ho District, Hanoi City
- **Phone:** 0931299568
- **Website:** <https://daichau.edx.vn>
- **Charter Capital:** 603,110,000,000 VND
- **Stock Code:** DCS

I. ACTIVITIES OF GENERAL MEETING OF SHAREHOLDERS

In 2024, the Company held an **Extraordinary General Meeting of Shareholders** on May 21, 2024, according to **Meeting Minutes No. 01/2024/BB-DHĐCĐ**. The Extraordinary General Meeting of Shareholders was convened and conducted in accordance with the provisions of the Enterprise Law and the Company's Charter, to discuss and vote on important matters related to senior personnel and the new governance model.

II. BOARD OF DIRECTORS

In 2024, the **Company's Board of Directors (BOD)** held 01 meeting and issued 01 resolution within its authority. Specifically, the BOD met on May 28, 2024 (according to Meeting Minutes No. 2805/2024/BB-HĐQT) to elect the Chairman of the BOD.

1. Information about BOD members

As of December 31, 2024, the Company's BOD has 06 members, including:



No.	Full Name	Position	Number of BOD Meetings in 2024	Number of Sessions Attended	Attendance Rate
1	Mr. Nguyen Dinh Hung	Chairman of the BOD	1	1	100%
2	Mr. Do Van Khue	BOD Member	1	1	100%
3	Mr. Do Hong Dat	BOD Member	1	1	100%
4	Mr. Hoang Xuan Vuong	BOD Member	1	1	100%
5	Mr. Tran Manh Hai	BOD Member	1	1	100%
6	Mr. Nghiem The Quy	BOD Member	1	1	100%

2. Supervisory activities of the BOD towards the Board of Management

The BOD regularly monitors the activities of the Board of Management and other management and administration tasks of the Company. At the same time, the BOD coordinates with relevant departments to inspect and supervise the following:

- The implementation of targets and plans set by the General Meeting of Shareholders and the BOD.
- The implementation of resolutions of the General Meeting of Shareholders, as well as resolutions and decisions of the BOD.
- The BOD regularly reviews and evaluates the implementation of the production and business plan and financial targets, thereby promptly directing the Board of Management to ensure resources for the Company's operations.
- Inspection of the observance and compliance with the provisions of the Enterprise Law, the Company's Charter, and current regulations.

3. Activities of the sub-committees under the BOD

The professional sub-committees under the BOD maintain the performance of their assigned functions, specifically:

- **Personnel Management Sub-Committee:** In charge of internal affairs, administration, training, and building the Company's organizational structure.
- **Finance Sub-Committee:** Corporate financial management, preservation, and development of the Company's capital.

- **Project Development Sub-Committee:** Research and planning of investment projects.

4. Resolutions of the BOD in 2024

No.	Resolution Number	Date of Issue	Main Content
1	01/2024/NQ-HĐQT	May 28, 2024	Regarding the election of the BOD Chairman

III. INTERNAL AUDIT SUB-COMMITTEE (REPLACING THE SUPERVISORY BOARD)

1. Decision to change the supervisory model

The Board of Directors approved the transformation of the **Supervisory Board** model into the **Internal Audit Sub-Committee**, in order to align with the Company's new governance orientation.

2. Personnel of the Internal Audit Sub-Committee

The Supervisory Board nominated 02 members for the Internal Audit Sub-Committee as follows:

No.	Full Name	Position in Sub-Committee
1	Ms. Duong Lan Phuong	Head of the Committee
2	Mr. Do Van Khue	Member

3. Supervisory activities in 2024

The Sub-Committee attended and supervised the BOD meeting on May 28, 2024, and also conducted internal compliance supervision.

No serious violations or offenses were recorded during the year.

4. Coordination with the BOD and the Board of Management

The coordination between the Internal Audit Sub-Committee and the BOD and the Board of Management was maintained effectively, ensuring transparency and completeness of information during the supervision process.

IV. TRAINING ON CORPORATE GOVERNANCE

In 2024, no corporate governance training courses were organized or attended by members of the BOD, Sub-Committee members, the Board of Management, or management staff.

V. LIST AND TRANSACTIONS OF RELATED PARTIES

- There were no changes to the list of related parties.
- There were no transactions between the Company and related parties.
- There were no transactions between insiders and subsidiaries/enterprises controlled by the Company.



- There were no transactions with other related parties.

VI. TRANSACTIONS OF SHARES BY INSIDERS AND RELATED PARTIES

- Insiders did not change the list of share ownership.
- There were no share transactions in 2024.

VII. OTHER ISSUES TO NOTE

Besides the BOD meeting on May 28, 2024, there were no other notable corporate governance events during the year.

Recipients:

- As addressed;
- General Administration Office.

Date: March 31, 2025

**ON BEHALF OF THE BOARD OF
DIRECTORS
CHAIRMAN OF THE BOARD**



CHỦ TỊCH

Nguyễn Đình Hùng

No: 07/DCS-TT

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Hanoi, [day] [month] [year]2025

SUBMISSION BY THE BOARD OF DIRECTORS

Re: Establishment of a Subsidiary

To: THE GENERAL SHAREHOLDERS' MEETING

The Board of Directors (“BOD”) respectfully submits to the General Shareholders' Meeting (“GSM”) for consideration and approval of the following matters:

I. Necessity of Establishing Subsidiaries and Affiliates

In order to: Focus on specialization in specific business sectors; Enhance management efficiency and business operations; Maximize market opportunities and strengthen competitive capacity, Dai Chau Group finds it essential to establish new subsidiaries, or to invest in, acquire, or merge (M&A) with subsidiaries and affiliated companies. The Group will choose the most appropriate investment method according to current business conditions to optimize operational efficiency.

II. Proposed Information on Subsidiaries

Detailed information on each subsidiary or affiliate, including: Company name, Head office address, Main business sectors, Charter capital, Capital contribution ratio by Dai Chau Group Joint Stock Company,...shall be authorized to the Board of Directors for review and decision-making based on actual conditions.

III. Proposed Resolutions

The Board of Directors respectfully proposes the General Shareholders' Meeting to approve the following: Authorize the Board of Directors with full authority to consider and make decisions on investment, capital contribution, acquisition, merger, and the establishment of new subsidiaries depending on actual business circumstances.

Authorize the Board of Directors to carry out all relevant tasks related to the investment, capital contribution, acquisition, merger, and establishment of subsidiaries, including but not limited to: Completing legal documents and business registration procedures as per regulations; Appointing key personnel; Performing other necessary tasks to ensure the efficient operation of the subsidiaries or affiliates.

The BOD respectfully submits this to the General Shareholders' Meeting for consideration and comments.

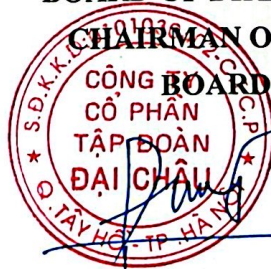
Sincerely thank you.

Recipients:

- As above;
- Company Office
- Archives..

BOARD OF DIRECTORS

CHAIRMAN OF THE



CHỦ TỊCH

Nguyễn Đình Hùng

Hanoi, April 8th 2025

PROPOSAL

Re: Report on the Activities of the Internal Audit Subcommittee in 2024

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

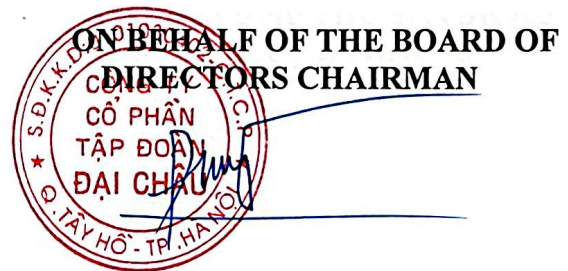
Approval of the 2024 Activity Report of the Internal Audit Subcommittee. The report provides a comprehensive overview of the subcommittee's activities, including internal audits, evaluation of the internal control system, and risk management, ensuring transparency and operational efficiency within the Company. Detailed contents are presented in the attached 2024 Activity Report of the Internal Audit Subcommittee.

Attached document:

2024 Activity Report of the Internal Audit Subcommittee

The Board of Directors respectfully submits this proposal to the General Meeting of Shareholders for review and approval.

Sincerely!



CHỦ TỊCH

Nguyễn Đình Hùng

DAI CHAU GROUP JOINT
STOCK COMPANY

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

No: 06/TT-ĐHĐCĐ

18 3
Hanoi, [day] [month] [year] 2025

PROPOSAL

Re: Change of the Company's Head Office Address

To: The General Shareholders' Meeting of Dai Chau Group Joint Stock Company

- Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020, amended by Law No. 03/2022/QH15 dated January 11, 2022;
- Pursuant to the Securities Law No. 54/2019/QH14 dated November 26, 2019;
- Pursuant to the current Charter of Dai Chau Group Joint Stock Company.

In order to facilitate the process of seeking investment opportunities and expanding markets toward sustainable development in the future, the Board of Directors ("BOD") respectfully submits to the General Shareholders' Meeting ("GSM") for approval on several matters related to the change of the head office address of Dai Chau Group Joint Stock Company ("the Company") as follows:

1. Approval of the Change of Head Office Address

- Current registered head office address: Group 23, Cluster 4, Nhat Tan Ward, Tay Ho District, Hanoi City, Vietnam.
- Proposed new head office address: No. 51 Le Dai Hanh, Le Dai Hanh Ward, Hai Ba Trung District, Hanoi. (Or as decided solely by the BOD in selecting an address suitable for the Company's business operations.)

2. Implementation

- Regarding the timing of the decision to change the business registration for the head office address, the BOD proposes that the GSM authorize the Chairman of the BOD to issue a decision on the change at an appropriate time, but no later than 12 months from the date of approval of this submission.
- The BOD proposes that the GSM authorize the Chairman of the BOD to amend and update the Charter accordingly and assign the General Director to carry out legal procedures with the Business Registration Authority to register the above changes in accordance with the law.

We respectfully submit to the General Shareholders' Meeting for consideration and approval.

Thank you very much!

ON BEHALF OF THE BOARD OF
DIRECTORS CHAIRMAN OF THE



CHỦ TỊCH

Nguyễn Đình Hùng

DAI CHAU GROUP JOINT
STOCK COMPANY

No: 05/DCS-TT

SOCIALIST REPUBLIC OF VIETNAM
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-----18 5
Hanoi, [day] [month] [year] 2025

PROPOSAL

Re: Change of Company Name

To: The General Shareholders' Meeting of Dai Châu Group Joint Stock Company

- Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020, amended by Law No. 03/2022/QH15 dated January 11, 2022;
- Pursuant to the Securities Law No. 54/2019/QH14 dated November 26, 2019;
- Pursuant to the current Charter of Dai Châu Group Joint Stock Company.

In order to restructure the business activities, the Board of Directors respectfully submits to the General Shareholders' Meeting for approval of the change of company name, specifically the proposed new name as follows:

Vietnamese name: CÔNG TY CỔ PHẦN TẬP ĐOÀN EDX

English name: EDX GROUP CORPORATION

Abbreviated name: EDX

We respectfully submit to the General Shareholders' Meeting for consideration and approval. Thank you very much!

**ON BEHALF OF THE BOARD OF
DIRECTORS CHAIRMAN OF THE
BOARD**



CHỦ TỊCH

Nguyễn Đình Hùng

**DAI CHAU GROUP JOINT STOCK
COMPANY**

No: 04/TT-ĐHĐCĐ

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

18 3
Hanoi, [day] [month] [year] 2025

PROPOSAL

Re: Approval of the Selection of the Auditing Firm

**To: General Meeting of Shareholders of DAI CHAU GROUP JOINT
STOCK COMPANY**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, as amended by Law No. 03/2022/QH15 dated January 11, 2022;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019;
- Pursuant to the current Charter of DAI CHAU GROUP JOINT STOCK COMPANY.



The Board of Directors ("BoD") respectfully submits to the General Meeting of Shareholders ("GMS") for consideration and approval of the following matters regarding the selection of the Company's financial statement auditor:

1. Approval of the selection of an auditing firm from the list of auditing firms approved by the State Securities Commission to audit public interest entities.
2. Authorization for the BoD to have full authority to select a suitable auditing firm to audit the Company's 2025 financial statements.

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

Recipients:

- As above;
- To file.

ON BEHALF OF THE BOARD OF
DIRECTORS CHAIRMAN



CHỦ TỊCH
Nguyễn Đình Hùng

DAI CHAU GROUP JOINT
STOCK COMPANY

No: 08/TT-ĐHĐCĐ

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

18 3
Hanoi, [day] [month] [year] 2025

PROPOSAL

Re: Addition of New Business Lines

To: The General Shareholders' Meeting of DAI CHAU GROUP JOINT STOCK COMPANY

- Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020, amended by Law No. 03/2022/QH15 dated January 11, 2022;
- Pursuant to the Securities Law No. 54/2019/QH14 dated November 26, 2019;
- Pursuant to the current Charter of Dai Chau Group Joint Stock Company.

The Board of Directors ("BOD") respectfully submits to the General Shareholders' Meeting ("GSM") for consideration and approval of the addition of new business lines for the company as follows:

I. Purpose of Adding Business Lines

- The addition of business lines aims to:
- Expand the Company's operations into sectors with growth potential;
- Meet market demands and align with the Company's medium- and long-term business strategy;
- Increase flexibility in investment and commercial activities.

II. Proposed Business Lines to Be Added

Based on market research and development direction, the Board of Directors proposes to add the following business lines (codes according to the Vietnamese Economic Sector Classification System):

1. Investment and Real Estate Business

6810: Real estate business, land use rights owned, leased, or managed.

2. Forestry, Crop and Livestock Farming

0210: Forest planting and care

0118: Growing vegetables, legumes, and flowers

0119: Other annual crops

0121–0129: Perennial crops (fruit, industrial, ornamental, etc.)

0141: Raising buffaloes and cows

0142: Pig farming



0143: Poultry farming

0149: Other livestock

0163: Post-harvest services

3. Agricultural Product, Food Processing and Manufacturing

1010: Processing and preserving meat and meat products

1030: Processing and preserving vegetables and fruits

1061: Rice milling and flour production

1062: Production of starch and starch products

1079: Other food manufacturing not elsewhere classified

4. Cosmetics and Functional Foods Manufacturing and Trading

2023: Manufacture of cosmetics, soap, detergents, polishes, and cleaning preparations

2100: Manufacture of pharmaceuticals, medicinal chemicals, and botanical products (if functional food is in pharmaceutical form)

1079: Other food manufacturing not elsewhere classified (including nutritional and functional foods)

4649: Wholesale of other household products (including cosmetics and functional foods)

4772: Retail of pharmaceuticals, medical equipment, cosmetics, and hygiene products in specialized stores

5. Wholesale and Retail of Agricultural, Aquatic, and Food Products

4632: Wholesale of food

4633: Wholesale of beverages

4634: Wholesale of tobacco products

4721: Retail of staple food in specialized stores

4722: Retail of food in specialized stores

4723: Retail of beverages in specialized stores

6. Wholesale and Retail of Consumer Goods

4649: Wholesale of other household goods (including consumer goods, cosmetics, detergents, etc.)

4711: Retail in general department stores

4719: Other retail activities in combined-format stores

4773: Retail of other new goods in specialized stores (clothing, household appliances, daily-use products, etc.)

7. And any other business lines deemed necessary by the BOD.

Note: The additional business lines do not fall under conditional business lines. If any line is conditional, the Company will fully comply with all legal requirements before commencing operations.

III. Proposed Resolutions for Shareholders' Consideration

The Board of Directors respectfully proposes the General Shareholders' Meeting to approve the following:

Approve the addition of new business lines as outlined above;

Authorize the Legal Representative to carry out procedures for amending the Business Registration Certificate with the competent authority;

Update the Company's Charter to reflect the above changes.

We respectfully submit this to the General Shareholders' Meeting for review and approval.

Recipients::

- As stated above;
- Archived..

ON BEHALF OF THE BOARD OF
DIRECTORS CHAIRMAN OF THE
BOARD



C:Ủ TỊCH
Nguyễn Đình Hùng



No: 09/TT-ĐHĐCĐ

18 3
Haiphong, [day] [month] [year] 2025

PROPOSAL

Re: Addressing Outstanding Issues in the 2024 Audited Financial Statements

To: The General Meeting of Shareholders of DAI CHAU GROUP Joint Stock Company

I. Current Situation

In the 2024 Audited Financial Statements, the auditing firm issued a disclaimer of opinion due to numerous unresolved issues carried forward from previous years (refer to the audited 2024 Financial Statements). These issues remained unresolved due to a force majeure event—Mr. Duong Duc Hoa's passing in 2022.

If the matters leading to the disclaimer of opinion in the 2024 audit report are not resolved in a timely manner, they will continue to affect the preparation and auditing of financial statements in subsequent periods. This situation also negatively impacts the Company's reputation, financial transparency, and may result in suspension of trading on the UPCoM market.

II. Proposed Resolution Plan

The Board of Directors proposes the following groups of solutions:

- Strengthen the collection of accounting documents, confirm liabilities, and apply professional methods to restore and verify historical accounting data.
- Work with stakeholders, partners, investors, and lenders to clarify legal and economic statuses and determine appropriate actions (e.g., recovery, liquidation, provision, conversion, etc.).
- Restate or adjust accounting figures conservatively and in compliance with regulations.
- Complete legal procedures, conduct inventories of remaining or missing assets, and prepare reports to confirm losses of fixed assets, inventory, tools, etc.
- Sell off bad debts or debts difficult to verify.
- Sell off various obsolete or stagnant inventory items.
- Sell high-risk investments.
- Sell shares in subsidiaries and associates.
- Consult with auditors and independent experts to ensure that the resolution plan is reasonable, transparent, and in line with current accounting standards.

III. Matters for Shareholders' Approval

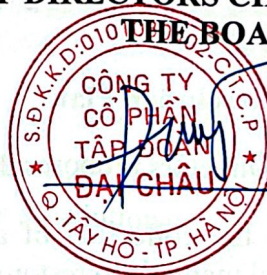
Approval of the policy to resolve all outstanding issues in the 2024 Financial Statements and prior years in order to ensure auditability for future reporting periods.

Authorize the Board of Directors, the Company's Management, and the Chairman of the Board of Directors (Legal Representative) to proactively implement the resolution measures, including selecting partners, negotiating contracts, determining prices for debt, shares, and asset sales, signing agreements, and deciding on how to handle items and figures that were subject to audit disclaimers in 2024. These activities should be carried out in compliance with legal regulations and with the aim of maximizing benefits for the Company and its shareholders.

The Board of Directors, the Company's Management, the Chairman of the Board of Directors, and the CEO shall not be held accountable by the General Meeting of Shareholders for partner selection, negotiation, contract signing, pricing of debts or assets, or any other issues related to resolving the Company's outstanding matters or the disclaimers of opinion in the audit reports for 2022, 2023, and 2024, for any reason.

Sincerely!

ON BEHALF OF THE BOARD
OF DIRECTORS CHAIRMAN OF
THE BOARD



CHỦ TỊCH

Nguyễn Đình Hùng

No: 01/DCS-KTNB

Hanoi, date 18 month 3 year 2025

REPORT ON ACTIVITIES IN 2024

Regarding: Report on the activities of the Internal Audit Sub-Committee in 2024

To: General Meeting of Shareholders of Dai Chau Group Joint Stock Company

I. GENERAL INSTRUCTIONS

The Internal Audit Sub-Committee was established according to Resolution No. 15/NQ-HĐQT dated January 15, 2024, of the Board of Directors to strengthen the internal control function and support the Executive Board in ensuring transparency and compliance with financial and accounting regulations, especially in the context that the Company had not audited its financial statements for many years prior.

II. PERSONNEL STRUCTURE

As of December 31, 2024, the Internal Audit Sub-Committee includes:

Ms. Duong Lan Phuong – Head of the Sub-Committee

Mr. Do Van Khue – Member

III. MAIN ACTIVITIES IN 2024

Supporting the audit of financial statements for the years 2022-2024

Coordination with the Accounting Department: The Sub-Committee has closely coordinated with the Accounting Department to collect and systematize accounting documents and records for the audit of the financial statements for the years 2022, 2023, and 2024.

Working with the independent audit unit: Supporting the provision of documents, explaining data, and assisting in on-site inspections when the audit unit performs audit procedures.

Handling backlogs: Assisting in identifying outstanding accounting issues from previous unaudited years and proposing solutions to ensure compliance with accounting standards and legal regulations.

Proposing to seek opinions from the Board of Directors

In the process of implementing audit support, the Sub-Committee identified a number of items and transactions that require clear handling direction from the Board of Directors.

These contents have been summarized and reported to the BOD for direction to ensure consistency and appropriateness in the presentation of financial statements.

Monitoring the implementation of audit recommendations

The Sub-Committee has coordinated with relevant departments to review recommendations from the audit unit, plan, and monitor the implementation, ensuring timely remediation and correction of errors or shortcomings noted in the audit report.

IV. RESULTS ACHIEVED

Financial statements for 2022-2024 prepared and completed: Despite many difficulties in terms of data and documents, the Sub-Committee has effectively coordinated to complete the preparation and audit of the 3-year financial statements.

Enhanced financial transparency: The continuous audit implementation over the years helps the Company move closer to the corporate governance standards of a public company.

Improved internal coordination capacity: The Sub-Committee's activities serve as a bridge between the audit unit, the accounting department, and the BOD in handling key financial matters.

V. RECOMMENDATIONS

Continue to maintain the Internal Audit Sub-Committee as a technical support and supervisory unit in accounting, finance, and annual audit work.

Strengthen the supervisory role in issues related to receivables, business cooperation, financial investment, and cash flow.

Request the BOD to continue to consider and provide timely guidance on issues arising in the process of completing accounting and financial records for the years

**ON BEHALF OF THE INTERNAL
AUDIT SUB-COMMITTEE
HEAD OF THE COMMITTEE**



CHỦ TỊCH

Nguyễn Đình Hùng