

**VIET BRAND INVEST JOINT
STOCK COMPANY**

SOCIALIST REPUBLIC OF VIET NAM
Independence - Freedom - Happiness

No.: 1104-001/CV-CBTT.2025

*Re: Information disclosure on the
contents regarding the AGMS of 2025*

Ho Chi Minh City, 11 April 2025

To:

- **STATE SECURITIES COMMISSION;**
- **HO CHI MINH STOCK EXCHANGE.**

Name: VIET BRAND INVEST JOINT STOCK COMPANY

Headquarters: 4F, Broadway E, No. 2 Bertrand Russell, Tan Phu Ward, District 7, Ho Chi Minh City, Vietnam

Phone: (+84 28) 5413 8366

Fax: (+84 28) 5413 8370

Person to implement disclosure of information: Ms. Lan, Wan-Chen

Type of information disclosure: ☐ 24 hours ☐ 72 hours ☐ Unusual ☒ Periodic

Information of disclosed content:

According to Circular 96/2020/TT-BTC on providing guidance on information disclosure on securities market, Viet Brand Invest Joint Stock Company sincerely discloses contents which was approved in meeting of Annual General Meeting of Shareholders of 2025 ("AGMS") on 10 April 2025, as follows:

1. Meeting minutes of AGMS No. 1004/BBH-ĐHĐCĐ.2025 dated 10 April 2025;
2. Resolution of AGMS No. 1004/NQ-ĐHĐCĐ.2025 dated 10 April 2025;

These information is disclosed on Viet Brand Invest Joint Stock Company's website at <http://www.vbinvest.com.vn>, tab Shareholder/Public Disclosure.

We commit that the information disclosure above is genuine and take entire responsibility to the laws for disclosed content.

Attached documents:

*Meeting minutes, resolutions of AGMS and
related attachment.*

Recipient:

- As above;
- Archive Company.

VIET BRAND INVEST JOINT STOCK COMPANY
LEGAL REPRESENTATIVE



Ms. LAN, WAN-CHEN
CHAIRMAN OF BOARD OF DIRECTORS

**MINUTES OF THE
ANNUAL GENERAL MEETING OF SHAREHOLDERS
OF 2025**

VIET BRAND INVEST JOINT STOCK COMPANY (Registered office: 4F, Broadway E, No. 2 Bertrand Russell Street, Tan Phu Ward, District 7, Ho Chi Minh City, Vietnam, Enterprise Code: 0312080709) (the “**Company**”), organize the Annual General Meeting of Shareholders at 5F, CR3 - 05A, 109 Ton Dat Tien Street, Tan Phu Ward, District 7, Ho Chi Minh City on 10 April 2025 at 2:00 PM.

1. REPORT ON THE RESULT OF SHAREHOLDERS STATUS VERIFICATION TO ATTEND THE MEETING

Till 2:00 PM on 10 April 2025, the total number attending shareholders and authorized shareholders for attending is the Annual General Meeting of Shareholders is 11 out of 462 shareholders, representing for 19,265,522 shares, attains 96.3276% of the voting shares of the Company.

2. NOTICE AND QUORUM

The chairperson reported that due notice of the meeting had been given duly per Article 143, 144, 145, 146 of Law on Enterprises 2020 and Article 19 of the Company Charter. The chairperson declared that the number of participants is 11 out of 462 shareholders, representing for 19,265,522 shares, attains 96,3276% of the voting shares of the Company, and that a quorum was present. The chairperson confirmed that the meeting is validly organized in accordance with the Law on Enterprises 2020 and the Charter of the Company. Accordingly, the chairperson declared the meeting open.

3. PASS THE REGULATION ON HOLDING ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025

The Regulation on holding Annual General Meeting of Shareholders of 2025 is stated and passed via Voting papers.

4. PASS THE PERSONNEL OF CHAIRPERSON, SECRETARY AND SCRUTINY TEAM

- Ms. Vuong Le Van – Member of Board of Directors, Chairperson of the meeting.
- Ms. Phan Quynh Ngan was assigned as Secretary of the meeting.
- Scrutiny Team (including 03 person):
 - o Nguyen Thi Thu Huong – Head Scrutiny Team
 - o Ho Nhat Khai – Member
 - o Nguyen Tran Quynh Diem – Member



5. **PASS THE AGENDA OF THE MEETING**

The Agenda of the Meeting (*attached document*) is stated and passed via Voting papers.

6. **UPDATE THE REPORT ON SHAREHOLDERS' VERIFICATION**

Ms. Tran Thi Kim Tien updates the attending shareholders until 2:17 PM on 10 April 2025 as following: the total number of attending shareholders and authorized shareholders for attending is 13 shareholders, representing for 19.265.542 shares, equivalent to 96,3277% total number of shares having voting rights of the Company.

7. **VOTING RESULTS TO PASS THE HOLDING REGULATIONS, THE PERSONNEL OF CHAIRPERSON, SECRETARY AND SCRUTINY TEAM, AND THE AGENDA**

The Annual General Meeting of Shareholders passes:

- The Regulation on holding Annual General Meeting of Shareholders 2025: 100% agreed voting.
- Personnel of Chairperson, Secretary, Scrutiny team and the Agenda of the Meeting: 100% agreed voting.

8. **ISSUES DISCUSSED AND VOTED AT THE MEETING**

8.1. **Separate and Consolidated Audit Financial Statements for the year ended 31 December 2024**

The General Meeting of Shareholders has discussed and voted for approving the 2024 Financial Statement of the Company. (Details at the attached submission).

8.2. **Report of Board of Directors on administration and performance of the Board of Directors and its members in 2024**

The General Meeting of Shareholders has discussed and voted for approving the Report of Board of Directors on administration and performance of the Board of Directors and its members in 2024. (Details at the attached submission).

8.3. **Report of Board of Supervisors on the Company's business performance and performance of the Board of Directors, General Director in 2024**

The General Meeting of Shareholders has discussed and voted for approving the Report of Board of Supervisors on the Company's business performance and performance of the Board of Directors, General Director in 2024. (Details at the attached submission).

8.4. **Report of Board of Supervisors on performance of Board of Supervisors and its members in 2024**

The General Meeting of Shareholders has discussed and voted for approving the Report of Board of Supervisors on performance of Board of Supervisors and its members in 2024. (Details at the attached submission).

8.5. **Annual Report 2024**

The General Meeting of Shareholders has discussed and voted for approving the Annual Report 2024. (Details at the attached submission).

8.6. **2025 Business plan of the Company**

The General Meeting of Shareholders has discussed and voted for approving the 2025 Business plan of the Company. (Details at the attached submission).

8.7. **Financial budget in 2025**

The General Meeting of Shareholders has discussed and voted for Financial budget in 2025. (Details at the attached submission).

8.8. **Approving the cancellation of dividend payment plan under Resolution No. 1710/NQ-DHDCD.2024 dated 17 October 2024, and approving the dividend payment for 2024**

The General Meeting of Shareholders has discussed and voted for approving the cancellation of dividend payment plan under Resolution No. 1710/NQ-DHDCD.2024 dated 17 October 2024, and approving the dividend payment for 2024. (Details at the attached submission).

8.9. **The List of independent auditing companies for the year 2025**

The General Meeting of Shareholders has discussed and voted for approval of the List of independent auditing companies for the year 2025. (Details at the attached submission).

8.10. **The change of the Company's headquarters address and the amendment to the Company's Charter**

The General Meeting of Shareholders has discussed and voted for the change of the Company's headquarters address and the amendment to the Company's Charter. (Details at the attached submission).

9. **UPDATE THE REPORT ON SHAREHOLDERS' VERIFICATION**

Ms. Tran Thi Kim Tien updates the attending shareholders until 2:37 PM dated on 10 April 2025 as following: the total number of attending shareholders and authorized shareholders for attending is 40 shareholders, representing for 19,266,465 shares, equivalent to 96.3323% total number of shares having voting rights of the Company.

10. **VOTING RESULTS**

N o.	Content of voting	Total of votes	Issued votes	Collected vote	Valid votes	Invalid votes	Approva l votes	Disapp roval votes	Absten tion
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1.	Separate and Consolidated Audit Financial Statements for the year ended 31 December 2024	19,266,465 votes equivalent to 19,266,465 shares	19,266,465 votes equivalent to 100% votes entitled to be cast	19,266,455 votes equivalent to 99.9999% votes entitled to be cast	19,266,455 votes equivalent to 99.9999% votes entitled to be cast	0 votes equivalent to 0% votes entitled to be cast	19,266,455 votes equivalent to 99.9999% votes entitled to be cast	0 votes, equivalent to 0% votes entitled to be cast	0 votes, equivalent to 0% votes entitled to be cast
2.	Report of Board of Directors on administration and performance of the Board of Directors and its members in 2024	19,266,465 votes equivalent to 19,266,465 shares	19,266,465 votes equivalent to 100% votes entitled to be cast	19,266,455 votes equivalent to 99.9999% votes entitled to be cast	19,266,455 votes equivalent to 99.9999% votes entitled to be cast	0 votes equivalent to 0% votes entitled to be cast	19,266,455 votes equivalent to 99.9999% votes entitled to be cast	0 votes, equivalent to 0% votes entitled to be cast	0 votes, equivalent to 0% votes entitled to be cast

3.	Report of Board of Supervisors on the Company's business performance and performance of the Board of Directors, General Director in 2024	19,266,465 votes equivalent to 19,266,465 shares	19,266,465 votes equivalent to 100% votes entitled to be cast	19,266,455 votes equivalent to 99.9999% votes entitled to be cast	19,266,455 votes equivalent to 99.9999% votes entitled to be cast	0 votes equivalent to 0% votes entitled to be cast	19,266,455 votes equivalent to 99.9999% votes entitled to be cast	0 votes, equivalent to 0% votes entitled to be cast	0 votes, equivalent to 0% votes entitled to be cast
4.	Report of Board of Supervisors on performance of Board of Supervisors and its members in 2024	19,266,465 votes equivalent to 19,266,465 shares	19,266,465 votes equivalent to 100% votes entitled to be cast	19,266,455 votes equivalent to 99.9999% votes entitled to be cast	19,266,455 votes equivalent to 99.9999% votes entitled to be cast	0 votes equivalent to 0% votes entitled to be cast	19,266,455 votes equivalent to 99.9999% votes entitled to be cast	0 votes, equivalent to 0% votes entitled to be cast	0 votes, equivalent to 0% votes entitled to be cast

5.	Annual Report 2024	19,266,465 votes equivalent to 19,266,465 shares	19,266,465 votes equivalent to 100% votes entitled to be cast	19,266,455 votes equivalent to 99.9999% votes entitled to be cast	19,266,455 votes equivalent to 99.9999% votes entitled to be cast	0 votes equivalent to 0% votes entitled to be cast	19,266,455 votes equivalent to 99.9999% votes entitled to be cast	0 votes, equivalent to 0% votes entitled to be cast	0 votes, equivalent to 0% votes entitled to be cast
6.	2025 Business plan of the Company	19,266,465 votes equivalent to 19,266,465 shares	19,266,465 votes equivalent to 100% votes entitled to be cast	19,266,455 votes equivalent to 99.9999% votes entitled to be cast	19,266,455 votes equivalent to 99.9999% votes entitled to be cast	0 votes equivalent to 0% votes entitled to be cast	19,266,455 votes equivalent to 99.9999% votes entitled to be cast	0 votes, equivalent to 0% votes entitled to be cast	0 votes, equivalent to 0% votes entitled to be cast
7.	Financial budget in 2025	19,266,465 votes equivalent to 19,266,465 shares	19,266,465 votes equivalent to 100% votes entitled to be cast	19,266,455 votes equivalent to 99.9999% votes entitled to be cast	19,266,455 votes equivalent to 99.9999% votes entitled to be cast	0 votes equivalent to 0% votes entitled to be cast	19,266,455 votes equivalent to 99.9999% votes entitled to be cast	0 votes, equivalent to 0% votes entitled to be cast	0 votes, equivalent to 0% votes entitled to be cast

8.	Approving the cancellation of dividend payment plan under Resolution No. 1710/N Q-DHDC D.2024 dated 17 October 2024, and approving the dividend payment for 2024	19,266,465 votes equivalent to 19,266,465 shares	19,266,465 votes equivalent to 100% votes entitled to be cast	19,266,455 votes equivalent to 99.9999% votes entitled to be cast	19,266,455 votes equivalent to 99.9999% votes entitled to be cast	0 votes equivalent to 0% votes entitled to be cast	19,266,455 votes equivalent to 99.9999% votes entitled to be cast	0 votes, equivalent to 0% votes entitled to be cast	0 votes, equivalent to 0% votes entitled to be cast
9.	The List of independent auditing companies for the year 2025	19,266,465 votes equivalent to 19,266,465 shares	19,266,465 votes equivalent to 100% votes entitled to be cast	19,266,455 votes equivalent to 99.9999% votes entitled to be cast	19,266,455 votes equivalent to 99.9999% votes entitled to be cast	0 votes equivalent to 0% votes entitled to be cast	19,266,455 votes equivalent to 99.9999% votes entitled to be cast	0 votes, equivalent to 0% votes entitled to be cast	0 votes, equivalent to 0% votes entitled to be cast

10.	The change of the Company's headquarters address and the amendment to the Company's Charter	19,266,465 votes equivalent to 19,266,465 shares	19,266,465 votes equivalent to 100% votes entitled to be cast	19,266,455 votes equivalent to 99.9999% votes entitled to be cast	19,266,455 votes equivalent to 99.9999% votes entitled to be cast	0 votes equivalent to 0% votes entitled to be cast	19,266,455 votes equivalent to 99.9999% votes entitled to be cast	0 votes, equivalent to 0% votes entitled to be cast	0 votes, equivalent to 0% votes entitled to be cast
Vote Method					Voting at the meeting				

11. ISSUES APPROVED BY THE GENERAL MEETING OF SHAREHOLDERS

Based on the voting results, the General Meeting of Shareholders approved the following issues:

No.	Issues approved	Approval rate
1.	Separate and Consolidated Audit Financial Statements for the year ended 31 December 2024	99.9999%
2.	Report of Board of Directors on administration and performance of the Board of Directors and its members in 2024	99.9999%
3.	Report of Board of Supervisors on the Company's business performance and performance of the Board of Directors, General Director in 2024	99.9999%
4.	Report of Board of Supervisors on performance of Board of Supervisors and its members in 2024	99.9999%
5.	Annual Report 2024	99.9999%
6.	2025 Business plan of the Company	99.9999%
7.	Financial budget in 2025	99.9999%
8.	Approving the cancellation of dividend payment plan under Resolution No. 1710/NQ-DHDCD.2024 dated 17 October 2024, and approving the dividend payment for 2024	99.9999%
9.	The List of independent auditing companies for the year 2025	99.9999%
10.	The change of the Company's headquarters address and the amendment to the Company's Charter	99.9999%

12. UPDATE THE REPORT ON SHAREHOLDERS' VERIFICATION

Ms. Tran Thi Kim Tien updates the attending shareholders until 3:20 PM dated on 10 April 2025 as following: the total number of attending shareholders and authorized shareholders for attending is 54 shareholders, representing for 19,267,022 shares, equivalent to 96.3351% total number of shares having voting rights of the Company. Details of the List of shareholders attending the meeting are attached herewith as Appendix.

13. APPROVAL OF THE MEETING MINUTES AND THE RESOLUTION OF THE GENERAL MEETING OF SHAREHOLDERS

Ms. Phan Quynh Ngan read the Minutes of the Meeting and the Resolutions before the General Meeting of Shareholders. The General Meeting of Shareholders have unanimously approved the Minutes and the Resolutions of the meeting with 99.9974% agreed votes.

This General Meeting of Shareholders ends at 3:40 PM on the same date as written above.

The minutes of the meeting of the General Meeting of Shareholders is made in two original in English and two original in Vietnamese, and is filed at the Company Secretary of the Head Office.

This minutes is approved by all shareholders who shown in the list of attendees.

CHAIRMAN OF THE MEETING

(sign and seal)



VUONG LE VAN

SECRETARIAT OF THE MEETING

PHAN QUYNH NGAN



VIET BRAND INVEST
JOINT STOCK COMPANY

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No.: 1004/NQ-DHĐCĐ.2025

SOCIAL REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

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Ho Chi Minh City, dated 10 April 2025

**RESOLUTION
OF GENERAL MEETING OF SHAREHOLDERS
OF VIET BRAND INVEST JOINT STOCK COMPANY**

- Pursuant to Law on Securities No. 54/2019/QH14 on 26 November, 2019;
- Pursuant to Law on Enterprise No. 59/2020/QH14 on 17 June 2020;
- Pursuant to Charter of Viet Brand Invest Joint Stock Company ("**Company**");
- Pursuant to Minutes of the Annual General Meeting of Shareholders of 2025 of the Company No. 1004/BBH-DHĐCĐ.2025 dated 10 April 2025.

RESOLVE:

- Article 1.** To approve the Separate and Consolidated Audit Financial Statements for the year ended 31 December 2024. *(In accordance with the contents of attached Submission and document).*
- Article 2.** To approve the Report of Board of Directors on administration and performance of the Board of Directors and its members in 2024. *(In accordance with the contents of attached Submission and document).*
- Article 3.** To approve the Report of Board of Supervisors on the Company's business performance and performance of the Board of Directors, General Director in 2024. *(In accordance with the contents of attached Submission and document).*
- Article 4.** To approve the Report of Board of Supervisors on performance of Board of Supervisors and its members in 2024. *(In accordance with the contents of attached Submission and document).*
- Article 5.** To approve the Annual report 2024. *(In accordance with the contents of attached Submission and document).*
- Article 6.** To approve the 2025 Business plan of the Company. *(In accordance with the contents of attached Submission and document).*
- Article 7.** To approve the Financial Budget in 2025. *(In accordance with the contents of attached Submission and document).*
- Article 8.** To approve the cancellation of dividend payment plan under Resolution No. 1710/NQ-DHĐCĐ.2024 dated 17 October 2024, and to approve the dividend payment for 2024. *(In accordance with the contents of attached Submission and document).*



- Article 9.** To approve the List of independent auditing companies for the year 2025. *(In accordance with the contents of attached Submission and document).*
- Article 10.** To approve the change of the Company's headquarters address and the amendment to the Company's Charter. *(In accordance with the contents of attached Submission and document).*
- Article 11.** General Meeting of Shareholders unanimously assigns Board of Directors of the Company to organize the performance and conduction the contents of this Resolution. This Resolution shall be in effect from the date of signing.

ON BEHALF OF
GENERAL MEETING OF SHAREHOLDERS
CHAIRPERSON OF THE MEETING



**CÔNG TY CỔ PHẦN ĐẦU TƯ
NHÃN HIỆU VIỆT
VIET BRAND INVEST
JOINT STOCK COMPANY**

**CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập – Tự do – Hạnh phúc
SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness**

Số/ No.: 1803-001/TTr-HĐQT.2025

TP. Hồ Chí Minh, ngày 18 tháng 03 năm 2025

Ho Chi Minh City, dated 18 March 2025

**TỜ TRÌNH ĐẠI HỘI ĐỒNG CỔ ĐÔNG
THƯỜNG NIÊN NĂM 2025
SUBMISSION TO ANNUAL GENERAL
MEETING OF SHAREHOLDERS OF 2025**

V/v: Thông qua Báo cáo tài chính kiểm toán Riêng lẻ và Hợp nhất cho năm kết thúc ngày 31/12/2024

Re: To approve the Separate and Consolidated Audited Financial Statements for the year ended 31 December 2024

Căn cứ/ Pursuant to:

- Luật chứng khoán số 54/2019/QH14 ngày 26/11/2019;
Securities Law No. 54/2019/QH14 on 26 November 2019;
- Luật doanh nghiệp số 59/2020/QH14 ngày 17/06/2020;
Enterprise Law No. 59/2020/QH14 on 17 June 2020;
- Nghị định số 155/2020/NĐ-CP ngày 31/12/2020;
Decree No. 155/2020/ND-CP on 31 December 2020;
- Điều lệ Công ty Cổ phần Đầu tư Nhãn hiệu Việt (“Nhãn Hiệu Việt”).
Charter of Viet Brand Invest Joint Stock Company (“Viet Brand”).

Hội Đồng Quản Trị Công ty Cổ phần Đầu tư Nhãn Hiệu Việt kính trình Đại Hội Đồng Cổ Đông thông qua các Báo cáo tài chính (bao gồm Báo cáo tài chính riêng và báo cáo tài chính hợp nhất) kết thúc ngày 31/12/2024 đã được kiểm toán bởi Công ty TNHH Kiểm toán và Tư vấn Chuẩn Việt.

Board of Directors of Viet Brand Invest Joint Stock Company would like to propose to Annual General Meeting of Shareholders to approve the Financial Statements (including Separate Financial Statement and Consolidated Financial Statement) for the year ended 31 December 2024 were audited by Viet Values Auditing and Consulting Co., Ltd.



Hội Đồng Quản Trị kính trình Đại Hội Đồng Cổ Đông thường niên năm 2025 xem xét thông qua.

Board of Directors would like to propose to Annual General Meeting of Shareholders of 2025 to consider to approve.

Báo cáo tài chính được công bố thông tin theo quy định, đồng thời được đăng tải trên website của Công ty (<http://vbinvest.com.vn>), bao gồm:

The financial statements is disclosed as required by law and posted up Company's website at (<http://vbinvest.com.vn>) which include:

1. Báo cáo của Kiểm toán độc lập;
Independent auditor's report;
2. Bảng cân đối kế toán tại ngày 31 tháng 12 năm 2024;
Balance sheet as on 31 December 2024;
3. Báo cáo Kết quả hoạt động cho năm kết thúc ngày 31 tháng 12 năm 2024;
Income statement for the year ended 31 December 2024;
4. Báo cáo Lưu chuyển tiền tệ cho năm kết thúc ngày 31 tháng 12 năm 2024;
Cash flow statement for the year ended 31 December 2024;
5. Thuyết minh báo cáo tài chính cho năm kết thúc ngày 31 tháng 12 năm 2024.
Notes to the financial statements for the year ended 31 December 2024.

Trong đó, một số chỉ tiêu cơ bản trong Báo cáo tài chính riêng và Báo cáo tài chính hợp nhất đã kiểm toán năm 2024 như sau:

In which, key items provided in audited separate and consolidated financial statements of the year of 2024 as follows:

STT No.	Chỉ tiêu Items	ĐVT Unit	Báo cáo tài chính hợp nhất/ Consolidated financial statement	Báo cáo tài chính riêng/ Separate financial statement
1	Tổng tài sản Total assets	Đồng	384.081.525.372	326.895.480.453
2	Vốn Chủ sở hữu Total Equity	Đồng	316.138.316.256	326.599.810.395
3	Doanh thu thuần	Đồng	53.676.044.563	-

	<i>Net revenue</i>			
4	Lợi nhuận trước thuế <i>Profit before tax</i>	Đồng	40.897.388.380	121.984.880.791
5	Lợi nhuận sau thuế <i>Profit after tax</i>	Đồng	30.982.405.215	121.566.383.281

Hội Đồng Quản Trị kính trình Đại Hội Đồng Cổ Đông thường niên năm 2025 xem xét thông qua.

Board of Directors would like to propose to Annual General Meeting of Shareholders of 2025 to consider to approve.

Trân trọng.

Best regards.

Đính kèm/ Enclosure:

1. Báo cáo tài chính kiểm toán riêng cho năm kết thúc ngày 31 tháng 12 năm 2024.
Separate audit Financial Statements for the year ended 31 December 2024.
2. Báo cáo tài chính kiểm toán hợp nhất cho năm kết thúc ngày 31 tháng 12 năm 2024.
Consolidated audit Financial Statements for the year ended 31 December 2024.

**TM. HỘI ĐỒNG QUẢN TRỊ/
ON BEHALF OF BOARD OF DIRECTORS
CHỦ TỊCH HỘI ĐỒNG QUẢN TRỊ/
CHAIRWOMAN OF BOARD OF DIRECTORS**



LAN, WAN-CHEN



CÔNG TY CỔ PHẦN ĐẦU TƯ
NHÂN HIỆU VIỆT
VIET BRAND INVEST
JOINT STOCK COMPANY

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập – Tự do – Hạnh phúc
SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Số/ No.: 1803-002/TTr-HĐQT.2025

TP. Hồ Chí Minh, ngày 18 tháng 03 năm 2025

Ho Chi Minh City, dated 18 March 2025

TỜ TRÌNH ĐẠI HỘI ĐỒNG CỔ ĐÔNG
THƯỜNG NIÊN NĂM 2025
SUBMISSION TO ANNUAL GENERAL
MEETING OF SHAREHOLDERS OF 2025

V/v: Thông qua Báo cáo của Hội Đồng Quản Trị về quản trị và kết quả hoạt động của Hội Đồng Quản Trị và từng thành viên Hội Đồng Quản Trị năm 2024

Re: To approve the Report of the Board of Directors on administration and performance of the Board of Directors and its members in 2024

Căn cứ/ Pursuant to:

- Luật Chứng khoán số 54/2019/QH14 ngày 26/11/2019;
Law on Securities No. 54/2019/QH14 dated 26 November 2019;
- Luật Doanh nghiệp số 59/2020/QH14 ngày 17/06/2020;
Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;
- Nghị định số 155/2020/NĐ-CP ngày 31/12/2020;
Decree No. 155/2020/ND-CP dated 31 December 2020;
- Điều lệ Công Ty Cổ Phần Đầu Tư Nhân Hiệu Việt (“**Nhân Hiệu Việt**” hoặc “**Công Ty**”).
Charter of Viet Brand Invest Joint Stock Company (“**Viet Brand**” or “**Company**”).

Hội Đồng Quản Trị Công Ty Cổ Phần Đầu Tư Nhân Hiệu Việt kính trình Đại Hội Đồng Cổ Đông thông qua Báo cáo của Hội Đồng Quản Trị về quản trị và kết quả hoạt động của Hội đồng quản trị và từng thành viên Hội đồng quản trị năm 2024, như sau:

Board of Directors of Viet Brand Invest Joint Stock Company would like to propose to Annual General Meeting of Shareholders to approve the Report of the Board of Directors on administration and performance of the Board of Directors and its members in 2024, as follows:

I. KẾT QUẢ HOẠT ĐỘNG CỦA HỘI ĐỒNG QUẢN TRỊ VÀ THÀNH VIÊN HỘI ĐỒNG QUẢN TRỊ

PERFORMANCE OF THE BOARD OF DIRECTORS AND ITS MEMBERS

1. Cơ cấu của Hội đồng quản trị (“HĐQT”)

Structure of the Board of Directors (“BOD”)

Hội Đồng Quản Trị của Công Ty nhiệm kỳ 2024-2027 có 5 thành viên:

There are 5 members of Board of Directors of the Company in term of 2024-2027:

- Lan, Wan-Chen – Chủ tịch HĐQT
Lan, Wan-Chen – Chairwoman of BOD
- Vương Lê Văn – Thành viên HĐQT
Vuong Le Van – BOD member
- Hoàng Như Quỳnh – Thành viên HĐQT
Hoang Nhu Quynh – BOD member
- Nguyễn Thị Trang – Thành viên HĐQT
Nguyen Thi Trang – BOD member
- Wang, Gwan-Fang – Thành viên độc lập HĐQT
Wang, Gwan-Fang – BOD independent member

2. Tổng kết các cuộc họp, nghị quyết và công tác giám sát của HĐQT năm 2024

Sum up meetings, resolutions and administration of BOD in 2024

- HĐQT Công ty Cổ phần Đầu tư Nhãn hiệu Việt có năm (05) người gồm một (01) Chủ tịch và bốn (04) thành viên, HĐQT được ủy quyền thực hiện tất cả các nhiệm vụ và quyết định liên quan đến Công Ty, ngoại trừ các quyền dành cho Đại hội đồng cổ đông (“ĐHĐCĐ”). Các hoạt động của HĐQT được quy định theo Điều 28 của Điều lệ Công Ty.

BOD of Viet Brand Invest Joint Stock Company consists of five (05) people, including one (01) Chairwoman and four (04) members. BOD is authorized to conduct all duties and decisions related to the Company; except for those rights reserved for the General Meeting of Shareholders (“GMS”). The activities of BOD are regulated in accordance with Article 28 of the Company Charter.

- Trong năm 2024, HĐQT đã tổ chức 9 cuộc họp và thông qua 11 nghị quyết cũng như báo cáo liên quan đến hoạt động sản xuất kinh doanh của Công Ty.

In 2024, BOD held 9 meetings and passed 11 resolutions as well as reports related to business activities of the Company.

- Các cuộc họp HĐQT đều có đủ số thành viên theo quy định của pháp luật và điều lệ Công Ty. Các Nghị quyết và quyết định Hội Đồng Quản Trị ban hành trên cơ sở ý kiến thống nhất của đa số thành viên Hội Đồng Quản Trị.

The BOD meetings had enough members in accordance with the provisions of law and the Charter of the Company. Resolutions and decisions of the Board of Directors were issued on the basis of the unanimous opinion of the majority of members of the Board of Directors.

- Các Nghị quyết, Quyết định của HĐQT đã ban hành trong năm 2024 được thể hiện chi tiết tại Báo cáo tình hình quản trị của Công Ty số 2001-001/BC-THQT.2025 ngày 20/01/2025 gửi Ủy ban chứng khoán Nhà nước, Sở giao dịch chứng khoán Thành phố Hồ Chí Minh và được công bố trên Website của Công Ty.

The resolutions and decisions of the Board of Directors issued in 2023 are detailed in the Corporate Governance Report No. 2001-001/BC-THQT.2025 dated 20 January 2025 sent to the State Securities Commission, Ho Chi Minh City Stock Exchange and published on the Company's Website.

3. **Hoạt động của thành viên Hội đồng quản trị độc lập và kết quả đánh giá của thành viên độc lập về hoạt động của Hội đồng quản trị:** đính kèm.

Activities of independent member of the Board of Directors and results of independent members' evaluation of the activities of the Board of Directors: attached.

4. **Hoạt động của các tiểu ban khác thuộc HĐQT:** Công Ty không có tiểu ban thuộc HĐQT.

Activities of other sub-committees under the BOD: The Company has no sub-committees under the BOD.

II. THÙ LAO, CHI PHÍ HOẠT ĐỘNG VÀ CÁC LỢI ÍCH KHÁC

REMUNERATION, OPERATION EXPENSES AND OTHER BENEFITS

Thành viên HĐQT được nhận thù lao cho công việc của mình dưới tư cách là thành viên HĐQT. Tổng mức thù lao cho HĐQT sẽ do ĐHĐCĐ quyết định.

Members of the BOD are entitled to receive remuneration for his/her work under the status of being a member of BOD. Total remuneration for BOD will be decided by the GMS.

Trong năm 2024, Công Ty đã thanh toán thù lao cho Chủ tịch Hội Đồng Quản Trị, tổng số tiền là 180.000.000 VNĐ. Các thành viên khác của Hội đồng quản trị không có thù lao.

In 2024, the Company paid remuneration to the Chairman of the Board of Directors, the total amount of VND180,000,000. Other members of the Board of Directors do not have remuneration.

III. ĐÁNH GIÁ KẾT QUẢ HOẠT ĐỘNG KINH DOANH TRONG NĂM 2024

REVIEW OF THE BUSINESS PERFORMANCE IN 2024

Đơn vị tính: VND
Unit: VND

Chỉ tiêu <i>Items</i>	Báo cáo tài chính hợp nhất/ <i>Consolidated financial statement</i>	Báo cáo tài chính riêng lẻ/ <i>Separate financial statement</i>
Tổng tài sản <i>Total Assets</i>	354.781.425.043	287.420.435.767
Tổng nợ phải trả <i>Total Liabilities</i>	58.905.205.606	238.596.830
Vốn chủ sở hữu <i>Owner's Equity</i>	295.876.219.437	287.181.838.937
Doanh thu thuần <i>Net Revenues</i>	24.896.355.359	-
Lợi nhuận gộp <i>Gross Profit</i>	21.464.476.134	-
Lợi nhuận thuần từ hoạt động kinh doanh <i>Operating Profit</i>	26.778.556.658	859.490.861
Lợi nhuận sau thuế <i>Profit After Tax</i>	19.737.903.181	582.028.542

Các chỉ tiêu tài chính cơ bản năm 2024:

Basic financial indicators in 2024:

Chỉ tiêu <i>Indicators</i>	Báo cáo tài chính hợp nhất/ <i>Consolidated financial statement</i>	Báo cáo tài chính riêng/ <i>Separate financial statement</i>
1. Chỉ tiêu về khả năng thanh toán <i>Liquidity indicators</i>		
Hệ số thanh toán ngắn hạn <i>Current Ratio</i>	4,20	482,08
Hệ số thanh toán nhanh <i>Quick Ratio</i>	4,20	482,08
2. Chỉ tiêu về cơ cấu vốn <i>Leverage indicators</i>		
Hệ số nợ/Tổng tài sản <i>Debt/Total Assets</i>	16,60%	0,08%

Hệ số nợ/Vốn chủ sở hữu <i>Debt/Equity</i>	19,91%	0,08%
3. Chỉ tiêu về hiệu quả hoạt động <i>Activity indicators</i>		
Vòng quay hàng tồn kho <i>Inventory Turnover</i>	-	-
Vòng quay tổng tài sản <i>Total assets turnover</i>	0,07	-
4. Chỉ tiêu về khả năng sinh lời <i>Profitability indicators</i>		
Hệ số Lợi nhuận sau thuế/Doanh thu thuần <i>Profit After Tax/Net Revenue Ratio</i>	79,28%	-
Hệ số Lợi nhuận sau thuế/Vốn chủ sở hữu bình quân <i>Profit After Tax/Total Average Equity</i>	6,45%	0,19%
Hệ số Lợi nhuận sau thuế/Tổng tài sản <i>Profit After Tax/Total Assets Ratio</i>	5,56%	0,20%
Hệ số Lợi nhuận từ hoạt động kinh doanh/Doanh thu thuần <i>Operating Profit/Net Revenue Ratio</i>	107,56%	-
5. Chỉ tiêu về giá cổ phiếu (VNĐ) <i>Valuation indicators (VND)</i>		
Thu nhập trên mỗi phiếu – cơ bản (EPS) <i>Earnings per Share – basic (EPS)</i>	987	-
Giá trị sổ sách trên mỗi cổ phiếu (BPS) <i>Book Value per Share (BPS)</i>	14.794	-

- Kế hoạch của Công Ty cho năm 2024 là tạo ra 65,79 tỷ đồng doanh thu và 17,37 tỷ đồng lợi nhuận sau thuế. Năm 2024 là một năm khó khăn cho nền kinh tế Việt Nam nói riêng và kinh tế thế giới nói chung, tuy nhiên, đội ngũ quản lý vẫn cố gắng phát triển và duy trì hoạt động trong tầm kiểm soát. Kết quả là, hoạt động tại Công ty vượt kế hoạch đã đề ra, theo Báo cáo tài chính kiểm toán kiểm toán hợp nhất cho năm tài chính kết thúc ngày 31/12/2024, lợi nhuận sau thuế đạt xấp xỉ 19,74 tỷ đồng.

The Company's plan for 2024 is to generate VND 65.79 billion in revenue and VND 17.37 billion in profit after tax. 2024 is a difficult year for the Vietnamese economy in particular and the world economy in general, however, the management team still tried to develop and maintain operations under control. As a result, operations at the Company exceeded the set plan, according to the Consolidated Audited Financial Statements for the year ended 31 December 2024, profit after tax reached approximately VND 19,74 billion.

IV. ĐÁNH GIÁ CỦA HĐQT VỀ HOẠT ĐỘNG CỦA BAN GIÁM ĐỐC CÔNG TY

ASSESSMENT OF BOD ON PERFORMANCE OF BOARD OF MANAGEMENT

- Căn cứ vào Điều lệ, các chính sách và quy trình đã ban hành, HĐQT ủy quyền cho Ban Tổng Giám đốc ("**Ban TGD**") điều hành các công việc kinh doanh hàng ngày của Công Ty, tổ chức thực hiện các quyết định chiến lược theo kế hoạch kinh doanh và phương hướng hoạt động của HĐQT và ĐHĐCĐ giao cho.

*Based on the Company Charter, policies, and procedures, the BOD authorizes the Board of Management ("**BOM**") to run the daily business activities of the Company and to organize the implementation of strategic decisions in accordance with the business plans and operation directors assigned by the BOD and GMS.*

- Thông qua cơ chế kiểm tra, giám sát và báo cáo định kỳ mỗi quý về kết quả hoạt động kinh doanh, tình hình hoạt động hàng ngày của Công Ty và các báo cáo đột xuất khi có yêu cầu, HĐQT đánh giá rằng Ban TGD đã thực hiện các quyền và nhiệm vụ được giao theo đúng quy định của pháp luật hiện hành, Điều lệ Công Ty và nghị quyết của ĐHĐCĐ.

Through the mechanism of checking, supervising, and reporting quarterly on business performance, daily operational situation of the Company, and ad-hoc reports when required, BOD evaluates that BOM have implemented the assigned rights and duties in accordance with prevailing laws, the Company Charter, and resolutions of GMS.

- Bên cạnh đó, HĐQT đã thực hiện các quyền và trách nhiệm được giao một cách thận trọng, chuyên nghiệp và liêm chính đảm bảo lợi ích hợp pháp tối đa của Công Ty và các cổ đông. Ban TGD đã nỗ lực hết mình để thực hiện kế hoạch kinh doanh do các cổ đông đề ra trong ĐHĐCĐ thường niên năm vừa rồi.

Moreover, BOD has implemented the assigned rights and responsibilities with care, professionalism, and integrity to ensure the maximum legal benefits of the Company and shareholders. BOM made a lot of effort to implement the business plans set by the shareholders in the GMS last year.

- HĐQT tin tưởng và sẽ tiếp tục giao cho Ban TGD những mục tiêu cao hơn để dần đưa Công Ty đạt được nhiều thành tựu hơn trong thời gian tới.

The BOD trusts and will continue to assign the BOM higher targets to gradually bring the Company to achieve more achievements in the upcoming time.

V. CÁC KẾ HOẠCH, ĐỊNH HƯỚNG CỦA HỘI ĐỒNG QUẢN TRỊ

PLANS, ORIENTATIONS OF THE BOARD OF DIRECTORS

Trong năm 2024, Công Ty Cổ Phần Đầu Tư Nhân Hiệu Việt đã nỗ lực trong việc tiếp tục đẩy mạnh các dự án M&A, biến hoạt động đầu tư vào các công ty tiềm năng thành hoạt động cốt lõi của Công Ty. Đây sẽ là nguồn lực quan trọng để Công Ty có thể phát triển các ngành nghề mũi nhọn thuộc lợi thế của mình, bao gồm các lĩnh vực bán lẻ, thương mại điện tử. Trong năm 2025, Công Ty cũng sẽ bắt đầu mở rộng phạm vi,

tìm kiếm các cơ hội từ nhiều mặt hàng đa dạng hơn nhằm đa dạng hóa hoạt động kinh doanh, từ đó giảm thiểu rủi ro bởi sự chuyên môn hóa vào đơn lĩnh vực kinh doanh.

In 2024, Viet Brand Invest Joint Stock Company has made efforts to continue promoting M&A projects, turning investment activities in potential companies into the Company's core activities. This will be an important resource for the Company to develop key industries of its advantage, including the fields of retail and e-commerce. In 2025, the Company will also begin to expand its scope, looking for opportunities from diverse products to diversify its business activities, thereby minimizing risks by specializing in a single business sector.

Đối với lĩnh vực đầu tư tài chính, Công Ty hướng tới vị thế tập đoàn đầu tư hàng đầu bằng cách tập trung phát huy các lĩnh vực kinh doanh cốt lõi từ lĩnh vực bán lẻ và thương mại điện tử, đồng thời đa dạng hóa đầu tư bằng nhiều hình thức như liên doanh, liên kết và mua bán – sáp nhập. Công Ty sẽ nghiên cứu và tiến hành mở rộng thêm các thị trường tiềm năng như bất động sản hay đầu tư tài chính nhằm tạo dòng tiền kinh doanh ổn định cho Công Ty. Thị trường chứng khoán hay các hình thức đầu tư tài chính khác là các kênh để Công Ty tối đa hóa hiệu quả sử dụng nguồn vốn ngắn hạn.

In the field of financial investment, the Company aims to be a leading investment group by focusing on promoting core business areas from the retail and e-commerce sectors, while diversifying investment in many forms such as joint ventures, partnerships, and mergers and acquisitions. The Company will research and expand potential markets such as real estate or financial investment to create stable business cash flow for the Company. The stock market or other forms of financial investment are channels for the Company to maximize the efficiency of using short-term capital.

Để đạt được mục tiêu này, HĐQT thực hiện:

To achieve these targets, the BOD shall carry out:

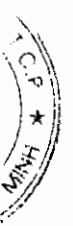
- Chỉ đạo phân tích, mua lại và phát triển các nhãn hiệu doanh nghiệp bán lẻ hàng tiêu dùng thiết yếu, từ đó gắn kết thương hiệu của sản phẩm với thương hiệu của nhà bán lẻ, tạo nên hiệu ứng tốt cho kết quả hoạt động kinh doanh;

Direct the analysis, acquisition and development of retail brands of essential consumer goods, thereby aligning the product's brand with the retailer's brand, creating a positive effect on the results of those business activities;

- Chỉ đạo việc xây dựng chính sách nhân sự và môi trường làm việc lành mạnh nhằm tạo điều kiện cho người lao động có thể phát huy tốt nhất khả năng của mình;

Direct the development of human resources policies and a healthy working environment to create conditions for employees to maximize their abilities;

- Chỉ đạo sắp xếp bộ máy tổ chức, tinh gọn nhân sự để tăng năng suất lao động và thu nhập cho người lao động;



Direct the arrangement of the organizational apparatus and streamline personnel to increase labor productivity and income for workers;

- Tập trung vào việc tìm kiếm các cơ hội đầu tư mà không gây ảnh hưởng tiêu cực đến cộng đồng và môi trường;

Focus on finding investment opportunities that do not negatively impact the community and environment;

- Chủ động sát sao theo dõi nhằm nắm bắt kịp thời và tránh làm ảnh hưởng đến hoạt động sản xuất kinh doanh của Công Ty để thích nghi và xử lý kịp thời các vấn đề phát sinh do sự thay đổi các Luật và văn bản dưới Luật trong tương lai; và;

Proactively closely monitor to promptly grasp and avoid affecting the Company's production and business activities to promptly adapt and handle problems arising from changes in Laws and its elaboration documents; and

- Cố gắng xây dựng và duy trì mối quan hệ tốt với các cơ quan báo đài và các tổ chức có liên quan, chủ động hoàn thiện quy chế phối hợp và quản lý giữa Công Ty và các đơn vị thành viên.

Try to build and maintain good relationships with media agencies and related organizations, proactively improve coordination and management regulations between the Company and its member units.

Hội Đồng Quản Trị kính trình Đại Hội Đồng Cổ Đông thường niên năm 2025 xem xét thông qua.

Board of Directors would like to propose to Annual General Meeting of Shareholders of 2025 to consider to approve.

Trân trọng.

Best regards.

**TM. HỘI ĐỒNG QUẢN TRỊ/
ON BEHALF OF BOARD OF DIRECTORS
CHỦ TỊCH HỘI ĐỒNG QUẢN TRỊ/
CHAIRMAN OF BOARD OF DIRECTORS**



WAN-CHEN

*TP. Hồ Chí Minh, ngày 18 tháng 03 năm 2025
Ho Chi Minh City, dated 18 March 2025*

**BÁO CÁO ĐÁNH GIÁ CỦA THÀNH VIÊN ĐỘC LẬP HỘI ĐỒNG QUẢN TRỊ VỀ
HOẠT ĐỘNG CỦA HỘI ĐỒNG QUẢN TRỊ NĂM 2024**

***REPORT OF THE INDEPENDENT MEMBER OF
THE BOARD OF DIRECTORS ON THE ACTIVITIES OF
THE BOARD OF DIRECTORS IN 2024***

Đánh giá về hoạt động của Hội đồng quản trị (“**HĐQT**”) của Công Ty trong năm 2024, thành viên độc lập HĐQT nhận định chung như sau:

*Evaluating the activities of the Board of Directors (“**BOD**”) of the Company in 2024, the independent member of the BOD generally comments as follows:*

1. Trong năm, HĐQT đã tổ chức các cuộc họp theo đúng trình tự, thủ tục theo quy định. Thư mời họp, tài liệu họp đã được gửi đầy đủ đến thành viên HĐQT và Ban Kiểm Soát (“**BKS**”).

*During the year, the BOD held meetings in accordance with the order and procedures as prescribed. The meeting invitation letter and meeting documents have been fully sent to the members of the BOD and the Board of Supervisors (“**BOS**”).*

2. Các quyết định của HĐQT tại các cuộc họp và lấy ý kiến bằng văn bản đều phù hợp với các quy định của pháp luật, Điều lệ Công Ty, Quy chế nội bộ về quản trị Công Ty, đồng thời hoàn toàn phù hợp với Nghị quyết của Đại Hội Đồng Cổ Đông (“**ĐHĐCĐ**”) và chiến lược, kế hoạch kinh doanh của Công Ty.

*The decisions of the BOD at meetings and via collecting written opinions are in accordance with the provisions of laws, the Company's Charter, the internal regulations on corporate governance, and completely in accordance with the Resolutions of the General Meeting of Shareholders (“**GMS**”) and the Company's business strategy and plan.*

3. Biên bản họp HĐQT được lập với đầy đủ nội dung, có đầy đủ chữ ký của Chủ tọa và Thư ký, được gửi đến thành viên theo đúng các quy định hiện hành.

Minutes of meetings of the BOD are made with full contents, signed by the Chairman and Secretary, and sent to members in accordance with current regulations.

4. HĐQT thường xuyên giám sát Ban Tổng Giám đốc trong việc thực hiện các Nghị quyết, kế hoạch kinh doanh đã được HĐQT và ĐHĐCĐ thông qua. Việc giám sát công tác điều hành quản lý của HĐQT đã đảm bảo cho hoạt động kinh doanh của Công Ty tuân thủ đúng các quy định của pháp luật, theo đúng định hướng Nghị quyết của ĐHĐCĐ.

The BOD regularly supervises the Board of Management in implementing Resolutions and business plans approved by the BOD and the GMS. The supervision of the management and administration of BOD has ensured that the business operations of the Company comply with the provisions of law, in accordance with the orientation of Resolutions of GMS.

5. Báo cáo quản trị của HĐQT đã phản ánh đầy đủ, trung thực các khía cạnh hoạt động cũng như công tác chỉ đạo, điều hành Công Ty.

The report on corporate governance of BOD reflects fully and honestly the operational aspects as well as the direction and administration of the Company.

**THÀNH VIÊN ĐỘC LẬP
HỘI ĐỒNG QUẢN TRỊ
THE INDEPENDENT MEMBER OF
THE BOARD OF DIRECTORS**



WANG, GWAN-FANG

**CÔNG TY CỔ PHẦN
ĐẦU TƯ NHÃN HIỆU VIỆT
VIET BRAND INVEST
JOINT STOCK COMPANY**

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Số: 1803-003/TTr-HĐQT.2025

**CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc Lập - Tự Do - Hạnh Phúc
SOCIAL REPUBLIC OF VIETNAM
Independence - Freedom - Happiness**

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Tp. Hồ Chí Minh, ngày 18 tháng 03 năm 2025

Ho Chi Minh City, dated 18 March 2025

**TỜ TRÌNH ĐẠI HỘI ĐỒNG CỔ ĐÔNG
THƯỜNG NIÊN NĂM 2025**

SUBMISSION TO ANNUAL GENERAL

MEETING OF SHAREHOLDERS OF 2025

V/v: Thông qua Báo cáo thường niên năm 2024

Ref: To approve the Annual Report 2024

Căn cứ/ Pursuant to:

- Luật chứng khoán số 54/2019/QH14 ngày 26/11/2019;
Securities Law No. 54/2019/QH14 on November 26th, 2019;
- Luật doanh nghiệp số 59/2020/QH14 ngày 17/06/2020;
Enterprise Law No. 59/2020/QH14 on June 17th, 2020;
- Điều lệ Công ty Cổ phần Đầu tư Nhãn hiệu Việt ("Nhãn hiệu Việt").
Charter of Viet Brand Invest Joint Stock Company ("Viet Brand").

Hội Đồng Quản Trị Công ty Cổ phần Đầu tư Nhãn hiệu Việt kính trình Đại Hội Đồng Cổ Đông thông qua Báo cáo thường niên năm 2024.

Board of Directors of Viet Brand Invest Joint Stock Company would like to propose to Annual General Meeting of Shareholders to approve the Annual Report 2024.

Hội Đồng Quản Trị kính trình Đại Hội Đồng Cổ Đông thường niên năm 2025 xem xét thông qua.

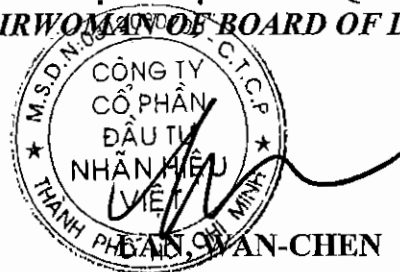
Board of Directors would like to propose to Annual General Meeting of Shareholders of 2025 to consider to approve.

Trân trọng,/ Best regards,

Đính kèm/ Enclosure:

1. Báo cáo thường niên năm 2024./ *Annual Report 2024.*

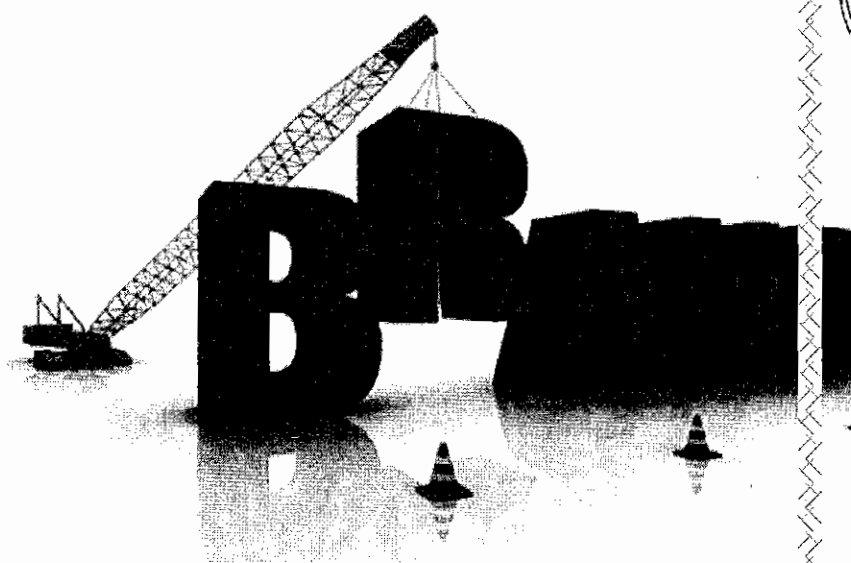
**TM. HỘI ĐỒNG QUẢN TRỊ/
ON BEHALF OF BOARD OF DIRECTORS
CHỦ TỊCH HỘI ĐỒNG QUẢN TRỊ/
CHAIRMAN OF BOARD OF DIRECTORS**





CÔNG TY CỔ PHẦN ĐẦU TƯ NHÃN HIỆU VIỆT

Viet Brand Invest Joint Stock Company



ANNUAL REPORT

2024

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No.: 1803-002/BC-HĐQT.2025

Ho Chi Minh City, 18 March 2025

ANNUAL REPORT 2024

To: - State Securities Commission;
- Ho Chi Minh Stock Exchange.

I. General information

1. Overall information

- Trading name: VIET BRAND INVEST JOINT STOCK COMPANY
- Enterprise Registration Certificate No. 0312080709 issued by Department of Planning and Investment of Ho Chi Minh City for the 1st time on December 10th, 2012, changed for the 15th time on 17 May 2023.
- Charter capital: **VND 200,000,000,000** (Two hundred billion dong)
- Owners' Equity: **VND 295.876.219.437** (Two hundred ninety five billion, eight hundred seventy six million, two hundred nineteen thousand, four hundred thirty seven dong)
- Address: 4F Broadway E, No. 2 Bertrand Russell, Tan Phu Ward, District 7, Ho Chi Minh City, Vietnam
- Tel: (84-28) 5413 8366
- Fax: (84-28) 5413 8370
- Website: <http://vbinvest.com.vn>
- Ticker: ABR
- Establishment and development process:

Previously, Viet Brand Invest Joint Stock Company (Viet Brand) was Kien An Wood Processing Joint Stock Company (KienAn Wood). KienAn Wood was established in 2012 on the basis of Kien An - Gia Lai timber manufacturing factory. The main business was producing multi-purpose wooden furniture. By 2012, due to the requirements of development, operational promotion as well as the needs to promote goods consumption, the factory expanded its production scale and operating areas in the Southeast provinces, so Wood factory then converted into an operating model of a Joint Stock Company.

After a period of operation, the Company developed multi-segment businesses, including: Furniture, interior, versatile furniture, fashion textiles, leather shoes, retail and focused on developing distribution channels.

In 2013, the Company merged Journey Men Style fashion brand - a male fashion brand specializing in manufacturing, processing and supplying leather products and accessories for men. After the merger, the Company invested and

continuously expanded the distribution channel for this fashion brand. Target customers of this brand were young customers with middle-high-class income, and concentrated mainly in the Southern Region.

In 2014, with the available financial resources and experience in retail distribution chain management, the Company conducted restructuring and orientated to follow Holding model, focusing on investing in new brands having strong market position. Also in this year, the Company focused on investing in digital media, a relatively new field but a strong support channel for the development of retail systems and an effective channel for branding development of investment Company.

In addition, the Company separated the field of manufacturing, processing leather shoes and garment, and together with its partners established Phuoc Binh Leather Shoes and Garment Industry Co., Ltd. in Phuoc Binh - Dong Nai Industrial Complex. This business was mainly engaged in producing leather shoes, garments for Journey Men Style leather shoes and Umen men's clothing.

In 2015, in order to suit the orientation and operational goals, the Company officially changed its name to Viet Brand Investment Joint Stock Company, operated, and expanded the business segments of digital communication, building retail channel system, and brand investment. The Company focuses the development on three core pillars: Digital communication, Brand investment, and investment in retail channel system.

In 2016, the Company became a public company, the Company completed its management system, information transparency and officially became a Public company on October 12th, 2016.

Regarding business orientation: The Company continues to focus on three main business areas: digital communication, investment in retail channel system and brand investment.

On December 15th, 2016, the Company was issued the Securities Registration Certificate No. 197/2016/GCNCP-VSD by Vietnam Securities Depository (VSD) Center with the registered volume of 3,000,000 shares.

On June 5th, 2018, the Company was approved by the Hanoi Stock Exchange to register for securities trading at the Hanoi Stock Exchange (UPCoM).

June 12th, 2018 was the first trading day of Shares of Viet Brand Invest Joint Stock Company.

In 2019, the Company divested from Phuoc Binh Leather Shoes and Garment Industry Co., Ltd. In the same year, the Company completed the capital injection to VND 200,000,000,000 for investing in New Life Service Trading Company Limited. Moreover, the Company continues to orient itself according to the Holding model.

On December 31st, 2019, the Company was issued the 1st change of Securities Registration Certificate No. 197/2016/GCNCP-VSD-1 by the Vietnam Securities Depository – Ho Chi Minh City Branch with additional registration number of 17,000,000 shares.

February 12th, 2020 was the first trading day for shares subject to change of

trading registration of Shares of Viet Brand Invest Joint Stock Company.

On 24 December 2021, Ho Chi Minh Stock Exchange approved to list shares of Viet Brand Invest Joint Stock Company in Ho Chi Minh Stock Exchange.

On 23 March 2022, the Company established Phu Le Development and Investment Company Limited with the charter capital of VND 1,000,000,000.

- Other events: None

2. Business lines and areas

(a) Business lines

Main business lines during the year of 2024:

- Management consultancy activities (except financial, accounting and legal consultancy);
- Providing Internet services, value-added telecommunication services;
- Trading in telecommunication services.

(b) Business area

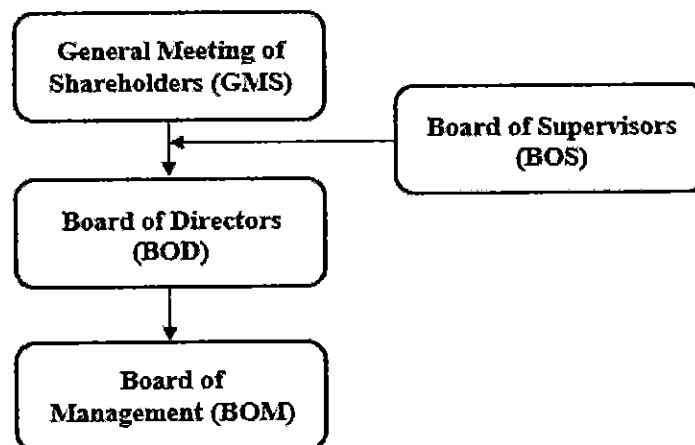
Main business area of the Company during the year of 2024 is Ho Chi Minh City.

3. Information about governance model, business organization, and management structure

(a) Governance model

The Company is organized as a joint stock company in accordance with Article 137.1(a) of Law on Enterprises 2020, with the highest authorities are General Meeting of Shareholders (GMS), Board of Directors (BOD), Board of Supervisors (BOS), and Board of Management (BOM).

(b) Management structure



▪ General Meeting of Shareholders

The GMS is the highest authority of the Company, deciding issues within the duties and rights prescribed by the Company Charter and related laws. The GMS has the following rights and duties:

- ❖ Approve, amending, and supplementing the Company Charter;
- ❖ Approve the Company's development plan, approve financial statements;

- ❖ Annually, approve the reports of the BOD, BOS, and Auditors;
- ❖ Decide number of members of BOD;
- ❖ Elect, dismiss and remove Members of the BOD and BOS;
- ❖ Other rights are stipulated in the Company Charter.

▪ **Board of Directors**

The BOD is the governing body of the Company with 05 members having full authority on behalf of the Company to decide issues related to the purpose and interests of the Company, except those under the authority of the GMS. The BOD has the following rights:

- ❖ Decide the organizational structure and apparatus of the Company;
- ❖ Decide the Company's investment and development strategy on the basis of strategic goals approved by the GMS;
- ❖ Appoint, dismiss, remove and oversee the activities of the BOM;
- ❖ Propose to amend and supplement the Company Charter, annual business situation reports, financial statements, annual settlement, profit distribution plan and development directions, operational development plans and annual budgets submitted to the GMS;
- ❖ Convene, direct the preparation of content and agenda for the GMS;
- ❖ Propose the restructuring or dissolution of the Company;
- ❖ Other rights are stipulated in the Company Charter.

BOD of the Company includes:

- ❖ Ms. Lan, Wan-Chen – Chairman of BOD
- ❖ Ms. Vuong Le Van – Member of BOD
- ❖ Ms. Hoang Nhu Quynh – Member of BOD
- ❖ Ms. Nguyen Thi Trang – Member of BOD
- ❖ Ms. Wang, Gwan-Fang – Independent member of BOD

▪ **Board of Supervisors**

The BOS is elected by the GMS, including 03 members on behalf of shareholders to control all management and business activities of the Company. The BOS is responsible to the GMS and the laws for the work performed in accordance with rights and obligations as follows:

- ❖ Check the Company's accounting records and financial statements, check the reasonableness and legality of the Company's operational and financial activities, check the implementation of resolutions and decisions of the BOD;
- ❖ Submit to the GMS reports on verification of the Company's financial statements, and having the right to present independent opinions on the results of verification of issues related to business activities, activities of the BOD and BOM;

- ❖ Request the BOD to convene an extraordinary GMS when it is deemed necessary;
- ❖ Other rights are stipulated in the Company Charter.

BOS of the Company includes:

- ❖ Ms. Nguyen Thi Thu Trang – Head of BOS
- ❖ Ms. Tsai, Hsiu-Li – Member of BOS
- ❖ Mr. Nguyen Duy Long – Member of BOS

▪ **Board of Management**

The BOM is appointed by the BOD, subject to the supervision of the BOD and responsible to the GMS, BOD and the laws for the implementation of the assigned rights and duties. The BOM is responsible for:

- ❖ Organize and manage all operational activities of the Company according to the resolutions of GMS, decisions of BOD, the Company Charter and compliance with the laws;
- ❖ Build and submit to the BOD regulations of internal management, operational plans, annual and long-term financial plans of the Company;
- ❖ Propose the BOD to appoint, dismiss, commend and discipline the Chief Accountant;
- ❖ Sign and execute contracts according to the provisions of laws;
- ❖ Report to the BOD on the situation of operations, operating results, be responsible to the GMS, BOD, and the laws for the misconducts that caused damage to the Company;
- ❖ Implement the resolutions of the BOD and GMS, the business plan and investment plan of the Company approved by the BOD and GMS;
- ❖ Other rights are stipulated in the Company Charter.

BOM of the Company includes:

- ❖ Ms. Tang, Shu-Chuan – General Director

(c) **Subsidiaries**

New Life Service Trading Company Limited

- Address: 4F Broadway E, No. 2 Bertrand Russell, Tan Phu Ward, District 7, Ho Chi Minh City, Vietnam
- Charter capital: VND 35,300,000,000
- Percentage ownership of Viet Brand Invest Joint Stock Company: 100% of charter capital of New Life Service Trading Company Limited (VND 35,300,000,000)
- Major fields of production and business:
 - ❖ Providing Internet services, value-added telecommunication services;
 - ❖ Trading in telecommunication services.

Phu Le Development and Investment Company Limited

- Address: 4th Floor, Broadway E, No. 2 Bertrand Russell, Tan Phu Ward, District 7, Ho Chi Minh City, Vietnam
- Charter capital: VND 1,000,000,000
- Percentage ownership of Viet Brand Invest Joint Stock Company: 100% of charter capital of Phu Le Development and Investment Company Limited (VND 1,000,000,000)
- Major fields of production and business:
 - ❖ Trading in real estate, land use rights belonging to owners, users or renters.

(d) **Associated companies:** None.

4. Development orientations

(a) Main objectives of the Company

Plan of Viet Brand Invest Joint Stock Company (Viet Brand) for 2024 is to generate VND 65.79 billion in revenue and VND 17.37 billion in profit. 2024 is a difficult year for the Vietnamese economy in particular and the world economy in general, however, the management team still tried to develop and maintain operations under control. As a result, operations at the Company exceeded the set plan, according to the audited 2024 consolidated financial statement, profit reached approximately VND 19.74 billion.

In 2025, the Company aims to be more focused on developing its current code business and, at the same time, to find out more investment opportunities. Knowing that the Covid-19 pandemic and Russia – Ukraine conflict have radically changed our understanding about life in many dimensions such as working, shopping, and social interaction, Viet Brand has prepared to search for the next growth driver in the post-Covid-19 era and economic instability around the world.

In addition, the Company also aims to create jobs and stable income for employees, increase dividends for shareholders, fulfill obligations to the State Budget, actively contribute to the prosperity and development of the society, and continuously develop the Company to be more and more powerful.

(b) Development strategies in medium and long term

The strategic vision in medium and long term of Viet Brand Invest Joint Stock Company is outlined as follows:

- The Company shifts the investment targets in the brands which have better competitive advantage in e-commerce channels in the future;
- Develop brand agent business;
- Introduce small and well-known brand names to consumers will be the new growth engine to help the Company improve profitability and scale of operations;
- Analyze, acquire and develop brand names of essential consumer goods retail businesses, thereby associate the product's brand name with the retailer's brand name, create a good effect for operating results;

- Continue to find and join businesses that are profitable and able to recover well in the current complex economic situation.

(c) **Sustainable development objectives (environment, society, and community) and main program related to short and medium term of the Company**

With the sustainable development objectives, the Company establishes business orientation associated with environmental, social and community objectives in medium and long-term plans. The Company will aim to build an image of a green and environmentally friendly Company. In the process of operational activities, the Company is always interested in and has responsibility to well implement State regulations in the field of environmental protection. In addition, in the near future, the Company will consider and make decisions on the investment in corporate brands in the high-tech sector and in the sector, which causes less environmental pollution.

Besides, being aware of responsibility for society and community, over the years, the Company has participated in economic development activities with local people. At the same time, the Company also actively mobilized all employees to donate to the Central people affected by natural disasters, actively propagated Covid-19 pandemic prevention in the Company and in society.

The above contents are also one of the strategic objectives of the Company in the operational process to contribute to the Company's sustainable and long-term development, at the same time expressing the spirit of mutual love of the nation and raising high awareness and responsibility of employees towards social community.

5. **Risks**

(a) **Economic risks**

Business section in Viet Brand Investment Joint Stock Company is directly influenced from the general growth and development of the economy. When the economic growth is positive, it will be the impetus for the positive development of brand investment in the food, beverage and fashion chains, because at that time the consumers' demand for shopping is increasing. However, when the world economy in general and the Vietnamese economy in particular suffer many fluctuations, it will affect business activities of the Company in particular and the whole industry in general.

Other than the growth speed, the fluctuations of other economic indicators such as: inflation, management policy on interest rate and exchange rate, etc. will also see influence on the business operations of the Company.

Under unpredictable fluctuations in the economic situation, which can unexpectedly affect the business performance of the Company, the BOD and BOM always closely monitor and update continuously the macro-economic situation to take timely measures to limit risks and take advantage of business opportunities during operation.

(b) **Legal risks**

Legal risks are the changes in legal document system that directly or indirectly adjusts the Company operations.

The Company operations are adjusted by legal document system including: Enterprises Law, Securities Law, and related legal documents. Therefore, any change among these laws will directly see influence on stock trading price of the Company.

In order to limit legal risks, the BOD and BOM always understand the provisions of the current legal documents, actively update new documents and regulations, thereby selecting and making business strategies and plans suitable for each period to help the Company achieve the best business performance.

(c) **Other risks**

Other risks (natural disasters, fires, wars, epidemics, etc.), although the likelihood of occurrence is very low, this is the kind of risk entirely possible major impact on the business activities of the Company, causing damage to people, property and other major losses. The BOD and BOM of the Company are always interested and have measures to practice, periodic internal communication to prevent as well as minimize the risk of damage.

II. Business performance in 2024

1. Operational activities

(a) **Consolidated operational results in the year**

Unit: Dong

No.	Items	Actual result in 2024
1	Total Assets	354,781,425,043
2	Owners' Equity	295,876,219,437
3	Net Revenues	24,896,355,359
4	Operating Profit	26,778,556,658
5	Profit Before Tax	26,652,135,659
6	Profit After Tax	19,737,903,181

Source: Consolidated audit financial statements for the fiscal year ended December 31st, 2024

(b) **Implementation compared to the plan**

2024 is a difficult year for the Vietnamese economy in particular and the world economy in general, however, the management team still tried to develop and maintain operations under control. As a result, total revenue in 2024 reached VND 24,896,355,359, which is equal to 37.84% of the year plan (VND 65,790,000,000). Profit After Tax of 2024 reached VND 19,737,903,181, which is equal to 113.66% of the year plan (VND 17,365,000,000). The Owners' Equity of 2024 is VND 295,876,219,437, which is equal to 88.94% of the year plan (VND 332,677,000,000). Profit after tax margin of 2024 reaches 79.28% which is 57.72% higher than the year plan (26.39%).

2. Organization and human resources

(a) List of Board of Management

▪ General Director

Full name : TANG, SHU-CHUAN
Gender : Female
Date of Birth :
Place of Birth : Taiwan (R.O.C)
Passport Number : issued on in Taiwan
Nationality : Taiwanese (R.O.C)
Permanent Address :

Qualifications : Master of Business Administration
Position in Viet Brand : General Director
Number of owned shares :

- Individual ownership: None
- Representative ownership: None

Number of shares owned by related people : None
Loans at the Company : None
Related interests to the Company : None
Remunerations and other benefits received from the Company : Salary and other benefits of General Director in accordance with Company policy

▪ Chief Accountant

Full name : Nguyen Hai Linh
Gender : Female
Date of Birth :
Place of Birth : Vietnam
ID No. : issued on in Police Office
Nationality : Vietnamese
Permanent Address :

Qualifications : Bachelor

Current position in Viet Brand : Chief Accountant

Number of owned shares

- Individual ownership: None
- Representative ownership: None

Number of shares owned by related people

- Quang Thai Development Joint Stock Company (Ms. Nguyen Hai Linh is the legal representative of Quang Thai Development Joint Stock Company): 7,940,350 shares, accounting for 39.70% of charter capital

Loans at the Company : None

Related interests to the Company : None

Remunerations and other benefits received from the Company : Salary and other benefits of Chief Accountant in accordance with Company policy

(b) Changes in Board of Management

In 2024, there is no change in the BOM of Viet Brand Invest Joint Stock Company.

(c) Number of employees, brief on policy and change of policy for employees

▪ **Number of employees in the Company**

- ❖ The quality of human resources is one of the important factors determining the development of the Company, so the Company always aims to build a team of highly qualified employees at the forefront in its development strategy.
- ❖ On 31 December 2024, total number of employees of the Consolidated company (including Parent company and Subsidiary) is 14 people.

▪ **Working mode**

- ❖ In normal working conditions, working time is 40 hours a week, working time one day is 8 hours.
- ❖ Leave, public holidays, New Year holidays, sick leave, and maternity leave: in accordance with regulations of Labor Law.
- ❖ Employees in the Company are fully equipped with the best, the most modern, and comfortable working conditions. Office is spacious, airy, and is fully equipped with tools and equipment to support the work. Employees who are required to be on business trips will be entitled to

working allowances and payment of travel and accommodation expenses as prescribed by laws.

- **Recruiting and training policy**

- ❖ The Company training and recruiting policy must ensure the principle of stable and long-term resource. The Company always facilitates employees to have opportunities for training and developing professional careers in order to build enthusiastic, professional, and ethical employees.
- ❖ Employees with learning demand to improve themselves will be considered and facilitated by the Company in term of time and the Company will support part of the expense as regulated with the basis that the course must serve the Company business operations, employees commit to finish the work assigned and achieve training results as requested.

- **Salary and bonus policy**

- ❖ The Company always develops a salary and bonus policy that is appropriate and competitive regarding to the characteristics of operations of the Company, ensuring that employees are fully entitled to prescribed regimes of the State, and in accordance with the qualification, capacity, and tasks of each person, creating motivation to work hard for employees of the Company, contributing to promoting the operational development of the Company.

- **Insurance and welfare policy**

- ❖ The company participates full social and health insurance policies for employees in accordance with laws, ensuring benefits for employees in enjoying the benefits of Social Insurance. Furthermore, employees can enjoy the Company's welfare program: gifts in holidays, birthday, annual periodic health check-ups, annual periodic traveling, visited when sick; subsidized when in sick leave, maternity leave, or when having troubles, etc.

3. Investment activities, project implementation

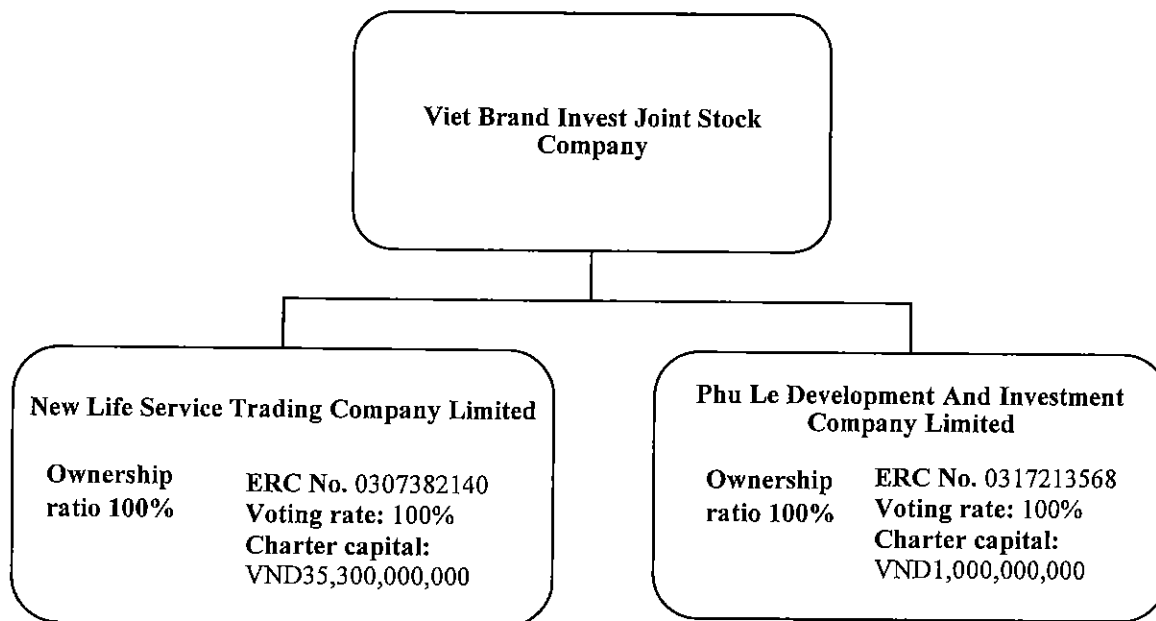
(a) Major investments

In 2024, the Company invested in saving deposits at banks with in the following forms:

- With a term of less than 03 months having a total value of VND 42,000,000,000;
- With a term of more than 03 months and less than 12 months having a total value of VND 111,162,500,000;
- With non-term having a total value of VND 4,266,265,737.

(b) Subsidiaries, associated companies: the Company only has two subsidiaries and does not have any associated company

Summary of operations of subsidiaries:



New Life Service Trading Company Limited

- Address: 4F Broadway E, No. 2 Bertrand Russell, Tan Phu Ward, District 7, Ho Chi Minh City, Vietnam
- Charter capital: VND 35,300,000,000
- Percentage ownership of Viet Brand Invest Joint Stock Company: 100% of charter capital of New Life Service Trading Company Limited (VND 35,300,000,000)
- Major fields of production and business:
 - ❖ Providing Internet services, value-added telecommunication services;
 - ❖ Trading in telecommunication services.

Phu Le Development and Investment Company Limited

- Address: 4th Floor, Broadway E, No. 2 Bertrand Russell, Tan Phu Ward, District 7, Ho Chi Minh City, Vietnam
- Charter capital: VND 1,000,000,000
- Percentage ownership of Viet Brand Invest Joint Stock Company: 100% of charter capital of Phu Le Development and Investment Company Limited (VND 1,000,000,000)
- Major fields of production and business:
 - ❖ Trading in real estate, land use rights belonging to owners, users or renters.

Summary of financial status of subsidiaries:

	Ending balance			Beginning balance		
	Historical cost	Fair value (*)	Provision	Historical cost	Fair value (*)	Provision
Investment in subsidiaries	171,000,000,000	171,000,000,000	-	171,000,000,000	171,000,000,000	-
- New Life Service Trading Co., Ltd. (2)	170,000,000,000	170,000,000,000	-	170,000,000,000	170,000,000,000	-
- Phu Le Development and Investment Co., Ltd. (2)	1,000,000,000	1,000,000,000	-	1,000,000,000	1,000,000,000	-
Total	171,000,000,000	171,000,000,000	-	171,000,000,000	171,000,000,000	-

Source: Notes to the separated financial statements for the fiscal year ended 31 December 2024.

4. Financial situation

(a) Financial situation

Unit: Dong

No.	Items	2023	2024	% Increase, decrease
1	Total Assets	384,081,525,372	354,781,425,043	(7.63%)
2	Net Revenues	53,676,044,563	24,896,355,359	(53.62%)
3	Operating Profit	29,454,458,327	26,778,556,658	(9.08%)
4	Other Profits	11,442,930,053	(126,420,999)	(101.10%)
5	Profit Before Tax	40,897,388,380	26,652,135,659	(34.83%)
6	Profit After Tax	30,982,405,215	19,737,903,181	(36.29%)
7	Dividend Payout Ratio	-	41.72%	41.72%

Note: Dividend payout ratio is calculated based on undistributed profit after tax as of December 31, 2024

Source: Consolidated audit financial statements for the fiscal year ended 31 December 2024

Other figures: None.

(b) Main financial indicators

No.	Indicators	Unit	2023	2024
1	Liquidity Ratio			
1.1	Current Ratio: Current Assets / Current Liabilities	Time	3.44	4.20
1.2	Quick Ratio: (Current Assets - Inventories) / Current Liabilities	Time	3.44	4.20

No.	Indicators	Unit	2023	2024
2	Leverage Ratio			
2.1	Debt / Total Assets Ratio	%	0.18	16.60%
2.2	Debt / Owners' Equity Ratio	%	0.21	19.91%
3	Efficiency Ratio			
3.1	Inventory Turnover: COGS / Average Inventory	Time	0.18	-
3.2	Total Assets Turnover: Net Revenues / Average Total Assets	Time	0.21	0.07
4	Profitability Ratio			
4.1	Profit After Tax / Net Revenues Ratio	%	57.72%	79.28%
4.2	Profit After Tax / Owners' Equity Ratio	%	10.31%	6.45%
4.3	Profit After Tax / Total Assets Ratio	%	8.07%	5.56%
4.4	Operating Profit / Net Revenues Ratio	%	54.87%	107.56%

Source: Consolidated audit financial statements for the fiscal year ended 31 December 2024

5. Shareholders structure, change in the owner's equity

(a) Shares as of 31 December 2024

- Name of shares : Shares of Viet Brand Invest Joint Stock Company
- Type of shares : Ordinary share
- Par value : VND 10,000 (Ten thousand) per share
- Ticker : ABR
- Total number of outstanding shares : 20,000,000 shares
- Number of freely transferable shares : 20,000,000 shares
- Number of shares limited to transfer : 0 share

(b) Shareholders structure

The shareholders structure of the Company as of 25 March 2024 is as follows:

Shareholders structure by ownership type

No.	Shareholders	Number of shares	Ownership ratio (%)
1	Domestic shareholders:	10,275,400	51.38
a	<i>Individual</i>	599,950	3.00

No.	Shareholders	Number of shares	Ownership ratio (%)
<i>b</i>	<i>Organization</i>	9,675,450	48.38
2	Foreign shareholders:	9,724,600	48.62
<i>a</i>	<i>Individual</i>	1,897,700	9.49
<i>b</i>	<i>Organization</i>	7,826,900	39.13
3	Treasury shares	0	0
	TOTAL	20,000,000	100.00

Shareholders structure by ownership ratio

No.	Shareholders	Number of shares	Ownership ratio (%)
1	Major shareholders owning from 5% of share capital:	15,760,350	78.80
<i>a</i>	<i>Domestic</i>	7,940,350	39.70
<i>b</i>	<i>Foreign</i>	7,820,000	39.10
2	Shareholders owning under 5% of share capital:	4,239,650	21.20
<i>a</i>	<i>Domestic</i>	2,335,050	11.68
<i>b</i>	<i>Foreign</i>	1,904,600	9.52
	TOTAL	20,000,000	100.00

- The ratio of State shareholder and other shareholders: there is no State shareholder.

Source: List of shareholders dated 25 March 2024 issued by VSD.

(c) Change in the Owner's Equity

- **Capital injection for the first time: Private share issuance for capital injection from VND 1,000,000,000 up to VND 10,000,000,000**
 - ❖ Issuance time: December 2014
 - ❖ Total issued value: VND 9,000,000,000
 - ❖ Subjects to be offered: Current shareholders
 - ❖ Agency approving the share issuance for capital injection: Report on capital injection to the Department of Planning and Investment of Ho Chi Minh City No. 09/TB.2014 dated December 9th, 2014
- **Capital injection for the second time: Private share issuance for capital injection from VND 10,000,000,000 up to VND 30,000,000,000**
 - ❖ Issuance time: October 2015
 - ❖ Total issued value: VND 20,000,000,000
 - ❖ Subjects to be offered: Current shareholders

- ❖ Agency approving the share issuance for capital injection: Report on capital injection to the Department of Planning and Investment of Ho Chi Minh City No. 23/TB.2015 dated October 19th, 2015
- **Capital injection for the third time: Private share issuance for capital injection from VND 30,000,000,000 up to VND 200,000,000,000**
 - ❖ Issuance time: From 13 November 2019 to 14 November 2019
 - ❖ Total issued value: VND 170,000,000,000
 - ❖ Subjects to be offered: Investors who are organizations and individuals that meet one of the criteria stated in the offering plan approved by the GMS at the GMS Resolution No. 2307/NQ-ĐHĐCĐ.2019 dated July 23rd, 2019
 - ❖ Agency approving the share issuance for capital injection: The State Securities Commission in accordance with Official Letter No. 6875/UBCK-QLKD of the State Securities Commission dated November 13th, 2019 regarding to the private issuance

(d) Transaction of treasury shares: None.

(e) Other securities: None.

6. Environment-Social-Governance (ESG) Report of the Company

6.1. Impact on the environment

Total direct and indirect GHG emission: None (due to Viet Brand is a company operating in the trading and service sector).

Measures and initiatives to reduce GHG emission: None (due to Viet Brand is a company operating in the trading and service sector).

6.2. Management of raw materials

The total amount of raw materials used for the manufacture and packaging of the products as well as services of the organization during the year: None (due to Viet Brand is a company operating in the trading and service sector).

The percentage of materials recycled to produce products and services of the organization: None (due to Viet Brand is a company operating in the trading and service sector).

6.3. Energy consumption

Energy consumption - directly and indirectly: None (due to Viet Brand is a company operating in the trading and service sector).

Energy savings through initiatives of efficiently using energy: None (due to Viet Brand is a company operating in the trading and service sector).

The report on energy saving initiatives (providing products and services to save energy or use renewable energy); report on the results of these initiatives: None (due to Viet Brand is a company operating in the trading and service sector).

6.4. Water consumption (water consumption of business activities in the year)

Water supply and amount of water used: None (due to Viet Brand is a company operating in the trading and service sector).

Percentage and total volume of water recycled and reused: None (due to Viet Brand is a company operating in the trading and service sector).

6.5. Compliance with the law on environmental protection

Number of times the Company is fined for failing to comply with laws and regulations on environment: None.

The total amount to be fined for failing to comply with laws and regulations on the environment: None.

6.6. Policies related to employees

(a) Number of employees and average salaries of employees

- ❖ Number of employees as of December 31st, 2024: 14 people.
- ❖ Average salaries of employees: VND 38,050,518 per employee per month.

(b) Labor policies to ensure health, safety and welfare of employees

- ❖ Employees in the Company are fully equipped with the best, the most modern, and comfortable working conditions. Office is spacious, airy, and is fully equipped with tools and equipment to support the work;
- ❖ Propagating the occupational safety and fire prevention, and at the same time, requiring employees to strictly follow the rules and regulations of the Building and the Company to ensure labor safety and fire prevention;
- ❖ The employees' welfare regime is complied with the Company's regulations and the current Law.

(c) Employee training

- ❖ The average number of training hours per year, according to the employees and classified employees: 1 – 2 days per quarter.
- ❖ The skills development and continuous learning program to support employees to ensure employment and career development: Technician and telecommunication training.

6.7. Report on responsibility for local community

The community investments and other community development activities, including financial assistance to community service: None.

6.8. Report on green capital market activities under the guidance of the SSC: None.

III. Reports and assessments of Board of Management

1. Assessment of business performance

(a) Overview of the Company's operations compared to the plan and business performance in 2024

In 2024 – the assessment is based on Consolidated audit financial statements of Viet Brand Invest Joint Stock Company of 2024 compared to 2023:

- Sales Revenues decreased by 53.62% compared to 2023;
- Profit Before Tax decreased by 34.83% compared to 2023;
- Profit After Tax decreased by 36.29% compared to 2023;

- Total Assets of the Company decreased by 7.63% compared to 2023.

Total revenue in 2024 reached VND 24,896,355,359, which is equal to 37.84% of the year plan (VND 65,790,000,000). Profit After Tax of 2024 reached VND 19,737,903,181, which is equal to 113.66% of the year plan (VND 17,365,000,000). The Owners' Equity of 2024 is VND 295,876,219,437, which is equal to 88.94% of the year plan (VND 332,677,000,000).

It is expected that in 2025, the Company's business activities will be more stable and developed, the results will be more positive.

(b) The Company's achievements

- Well controlling operating costs in 2024;
- Stable financial resources to ensure operational activities of the Company in 2024;
- Improving management procedures to enhance management capacity.

2. Financial situation

(a) Assets situation

Total Assets of the Company as of 31 December 2024 were VND 354,781,425,043, a decrease of 7.63% YoY of 2023, of which, Current Assets accounted for 55.50% and Fixed Assets accounted for 44.50%.

Current Assets increased by VND 22,658,647,322 to VND 196,917,439,315 at the end of 2024, equivalent to an increase of 13.00% compared to 2023.

Fixed Assets decreased by VND 51,958,747,651 to VND 157,863,985,728 at the end of 2024, equivalent to a decrease of 24.76% compared to 2023.

In 2024, regarding the Company's Assets situation, there is an increase of current assets and a decrease of fixed assets.

(b) Liabilities situation

Liabilities of the Company as of 31 December 2024 were VND 58,905,205,606, an decrease of 13.30% of 2023.

In 2024, Current Liabilities recorded VND46,888,600,505, accounting for 79.60% of Liabilities, an decrease of 7.41% of the last year.

Non-current Liabilities recorded VND 12,016,605,101, accounting for 20.40% of Liabilities, a decrease of 30.55% of the last year.

In 2024, due debts shall always be paid by the Company on time and in full according to the contract. The Company had no overdue debts. In the same year, the Company did not have any domestic and foreign loans, so it would not be affected by the exchange rate difference and interest rate difference.

3. Improvements in organization structure, policy, and management

In 2024, the Company will continue to maintain the same organizational structure as the previous year. Each part works quite stably and effectively. Management policies are also maintained with the aim of minimizing costs, thereby contributing to actively supporting the management of the BOM.

4. Future development plans

(a) Brand Investment and Brand Agent

Today, when the Internet has become very popular, consumers tend to shop at e-commerce channels. This makes brand positioning on e-commerce channels a strategy to help these brands gain market share and stay ahead of the competition. The demand for “contactless” convenience shopping is increasing day by day. Therefore, the Company feels quite optimistic about its determination to shift its investment target to brands with better competitive advantages on e-commerce channels in the future.

Difficulties are foreseeable, but potential opportunities are gradually unfolding in many service industries. Faced with the immediate and direct impact of technological advancement, retail businesses are being forced to accelerate restructuring and learn to stay on top of branding in virtual retail channels. The Company thinks this is an extremely good thing to grow our brand agency business. Bringing small and well-known brand names to consumers will be a new growth engine to help the Company improve profits and scale operations beyond expectations.

With in-depth experience in the Vietnamese market and specialty in M&A activities, the Company is confident in analyzing, acquiring, and developing brands of retail essential consumer goods, connecting the product's brand with the retailer's brand, creating a good effect on business results.

Brand Investment and Brand Agency, in the coming years, are expected to bring significant benefits to the Company, helping the Company to be more favorable in the long-term growth momentum. In addition, the Company will continue to seek profitable and sustainable businesses in the current complex economic situation.

(b) Compliance with laws

Compliance with legal regulations is one of the top criteria, a guideline in the orientation of the Company's activities. With the characteristics of a Joint Stock Company operating in the investment industry, the Company's activities are governed by the Enterprise Law, Securities Law, Tax Law, etc... Law system and Vietnamese law, which is still in the process of being perfected, policy changes may occur and when they occur will more or less affect the Company's business operations. Therefore, to adapt and promptly handle problems arising due to changes in Laws and sub-law documents in the future, the Board of Directors of the Company will actively follow up to promptly grasp and oblige to any legal changes in the production and business activities of the Company.

(c) Management and organization works

- Continuing to arrange the organization structure, streamline personnel to increase labor productivity and income for employees.
- Strengthening the training and retraining of employees to meet the sufficient human resources for the Company.
- Building and implementing the work “Corporate culture”.
- Regularly reviewing, adjusting and amending the appropriate regulations, rules and processes.

- Improving leadership and executive capacities of key leaders, strengthening internal solidarity.

(d) Human resources development

- The Company focuses on building a personnel policy and healthy working environment in order to create conditions for employees to best maximize their abilities. Recruitment is done according to a strict process in order to select the right personnel to the given requirements, to ensure a stable, high-quality workforce and meet the requirements of operational activities of the Company. In addition, the Company prioritizes the selection of qualified individuals to meet the needs of expanding the operations.
- Continuing to recruit, review the staffing schedule to ensure that human resources for business activities of the whole corporation system are stable and continuous.
- Continuing to show concern and care for employees, plan programs for the year: health check, sightseeing, travel, gifts for employees on holidays, Tet... additional benefits for employees so that employees can stay for a long time, devoting their energies to the development of the Company.
- Continuing to organize short-term internal training courses to improve professional qualifications, update technologies and new working processes.
- For a team of management employees, the Company will organize training courses to improve knowledge, improve professional skills, approach and apply advanced management methods.

(e) Finance

- Managing and using effectively capital and assets; ensuring financial transparency and disclosure.
- Financial statements are made in strict compliance with the content and time limit prescribed by the State Securities Commission and the Stock Exchange.
- Looking for domestic and foreign partners with strong financial potentials to accompany the Company to quickly develop large-scale and potential projects.

5. Explanation of Board of Management for auditor's opinions: Audit opinion is fully accepted.

6. Assessment report related to environmental and social responsibilities of the Company

- (a) Assessment concerning the environmental indicators (water consumption, energy, emissions, etc.): None (due to Viet Brand is a company operating in the trading and service sector).
- (b) Assessment concerning the employee issues
- Employees working at the Company were guaranteed an income level consistent with the common ground of society and were fully equipped with working equipment.

- The Company paid all kinds of insurance in accordance with the laws for the employees such as: Social insurance, Health insurance and Unemployment insurance.
 - The Company organized periodic health checks for all employees.
- (c) Assessment concerning the corporate responsibility for the local community
- Participating in the Lawrence S.Ting charity walk program organized by Phu My Hung Development Company Limited in coordination with the People's Committee of District 7, District 8, Binh Chanh District and Nha Be District for the purpose of raising funds to support poor people every spring.

IV. Assessments of Board of Directors on performance of the Company

1. Assessments of Board of Directors on performance of the Company, including the assessment related to environmental and social responsibilities

- (a) Consolidated Net Revenues reached VND 24,896,355,359 in 2024, a decrease of 53.62% compared to 2023. Consolidated indicators of profitability such as Profit After Tax/Total Average Equity, Operating Profit/Net Revenues also obtained results, respectively 6.45% and 107.56%.
- (b) In this year, the Company earned Profit After Tax of VND 19,737,903,181, a decrease of 36.29% compared to 2023. This is because the group has transferred part of its main operations in the Phu My Hung area to its partner under the management of the Lease and Business Cooperation Contract from 01 May 2023, resulting in a decrease in revenue and profit after tax compared to the previous year.
- (c) Regarding the environment and society, the Company implemented policies on employees, paid Social insurance, Health insurance and Unemployment insurance in accordance with current regulations. The health of employees was taken care of by organizing periodic health checks. In 2024, the Company was not fined for failing to comply with laws and regulations on the environment. At the same time, the Company successfully completed its responsibilities to the employees and local community.

2. Assessments of Board of Directors on performance of the Company's Board of Management

- (a) Based on the Company Charter, policies, and procedures, the BOD authorizes the BOM to run the daily business activities of the Company and to organize the implementation of strategic decisions in accordance with the business plans and operation directions assigned by the BOD and GMS.
- (b) Through the mechanism of checking, supervising, and reporting quarterly on business performance, daily operational situation of the Company, and ad-hoc reports when required, the BOD evaluates that the BOM have implemented the assigned rights and duties in accordance with prevailing laws, the Company Charter, and Resolutions of the GMS.
- (c) Moreover, the BOD has implemented the assigned rights and responsibilities with care, professionalism, and integrity to ensure the maximum legal benefits of the Company and shareholders. The BOM made a lot of effort to implement the business plans set by the shareholders in the AGMS last year.

- (d) The BOD trusts and will continue to assign the BOM higher targets to gradually bring the Company to achieve more achievements in the upcoming time.

3. Plans, orientations of Board of Directors

In 2024, the Company has made efforts to continue promoting M&A projects, turning investment activities in potential companies into the Company's core activities. This will be an important resource for the Company to develop key industries of its advantage, including the fields of retail and e-commerce. In 2025, the Company will also begin to expand its scope, looking for opportunities from diverse products to diversify its business activities, thereby minimizing risks by specializing in a single business sector.

In the field of financial investment, the Company aims to be a leading investment group by focusing on promoting core business areas from the retail and e-commerce sectors, while diversifying investment in many forms such as joint ventures, partnerships, and mergers and acquisitions. The Company will research and expand potential markets such as real estate or financial investment to create stable business cash flow for the Company. The stock market or other forms of financial investment are channels for the Company to maximize the efficiency of using short-term capital.

To achieve these targets, the BOD implements:

- Direct the analysis, acquisition and development of retail brands of essential consumer goods, thereby aligning the product's brand with the retailer's brand, creating a positive effect on the results of those business activities;
- Direct the development of human resources policies and a healthy working environment to create conditions for employees to maximize their abilities;
- Direct the arrangement of the organizational apparatus and streamline personnel to increase labor productivity and income for workers;
- Focus on finding investment opportunities that do not negatively impact the community and environment;
- Proactively closely monitor to promptly grasp and avoid affecting the Company's production and business activities to promptly adapt and handle problems arising from changes in Laws and its elaboration documents; and
- Try to build and maintain good relationships with media agencies and related organizations, proactively improve coordination and management regulations between the Company and its member units.

V. Corporate governance

1. Board of Directors

(a) Members and structure of Board of Directors

No.	Full name	Position	Number of owned shares		%/ Charter Capital
			Individual	Representative	
1	Lan, Wan-Chen	Chairwoman of BOD	977,300	0	4.89%

No.	Full name	Position	Number of owned shares		%/ Charter Capital
			Individual	Representative	
2	Vuong Le Van	Member of BOD	0	0	0.00%
3	Hoang Nhu Quynh	Member of BOD	100	730,050	3.65%
4	Nguyen Thi Trang	Member of BOD	0	0	0.00%
5	Wang, Gwan-Fang	Independent Member of BOD	0	0	0.00%

Management positions held by each member of the BOD of the Company in other companies are as follows:

No.	Full name	Positions in the Company	Positions in other companies
1	Lan, Wan-Chen	Chairman of BOD	General Director – Phu Thinh Investment Consultant Company Limited
2	Vuong Le Van	Member of BOD	General Director - New Life Service Trading One Member Co., Ltd General Director – Phu The Hung Company Limited
3	Hoang Nhu Quynh	Member of BOD	Director – Vu Thinh Development Company Limited General Director – Hung Thai Development Company Limited
4	Nguyen Thi Trang	Member of BOD	None
5	Wang, Gwan-Fang	Independent Member of BOD	Member of the Board of Supervisors of Phu Hung Securities Corporation Director – Hung Truyen Development Co., Ltd. Director – The Sang Media Co., Ltd.

(b) **Subcommittees under Board of Directors: None.**

(c) **Activities of Board of Directors**

In 2024, BOD held 9 (nine) meetings, specific duties are as follows

No.	Date of BOD meeting	No. of Resolutions/ Decisions	Contents
1	29 January 2024	2901-001/NQ- HĐQT.2024	<ul style="list-style-type: none"> - To approve the Company's business plan in 2024 - To approve the internal audit plan in 2023 according to the internal audit contract

No.	Date of BOD meeting	No. of Resolutions/ Decisions	Contents
			between the Company and ATC Auditing and Valuation Firm.
2	01 March 2024	0103-001/NQ-HĐQT.2024	To approve the record date, the meeting date of AGMS 2024
3	06 March 2024	0603-001/NQ-HĐQT.2024	To approve New Life Service Trading Company Limited 's investment of 2.7 billion VND to purchase open-ended fund of VinaCapital Enhanced Fixed Income Fund (VINACAPITAL – VFF)
4	02 April 2024	0204-001/NQ-HĐQT.2024	<ul style="list-style-type: none"> - To approve Agenda and documents for AGMS of 2024; - To approve the Separate and Consolidated Audit Financial Statements for the year ended 31 December 2023 and submit to AGMS 2024; - To approve the Report of Board of Directors on administration and performance of the Board of Directors and its members in 2023 and submit to AGMS 2024; - To approve the Annual report 2023 and submit to AGMS 2024; - To approve the 2024 Business

No.	Date of BOD meeting	No. of Resolutions/ Decisions	Contents
			<p>plan of the Company and submit to AGMS 2024;</p> <ul style="list-style-type: none"> - To approve the Financial Budget in 2024 and submit to AGMS 2024; - To approve dividend payment for 2023 of the Company from accumulated undistributed after-tax profits until 31 December 2023 with a dividend payment of VND2,000/share; - To approve the dismissal of Ms. Nguyen Thi Hong Thuy from the person in charge of corporate governance and appointment of Ms. Phan Quynh Ngan as the person in charge of corporate governance from 02 April 2024; - To approve the submission to the 2024 AGMS to elect members of the Board of Director for the term 2024-2027; - To approve the submission to the 2024 AGMS to elect members of the Board of Supervisors for the term 2024-2027.
5	26 April 2024	2604-001/NQ-HĐQT.2024	To approve the election of Ms. Lan, Wan-Chen to be the Chairman of BOD for the term

No.	Date of BOD meeting	No. of Resolutions/ Decisions	Contents
			2024-2027.
		2604-002/NQ-HĐQT.2024	To approve the record date for finalizing list of shareholders who receive dividend in cash in 2023, the time and payment cash.
6	16 September 2024	1609-001/NQ-HĐQT.2024	To approve the record date for collecting shareholders' opinions in writing about dividend plan 2024 and document to collect shareholder's opinion in writing.
7	17 October 2024	1710-001/NQ-HĐQT.2024	To approve the interim dividend of 2024 in cash for company's shareholder and record date.
8	24 October 2024	2410-001/NQ-HĐQT.2024	To approve the cancellation of the record date for interim dividend for 2024 in cash.
9	25 October 2024	2510-001/NQ-HĐQT.2024	To approve the payment of remuneration for BOD chairman in 2024.
		2510-002/NQ-HĐQT.2024	To approve the re-appointment of authorized representative of Viet Brand Invest Joint Stock Company at New Life Service Trading Company Limited.

In 2024, the BOD implemented in accordance with right function and mission as regulated by the laws and Company Charter, in details:

- BOD has well supervised the management and administration of Board of Management. In addition to discussing and communicating at periodic meetings, BOD also regularly discusses by phone, email and other media about the strategic situation, results of operational activities and the implementation situation of Resolution of GMS;

- Overall, the supervision of Board of Management generally is maintained systematically and strictly, ensuring the Company's operation to be stable, safe and compliant with the provisions of laws, meeting operational, financial and compliance issues;
 - All management levels have initially made efforts, creativity and proactive in their work towards achieving the plans set out by the GMS for 2024.
- (d) **Activities of independent member of Board of Directors: As regulated in the Company Charter.**
- (e) **List of members of BOD having training certificates on corporate governance. List of members of BOD participating in corporate governance training programs in the year: None.**

2. Board of Supervisors

(a) Members and structure of Board of Supervisors

No.	Full name	Position	Number of owned shares		%/ Charter Capital
			Individual	Representative	
1	Nguyen Thi Thu Trang	Head of BOS	0	0	0.00%
2	Tsai, Hsiu-Li	Member of BOS	872,300	0	4.36%
3	Nguyen Thanh Long	Member of BOS	0	0	0.00%

(b) Activities of Board of Supervisors

In 2024, BOS held 02 (two) meetings, specific duties are as follows:

- To approve the Report of BOS on the Company's business performance and performance of the Board of Directors, General Director in 2023 and submit to the AGMS of 2024;
- To approve the Report of BOS on performance of the Board of Supervisors and its members in 2023 and submit the Report to the AGMS of 2024;
- To approve the list of independent auditing companies for the year 2024 and submit to the AGMS of 2024;
- To review Financial Statements 2023;
- To review Audited Financial Statements for the six-month period ended 30 June 2024;

In 2024, the BOS has implemented in accordance with right function and mission as regulated by the laws and Company Charter, in details:

- Participating adequately in the meetings of the Company BOD, timely understanding the information on executive management situation and business performance of the Company. The BOS timely contributes the opinions on operating direction, the compliance with the Resolutions of the GMS;

- Supervise the compliance of obligations of Viet Brand Invest Joint Stock Company as regulated by the laws (such as tax obligation to the State, Social insurance, Health insurance for employees, and other obligations, etc.);
- Consider the transparency of information disclosure progress to guarantee the rights of shareholders and employees;
- The BOS takes regular meeting twice a year, cooperating with related departments to check on investment and financial activities of the Company. Regularly reminding the Company on periodic report mechanism and information disclosure as regulated by the State Securities Committee.

3. Transactions, remunerations and benefits of Board of Directors, Board of Management and Board of Supervisors

(a) Salary, rewards, remuneration and benefits

- Members of the BOD are entitled to receive remuneration for BOD's work under the status of being a member of BOD. Total remuneration for BOD will be decided by the GMS. This remuneration will be shared for members of BOD as agreed by BOD or equally divided in case of no agreement.
- Total remuneration for members of BOS is determined by the GMS. Members of BOS will also be reimbursed for travel, hotel and other expenses reasonably incurred when they attend meetings of BOS or are related to business operations of the Company.
- In 2024, the Company paid remuneration to the Chairman of the BOD, the total amount of VND180,000,000. Other members of the BOD and BOS do not have remuneration. .

No.	Detail	Position	Salary (VND million)	Rewards structure (%)	Remuneration of 2024 (VND million)	Time to hold the position in 2023
1. BOARD OF DIRECTORS						
1	Lan, Wan-Chen	Chairman of BOD	-	-	180	01/01/2024 – 31/12/2024
2	Vuong Le Van	Member of BOD	-	-	-	01/01/2024 – 31/12/2024
3	Hoang Nhu Quynh	Member of BOD	-	-	-	01/01/2024 – 31/12/2024
4	Nguyen Thi Trang	Member of BOD	-	-	-	01/01/2024 – 31/12/2024
5	Shih Chien Sheng	Independent Member of BOD	-	-	-	01/01/2024 – 23/04/2024
6	Wang, Gwan-Fang	Independent Member of BOD	-	-	-	23/04/2024 – 31/12/2024

No.	Detail	Position	Salary (VND million)	Rewards structure (%)	Remuneration of 2024 (VND million)	Time to hold the position in 2023
2. BOARD OF SUPERVISORS						
1	Nguyen Thi Thu Trang	Head of BOS	-	-	-	01/01/2024 – 31/12/2024
2	Tsai, Hsiu-Li	Member of BOS	-	-	-	01/01/2024 – 31/12/2024
3	Nguyen Duy Long	Member of BOS	-	-	-	01/01/2024 – 31/12/2024
3. BOARD OF MANAGEMENT						
2	Tang, Shu Chuan	General Director	180	-	-	01/01/2024 – 31/12/2024

(b) Share transactions by internal shareholders:

No.	Transaction executor	Relationship with internal persons	Number of shares owned at the beginning of the period		Number of shares owned at the end of the period		Reasons for increasing, decreasing (buying, selling, converting, rewarding, etc.)
			Number of shares	Percentage	Number of shares	Percentage	
1	None						

(c) Contracts or transactions with internal shareholders: None.

(d) Assessment of the implementation of regulations on corporate governance

In 2024, the Company complied with and implemented well the governance in accordance with the law, thus gradually creating confidence for shareholders and employees and as a premise for development in years to come.

VI. Financial statements

1. Auditor's opinions:

"In our opinion, the (consolidated) financial statements referred to above give a true and fair view, in all material respects, of the (consolidated) financial position of the Group as at 31st December 2024, the (consolidated) business results and the (consolidated) cash flows for the fiscal year then ended in conformity with the accounting standards, the prevailing Vietnamese enterprises' accounting regime as well as legal regulations related to the preparation and presentation of the (consolidated) financial statements."

2. Audited financial statements for 2024

(CONSOLIDATED) BALANCE SHEET

As at 31st December 2024

Currency: VND

Code	ASSETS	Notes	Ending balance	Beginning balance
1	2	3	4	5
100	A. CURRENT ASSETS AND SHORT-TERM INVESTMENTS		196,917,439,315	174,258,791,993
110	I. Cash and cash equivalents	V.1	46,274,090,598	3,368,002,514
111	1. Cash		4,274,090,598	2,364,797,035
112	2. Cash equivalents		42,000,000,000	1,003,205,479
120	II. Short-term financial investments		111,162,500,000	129,693,780,971
123	1. Held-to-maturity investments	V.2a	111,162,500,000	129,693,780,971
130	III. Accounts receivable		39,273,843,916	39,640,096,445
131	1. Accounts receivable from customers	V.3	30,495,554,112	35,632,461,126
132	2. Short-term advance payments to suppliers	V.4	50,728,062	88,583,024
135	3. Short-term loan receivables		-	-
136	4. Other short-term receivables	V.5a	13,727,341,598	15,490,751,232
137	5. Allowance for doubtful debts	V.3	(4,999,779,856)	(11,571,698,937)
140	IV. Inventories		-	-
141	1. Inventories		-	-
150	V. Other current assets		207,004,801	1,556,912,063
151	1. Short-term prepaid expenses	V.6a	42,660,688	43,533,044
152	2. VAT deductible		101,031,783	1,450,066,689
153	3. Tax receivables	V.11	63,312,330	63,312,330
155	4. Other current assets		-	-
200	B. FIXED ASSETS AND LONG-TERM INVESTMENTS		157,863,985,728	209,822,733,379
210	I. Long-term receivables		418,435,642	2,283,354,644
216	1. Other long-term receivables	V.5b	418,435,642	2,283,354,644
220	II. Fixed assets		35,630,872	72,653,149
221	1. Tangible fixed assets	V.7	35,630,872	72,653,149
222	- Historical cost		440,300,000	440,300,000
223	- Accumulated depreciation		(404,669,128)	(367,646,851)
230	III. Investment properties		-	-
240	IV. Non-current unfinished assets		-	-
242	1. Construction-in-progress		-	-
250	V. Long-term financial investments	V.2b	121,918,900,000	164,188,500,000
253	1. Investments in other entities		115,818,900,000	107,810,000,000
255	2. Held-to-maturity investments		6,100,000,000	56,378,500,000
260	VI. Other non-current assets		35,491,019,214	43,278,225,586
261	1. Long-term prepaid expenses	V.6b	1,436,364,081	1,662,917,839
262	2. Deferred income tax assets		575,835,388	1,269,037,798
269	3. Goodwill	V.8	33,478,819,745	40,346,269,949
270	TOTAL ASSETS		354,781,425,043	384,081,525,372

Code	RESOURCES	Notes	Ending balance	Beginning balance
1	2	3	4	5
300	C. LIABILITIES		58,905,205.606	67,943,209.116
310	I. Current liabilities		46,888,600.505	50,640,776.335
311	1. Short-term trade payables	V.9	30,520,961.484	33,134,340.993
312	2. Short-term advance payments from customers	V.10	969,899.285	1,141,237.519
313	3. Tax and statutory obligations	V.11	2,125,658.898	2,089,109.622
314	4. Payables to employees		751,421.751	767,259.613
315	5. Short-term accruals	V.12	4,397,988.251	4,625,326.747
318	6. Short-term unearned revenue	V.13a	6,574,288.404	6,407,581.157
319	7. Other short-term payables	V.14a	1,548,382.432	2,475,920.684
330	II. Non-current liabilities		12,016,605.101	17,302,432.781
336	1. Long-term unearned revenue	V.13b	8,320,754.720	13,075,471.700
337	2. Other long-term payables	V.14b	3,695,850.381	4,226,961.081
400	D. OWNERS' EQUITY		295,876,219.437	316,138,316.256
410	I. Capital of the owners	V.15	295,876,219.437	316,138,316.256
411	1. Owners' invested equity		200,000,000.000	200,000,000.000
411a	- Common stocks with voting rights		200,000,000.000	200,000,000.000
411b	- Preferred stocks		-	-
412	2. Surplus of share capital		-	-
414	3. Other capital of the owners		-	-
418	4. Development and investment funds		-	-
420	5. Other funds of the owner's capital		-	-
421	6. Undistributed earnings after tax		95,876,219.437	116,138,316.256
421a	- Accumulated undistributed earnings after tax to the end of previous year		76,138,316.256	85,155,911.041
421b	- Accumulated undistributed earnings after tax in current year		19,737,903.181	30,982,405.215
429	7. Benefits of non-controlling shareholders		-	-
430	II. Other capital, funds		-	-
440	TOTAL RESOURCES		354,781,425.043	384,081,525.372

(CONSOLIDATED) INCOME STATEMENT

For the fiscal year ended 31st December 2024

Currency: VND

Code	ITEMS	Notes	Current year	Previous year
1	2	3	4	5
01	1. Revenues from sale of goods and rendering of services	VI.1	24.896.355.359	53.676.044.563
02	2. Revenue deductions		-	-
10	3. Net revenues from sale of goods and rendering of services		24.896.355.359	53.676.044.563
11	4. Cost of goods sold	VI.2	3.431.879.225	20.413.909.865
20	5. Gross profit from sale of goods and rendering of services		21.464.476.134	33.262.134.698
21	6. Income from financial activities	VI.3	16.264.451.768	21.640.541.369
22	7. Expenses from financial activities		310.296.723	305.218.180
23	- In which: Interest expenses		-	-
24	8. Profit/ Loss in the joint ventures, associates		-	-
25	9. Selling expenses	VI.4	78.223.806	2.417.763.340
26	10. General & administration expenses	VI.5	10.561.850.715	22.725.236.220
30	11. Net profit/(loss) from operating activities		26.778.556.658	29.454.458.327
31	12. Other income	VI.6	300	11.898.765.732
32	13. Other expenses	VI.7	126.421.299	455.835.679
40	14. Other profit		(126.420.999)	11.442.930.053
50	15. Total pre-tax accounting profit		26.652.135.659	40.897.388.380
51	16. Current Corporate Income tax expenses	V.13	6.221.030.068	9.063.271.649
52	17. Deferred Corporate Income tax expenses		693.202.410	851.711.516
60	18. Profit/(loss) after corporate income tax		19.737.903.181	30.982.405.215
61	19. Profit after tax of shareholders of holding company		19.737.903.181	30.982.405.215
62	20. Benefits of non-controlling shareholders		-	-
70	21. Gains on stock	VI.8	987	1.549
71	22. Diluted gains on stock	VI.9	987	1.549

(CONSOLIDATED) CASH FLOW STATEMENT

(As per Indirect Method)

For the fiscal year ended 31st December 2024

Currency: VND

Code	Items	Notes	Current year	Previous year
1	2	3	4	5
	I. CASH FLOWS FROM OPERATING ACTIVITIES			
01	1. Net profit/(loss) before tax	V.11	26.652.135.659	40.897.388.380
	2. Adjustments for:		(15.929.197.598)	(19.663.636.611)
02	- Depreciation and amortisation	V.7;8	6.904.472.481	7.870.208.505
03	- Provisions		(6.571.919.081)	5.240.273.428
04	- (Gains)/Losses of exchange rate differences due to the revaluation of the ending balances in foreign currencies		-	-
05	- (Profit)/ loss from investing activity	VI.3	(16.261.750.998)	(32.774.118.544)
06	- Interest expense		-	-
07	- Other adjustments		-	-
08	3. Operating income/(loss) before changes in working capital		10.722.938.061	21.233.751.769
09	- (Increase)/decrease in receivables		6.699.762.263	19.945.273.277
10	- (Increase)/decrease in inventory		-	349.821.256
11	- Increase/(decrease) in payables (excluding interest payable, CIT payables)		(9.054.977.832)	(17.880.298.450)
12	- Increase/(decrease) in prepaid expenses		227.426.114	463.332.625
13	- Increase/(decrease) in trading securities		-	-
14	- Interest paid		-	-
15	- Corporate income tax (CIT) paid	V.11	(6.204.055.746)	(10.266.564.969)
20	Net cash inflows/(outflows) from operating activities		2.391.092.860	13.845.315.508
	II. CASH FLOWS FROM INVESTING ACTIVITIES			
21	1. Purchase of fixed assets and other long-term assets		-	-
22	2. Proceeds from disposals of fixed assets and other long-term assets		-	25.000.000.000
23	3. Loans to other entities and payments for purchase of debt instruments of other entities		(128.984.000.000)	(214.096.500.000)
24	4. Repayments from borrowers and proceeds from sales of debt instruments of other entities		197.793.780.971	145.345.494.767
25	5. Payments for investments in other entities		(12.700.000.000)	-
26	6. Proceeds from sales of investments in other entities		4.691.100.000	1.607.190.187
27	7. Interest and dividends received		19.714.114.253	10.266.636.169
30	Net cash inflows/(outflows) from investing activities		80.514.995.224	(31.877.178.877)
	III. CASH FLOW FROM FINANCING ACTIVITIES			
31	1. Proceeds from issue of		-	-
36	2. Dividends, gains paid to the owner	V.15	(40.000.000.000)	-
40	Net cash inflows/(outflows) from financing activities		(40.000.000.000)	-
50	Net cash inflows/(outflows) in year (20+30+40)		42.906.088.084	(18.031.863.369)
60	Cash and cash equivalents at the beginning of the year	V.1	3.368.002.514	21.399.865.883
61	Impact of exchange rate fluctuation		-	-
70	Cash and cash equivalents at the end of the year	V.1	46.274.090.598	3.368.002.514

NOTES TO THE (CONSOLIDATED) FINANCIAL STATEMENTS

For the fiscal year ended 31st December 2024

These notes form an integral part of and should be read in conjunction with the (consolidated) Financial Statements for the fiscal year ended 31st December 2024 of Viet Brand Invest Joint Stock Company and 02 subsidiaries (hereafter referred as to "the Group").

I. OPERATION FEATURES

1. Forms of ownership

Viet Brand Invest Joint Stock Company (hereafter referred to as "the Company") is joint stock company.

2. Lines of business

Business lines of the Group is trading and service.

3. Business activities

Some main business activities during year:

- Management consultancy activities (except financial, accounting and legal consultancy);
- Providing Internet services, value-added telecommunications services;
- Trading in telecommunication services.

4. Normal operating cycle

The Group's normal operating cycle is within 12 months.

5. The Group's operations in year affect the (consolidated) financial statements

In previous year, the Group has transferred a part of its main operations in the Phu My Hung area to a third party under the management of the Lease and business cooperation contract from 01st May 2023, leading to revenue from the Group's main operations in current year decreased by 53.62% compared to previous year, leading to this year's profit after corporate income tax decreased by 36.29% compared to previous year.

6. Group structures

Subsidiaries

Number of subsidiaries: 02.

Number of consolidated subsidiaries: 02.

Subsidiaries' information:

No.	Company name	Head office	Main business activities	Ending balance			Beginning balance		
				Ratio of capital contribution	Proportion of voting rights	Proportion of interest	Ratio of capital contribution	Proportion of voting rights	Proportion of interest
1	New Life Service Trading Co., Ltd.	4 th Floor, Broadway E Building, No. 2 Bertrand Russell, Tan Phu ward, district 7, HCMC.	Providing Internet services, value-added telecommunications services. Trading in telecommunications services	100%	100%	100%	100%	100%	100%

No.	Company name	Head office	Main business activities	Ending balance			Beginning balance		
				Ratio of capital contribution	Proportion of voting rights	Proportion of interest	Ratio of capital contribution	Proportion of voting rights	Proportion of interest
2	Phu Le Development and Investment Co., Ltd.	4 th Floor, Broadway E Building, No. 2 Bertrand Russell Street, Tan Phu ward, district 7, HCMC	Trading in real estate, land-use rights of the owners, the users or rental	100%	100%	100%	100%	100%	100%

7. Employees

As at the accounting period ended, there are 14 employees who are working at the Group (there are 15 employees at the beginning of year).

II. ACCOUNTING PERIOD, AND REPORTING CURRENCY

1. The Group's fiscal year

The Group's fiscal year starts on 01st January and ends on 31st December of each calendar year.

2. Reporting currency and methods of foreign currency translation

The currency used in accounting is Vietnam Dong (VND) due to receipts and payments are mainly used in Vietnam Dong (VND).

III. ADOPTED ACCOUNTING REGIME AND STANDARDS

1. Applicable accounting regime

The Group has applied the Accounting Standards and the Vietnamese Corporate Accounting System in accordance with the Circular No. 200/2014/TT-BTC dated 22nd December 2014 and Circular No. 202/2014/TT-BTC dated 22nd December 2014 as well as circulars guidance on implementing the accounting standards of the Ministry of Finance in the preparation of the (consolidated) Financial statements.

2. Statement on the compliance with the Vietnamese accounting regime and standards

The General Director ensures to follow all the requirements of the accounting standards and the Vietnamese Corporate accounting system promulgating together with the Circular No. 200/2014/TT-BTC dated 22nd December 2014 and Circular No. 202/2014/TT-BTC dated 22nd December 2014 as well as circulars guidance on implementing the accounting standards of the Ministry of Finance in the preparation of the (consolidated) Financial statements.

IV. ADOPTED ACCOUNTING POLICIES

1. Basic for preparing the (consolidated) Financial statements

The (consolidated) financial statements include the financial statements of parent company and all subsidiaries. The financial statements of subsidiaries are prepared for the same fiscal year as well as applied the same accounting policies of parent company. Adjusted entries are applied for any different accounting policy in order to ensuring the consistency of parent company and all subsidiaries.

All inter-company balances and transactions, including recognised profits arising from inter-group transactions, have been eliminated in full. Unrealized losses are eliminated in (consolidated) financial statements, except where irrevocable expenses.

Minority interest showed the profit/ loss and net assets which are not held by the Company's shareholders and are presented by a separate item on the (consolidated) Income Statement and the (consolidated) Balance Sheet.

Subsidiaries are (consolidated) since the date of parent Company obtains control and cease to be (consolidated) since the date of parent Company do not obtain control that subsidiary. In case of parent Company has no longer the right of control the subsidiaries, the (consolidated) financial statements will include the period's business result which is still obtained control by parent Company.

The financial statements of subsidiaries subject to business combinations under common control are included in the Company's (consolidated) financial statements in accordance with the book value method of accounting. The financial statements of the other subsidiaries are (consolidated) into the Company's reports under the purchase method whereby assets and liabilities are recorded at fair value at the date of a business combination.

2. Cash and cash equivalents

Cash includes cash on hand, call deposits and cash in transit.

Cash equivalents is the short-term securities of which the due dates can not exceed 3 (three) months from the dates of the investments (with original maturity of less than 3 months) and the convertibility into cash is easy, and which do not have a lot of risks in the conversion into cash.

3. Financial investments

Held-to-maturity investments

The investments are classified as held-to-maturity if the Group has both the ability and the intention to hold to maturity. Held-to-maturity investments include: term deposits (including treasury bills, promissory note) bonds, preferred stocks which the issuance party is obligated to repurchase at a specific time in the future and held-to-maturity loans for the purpose of collecting interest periodically and other held-to-maturity investments.

Principles for determining held-to-maturity investments are initially recognized at the historical costs include purchase price and expenses related to investments transactions. After initial recognition, these investments are recognized at recoverable amount. Interest income on held-to-maturity investments after the date of acquisition are recognized in Income Statement on the basis of accrual. Interest enjoyed before the Group held is deducted against the historical cost as at the date of acquisition.

When there is certainly evidence shows part of or the entire investment may not be recoverable and the loss can be determined reliably, the loss is recognized in Expenses from financial activities in year and direct reduction of investment value.

4. Receivables

Doubtful receivables are presented by book value subtracting the allowance for doubtful debts.

Receivables are classified as trade receivables and other receivables comply with the following principles:

- Trade receivables reflect the commercial elements arising from selling - purchasing transactions between the Group and the buyer is an independent entity, include receivables from export sales under entrusted others.
- Other receivables reflect the non-commercial elements, unrelated to selling - purchasing transactions.

Provisions for doubtful receivables: are prepared for each doubtful debt based on the overdue debts or the estimated losses which may arise.

Increase/Decrease in the balance of provisions for doubtful receivables must be make as at the accounting period ended and are recognized in the general & administration expenses.

5. Inventories

Inventories are recognized at the lower of their historical costs or their net realizable values.

Historical costs of inventories are determined as follows:

Mechandises: including the acquisition cost and other direct related expenses arising to obtain inventory in current status and place.

Net realizable values is the estimated selling price of inventory in normal operating cycle except for the estimated costs to complete and necessary to consume them.

The value of inventories are recognized at the weighted average method for green coffee and robusta coffee and recorded at the perpetual method.

Provision for devaluation of inventory is made for each item based on their costs is higher than their net realizable values. Increase/Decrease in the balance of provision for devaluation of inventory must be made as at the end of the accounting period and are recognized in the cost of goods sold.

6. Prepaid expenses

Prepaid expenses include the actual arising costs but related to the operating results of numerous accounting periods. The Group's prepaid expenses include:

Tools

Expenses on tools being put into use are allocated into expenses in accordance with the straight line method for the maximum period of 36 months.

Long-term prepaid expenses

Land rental for factory building is allocated into expenses in accordance with the straight line method in line with the allocation time of 20 years.

7. Tangible fixed assets

Tangible fixed assets are determined by the historical costs less (-) accumulated depreciation. Historical costs of tangible fixed assets include all the expenses of the company to have these fixed assets as of the dates they are ready to be put into use. Other expenses incurred subsequent to the initial recognition are included in historical costs of fixed assets only if they certainly bring more economic benefits in the future thanks to the use of these assets. Those which do not meet the above conditions will be recorded into expenses during the period.

When tangible fixed assets are disposed or liquidated, their historical costs and accumulated depreciation are written off, then any profit (or loss) generated from the liquidation is included in the income or the expenses during the period.

Tangible fixed assets are depreciated in line with straight-line method to gradually write off the historical costs of fixed assets over their estimated useful lives. The depreciation years of tangible fixed assets applied are as follows:

<u>Kinds of fixed assets</u>	<u>Years</u>
Machinery and equipments	03 - 05
Office equipments	03

8. Liabilities and accruals

Liabilities and accruals are recognized for payable amounts in the future related to the received goods and services. Accruals are recognized based on the reasonable estimates of the payable amounts.

Payables are classified as trade payables, accruals and other payables comply with the following principles:

- Trade payables reflect the commercial elements arising from purchasing transactions of goods, services, assets and the seller is an independent entity, include payables from import by a trustee.
- Accruals reflect the payables to the received goods and services from seller or provided to buyer but not yet paid due to do not have invoice or insufficient accounting records and vouchers and payable to employees on sabbatical salary, operating costs must be accrued.
- Other payables reflect the non-commercial elements, unrelated to selling - purchasing transactions, rendering of services.

9. Owners' equity

Owner's invested equity

Owner's invested equity is recognized according to the shareholders' actual capital.

Surplus of share capital

Surplus of share capital is recognized at differences between issued actual value and the nominal value of stocks when they first issued, supplement issue, differences between re-issued value and the book value of treasury stocks and capital structure of the convertible bonds at maturity. Direct costs related to the issuance of additional stocks and the re-issuance of treasury stocks is reversed on Surplus of share capital.

10. Profit distribution

Profit after corporate income tax is distributed to shareholders after appropriating for funds in accordance with the Company's Charter as well as regulations and being approved by General Meeting of Shareholders.

Distribution of profits to shareholders is considered non-monetary items in undistributed earnings after tax which can affect the cash flows and ability to pay dividends such as profit from revaluation of the contributed assets, revaluation of monetary items, financial instruments and other non-monetary items. Dividends are recorded as liabilities when being approved by General Meeting of Shareholders.

11. Recognition of revenues and income

Revenues are recognized when the Group may get economic benefits that can be determined reliably. Revenues are measured at the fair value of received or receivable accounts after deducting trade discounts, sales discounts and sales returns.

Revenues from rendering of services

Revenues from rendering of services transaction (telephone and internet) are recognized when the result of transaction is determined reliably. Where the service is rendered during numerous periods, revenue in period is recognized based on the results of work completely as at balance sheet date. The results of rendering of services transaction are determined when satisfying all the following conditions:

- Revenue is determined rather reliably;
- Be able to gain economic benefits from the transactions;
- Determining work completely as at Balance Sheet date;
- Determining expenses related to rendering of services.

Interest

Interest is recognized on an accrual basis, and determined on balance of savings accounts and the actual interest rates for each period.

12. Cost of goods sold

Cost of goods sold is total cost of goods, expenses directly of provided services, the depreciation cost of real estate leasing, other expenses are included in the cost of goods.

13. Expenses from financial activities

Expenses from financial activities are the costs related to financial activities include borrowing costs, loss of the short-term securities transfers, transaction costs of selling securities, provision for devaluation of trading securities, provision for loss of investments in other entities.

14. Selling expenses and General & administration expenses

Selling expenses and General & administration expenses are all costs related to the process of selling products, goods, rendering of services and general administration expenses of the Group.

15. Corporate income tax (CIT)

Corporate income tax expenses include current corporate income tax and deferred corporate income tax.

Current corporate income tax

Current corporate income tax expense is recognized based on taxable income. Taxable income is different from accounting profit due to the adjustments of differences between tax and accounting figures as well as those of non-taxable or non-deductible income and expenses.

Corporate income tax (CIT) rate of 20%.

Deferred Corporate income tax

Deferred income tax is the amount of corporate income tax payable or refundable due to temporary differences between book values of assets and liabilities serving the preparation of the financial statements and the values for tax purposes. Deferred income tax liabilities are recognized for all the temporary taxable differences. Deferred income tax assets are recorded only when there is an assurance on the availability of taxable income in the future against which the temporarily deductible differences can be used.

Book values of deferred corporate income tax assets are considered at the balance sheet dates and will be reduced to the rates that ensure enough taxable income against which the benefits from a part of or all of the deferred income tax can be used. Deferred corporate income tax assets are not yet recorded in before that will be reconsidered as at the accounting period ended and recorded when being reliably taxable profit to be able to use deferred income tax assets.

Deferred income tax assets and deferred income tax liabilities are determined at the estimated rates to be applied in the year when the assets are recovered or the liabilities are settled based on the effective tax rates as of the balance sheet date. Deferred income tax is recognized in the income statement. In the case that deferred income tax is related to the items of the owner's equity, corporate income tax will be included in the owner's equity of the company.

Deferred income tax assets and deferred income tax liabilities should be offset when:

- The Company has a legal right to implement the offset of current income tax assets and current income tax payable; and
- Those deferred income tax assets and deferred income tax payable related to corporate income tax is administered by the same tax authority:
 - For the same taxable entity; or
 - The Company intends to pay current income tax payable and current income tax assets on the basis of net or recover assets at the same time with the payment of liabilities in each future period when the significant deferred income tax payable or deferred income tax assets to be paid or recovered.

16. Related parties

A party is considered as a related party of the company in case that party is able to control the company or to cause material effects on the financial decisions as well as the operations of the company. A party is also considered a related party of the company in case that party is under common control or significant influence.

In considering each possible related party relationship, attention is directed to the substance of the relationship, and not merely the legal form.

V. ADDITIONAL INFORMATION FOR ITEMS SHOWN IN THE (CONSOLIDATED) BALANCE SHEET (Currency: VND)

1. Cash and cash equivalents

Details are as follows:

	<u>Ending balance</u>	<u>Beginning balance</u>
- Cash on hand	7,824,861	199,898,861
- Cash at banks	4,266,265,737	2,164,898,174
- Cash equivalents	42,000,000,000	1,003,205,479
Total	46,274,090,598	3,368,002,514

2. Short-term and long-term financial investments

2a. Short-term financial investments

This is the savings accounts at banks with maturity more than 3 months and less than 12 months.

2b. Long-term financial investments

<i>Details are as follows:</i>	<u>Ending balance</u>			<u>Beginning balance</u>		
	Historical cost	Provision	Book value	Historical cost	Provision	Book value
Entrusted investment ⁽¹⁾	115,818,900,000	-	115,818,900,000	107,810,000,000	-	107,810,000,000
Held-to-maturity investments ⁽²⁾	6,100,000,000	-	6,100,000,000	56,378,500,000	-	56,378,500,000
Total	121,918,900,000	-	121,918,900,000	164,188,500,000	-	164,188,500,000

During year, there was no change in the provision for devaluation of the entrusted investment.

⁽¹⁾ This is the trust in Phu Hung Fund Management JSC ("PHFM") under the Portfolio Management Agreement No. 1908/2022/HDUT-PHFM-NL dated 19th August 2022. The trust period is 05 years from 22nd August 2022 (when PHFM receives the first payment of the Entrusted capital) to 22nd August 2027. At the end of each year, the Company determines the bonus for portfolio management activities for Phu Hung Fund Management JSC.

⁽²⁾ This is the savings accounts at banks with maturity more than 12 months.

3. Accounts receivable from customers

Details are as follows:

	<u>Ending balance</u>	<u>Beginning balance</u>
<i>Receivables from related parties</i>	-	-
<i>Receivables from non-related parties</i>	<i>29,913,163,071</i>	<i>35,632,461,126</i>
- ACT Telecommunications JSC	24,676,965,894	23,149,898,515
- Branch of Saigon Posts & Telecommunications Service Joint Stock Corporation - SPT Telecommunications Service Center	2,382,406,205	8,809,851,842
- Receivables from others	3,436,182,013	3,672,710,769
Total	30,495,554,112	35,632,461,126

The movement on allowance for doubtful debts during year is as follows:

	Current year	Previous year
Beginning balance	11,571,698,937	6,331,425,509
Provision during year	-	5,240,273,428
Reversal of provision during year	(6,571,919,081)	-
Ending balance	4,999,779,856	11,571,698,937

4. Short-term advance payments to suppliers

<i>Details are as follows:</i>	Ending balance	Beginning balance
<i>Advance payments to related parties</i>	-	-
<i>Advance payments to non-related parties</i>	50,728,062	38,583,024
- Advance payments to others	50,728,062	38,583,024
Total	50,728,062	38,583,024

5. Other short-term and long-term receivables

5a. Other short-term receivables

<i>Details are as follows:</i>	Ending balance	Beginning balance
<i>Receivables from related parties</i>	-	-
<i>Other receivables</i>	13,727,341,598	15,490,751,232
- Interest on term savings accounts	13,053,607,564	14,654,298,392
- Others	673,734,034	836,452,840
Total	13,727,341,598	15,490,751,232

5b. Other long-term receivables

<i>Details are as follows:</i>	Ending balance	Beginning balance
<i>Receivables from related parties</i>	-	-
<i>Other receivables</i>	418,435,642	2,283,354,644
- Interest on term savings accounts	305,770,682	2,163,089,684
- Advance deposits	112,664,960	116,455,000
Total	418,435,642	2,283,354,644

6. Short-term and long-term prepaid expenses

6a. Short-term prepaid expenses

<i>Details are as follows:</i>	Ending balance	Beginning balance
- Tools in use	42,660,688	43,533,044
Total	42,660,688	43,533,044

The movement on short-term prepaid expenses:

	Current year	Previous year
Beginning balance	43,533,044	182,222,707
Increase during year	833,596,390	833,436,755
Allocation during year	(884,468,746)	(972,126,418)
Ending balance	42,660,688	43,533,044

6b. Long-term prepaid expenses

Details are as follows:

	Ending balance	Beginning balance
- Land rental (*)	1,394,400,000	1,494,000,000
- Tools in use	41,964,081	168,917,839
Total	1,436,364,081	1,662,917,839

(*) This is the land rental under the House rental agreement No. 02/HDTND.2018 dated 25th December 2018 signed by Mrs. Truong Thi Van and her husband (Mr. Pham Hoai Vu) who are the co-owners of the land: Land plot No. 819, map sheet No. 54, An Phu Dong ward, district 12, Ho Chi Minh city. Purpose: using as office. The lease term is 20 years from 01st January 2019 to 31st December 2038.

The movement on long-term prepaid expenses:

	Current year	Previous year
Beginning balance	1,662,917,839	1,987,560,801
Increase during year	44,394,000	-
Allocation during year	(270,947,758)	(324,642,962)
Ending balance	1,436,364,081	1,662,917,839

7. Tangible fixed assets

Items	Machineries & equipments	Office equipments	Total
I. Historical cost			
1. Beginning balance	404,000,000	36,300,000	440,300,000
2. Increase during year			
3. Decrease during year			
4. Ending balance	404,000,000	36,300,000	440,300,000
<i>In which: fully-depreciated but still be used</i>	-	36,300,000	36,300,000
II. Depreciation			
1. Beginning balance	331,346,851	36,300,000	367,646,851
2. Increase during year	37,022,277	-	37,022,277
- Depreciation	37,022,277	-	37,022,277
3. Decrease during year			
4. Ending balance	368,369,128	36,300,000	404,669,128
III. Net book value			
1. Beginning balance	72,653,149	-	72,653,149
2. Ending balance	35,630,872	-	35,630,872

8. Goodwill

Subsidiary	Beginning balance	Increase during year	Allocation during year	Ending balance
- New Life Service Trading Co., Ltd. (*)	40,346,269,949	-	(6,867,450,204)	33,478,819,745
Total	40,346,269,949	-	(6,867,450,204)	33,478,819,745

(*) Value of goodwill is allocated into expenses with an allocation period of 10 years the remaining allocation period of 5 years 4.5 months.

9. Short-term trade payables

<i>Details are as follows:</i>	Ending balance	Beginning balance
<i>Trade payables to related parties</i>	-	-
<i>Trade payables to non-related parties</i>	30,520,961,484	33,134,340,993
- Phu My Hung Development Corporation	25,154,569,475	27,785,974,371
- Other trade payables	5,366,392,009	5,348,366,622
Total	30,520,961,484	33,134,340,993

The Group has no unpaid overdue debts.

10. Short-term advance payments from customers

<i>Details are as follows:</i>	Ending balance	Beginning balance
<i>Advance payments from related parties</i>	-	-
<i>Advance payments from non-related parties</i>	969,899,285	1,141,237,519
- Advance payments from others	969,899,285	1,141,237,519
Total	969,899,285	1,141,237,519

11. Tax and statutory obligations

<i>Details are as follows:</i>	Beginning balance		Arising during year		Ending balance	
	Payable	Receivable	Payable	Actual paid/net-off/refund	Payable	Receivable
- Value added tax (VAT) on local sales	-	62,710,444	6,625,045,573	(6,625,045,573)	-	62,710,444
- Corporate income tax (CIT)	1,932,912,227	-	6,221,030,068	(6,204,055,746)	1,949,886,549	-
- Personal income tax (PIT)	156,197,395	-	637,074,650	(617,499,696)	175,772,349	-
- Others	-	601,886	8,000,000	(8,000,000)	-	601,886
Total	2,089,109,622	63,312,330	13,491,150,291	(13,454,601,015)	2,125,658,898	63,312,330

Value added tax (VAT)

The Group pay value added tax in accordance with deduction method.

Corporate income tax (CIT)

The Group must pay corporate income tax on taxed income at the rate of 20%.

Estimated corporate income tax (CIT) payable during the year is as follows:

Details	Current year	Previous year
Total pre-tax accounting profit	26,652,135,659	40,897,388,380
Increase/ Decrease adjustments of accounting profit to determine profit subject to corporate income tax:		
- Increase adjustments		3,679,808,165
+ Expenses without valid documents	105,564,147	107,606,757
+ Expenses incurred from consolidation	6,867,450,204	6,867,450,204
+ Subsidiary's taxable loss	3,474,382	2,813,784
- Decrease adjustments	(2,523,474,050)	(2,556,087,100)
Taxable income	31,105,150,342	45,319,172,025
Transferred losses from previous years	-	(2,813,784)
Taxed income	31,105,150,342	45,316,358,241
Corporate income tax (CIT) rate	20%	20%
CIT payable on taxed income during year	6,221,030,068	9,063,271,649
Total corporate income tax (CIT) payable during year	6,221,030,068	9,063,271,649

12. Short-term accruals

This is the payable of infrastructure rental.

<i>Details are as follows:</i>	Ending balance	Beginning balance
- Accruals of Phu My Hung infrastructure rental	1,149,402,478	1,340,455,158
- Others	3,248,585,773	3,284,871,589
Total	4,397,988,251	4,625,326,747

13. Short-term and long-term unearned revenue

This is mainly the prepayment of business rights costs from ACT Telecommunications JSC according to the Infrastructure Lease Contract No. 02-2023/NL-HĐ dated 01st April 2024.

14. Other short-term and long-term payables

14a. Other short-term payables

<i>Details are as follows:</i>	Ending balance	Beginning balance
<i>Other payables to related parties</i>	-	-
<i>Other payables to non-related parties</i>	<i>1,548,382,432</i>	<i>2,475,920,684</i>
- Telecommunication Fund ^(*)	1,353,395,681	1,353,395,681
- Others	194,986,751	1,122,525,003
Total	1,548,382,432	2,475,920,684

^(*) This is the Public Utility Telecommunication Services Fund payable to the State Budget.

14b. Other long-term payables

Details are as follows:

	Ending balance	Beginning balance
Other payables to related parties	-	-
Other payables to non-related parties	3,695,850,381	4,226,961,081
- Advance deposits from households	3,695,850,381	4,226,961,081
Total	3,695,850,381	4,226,961,081

15. Owners' equity

15a. The movement of the owners' equity

Items	Owners' invested equity	Undistributed earnings after tax	Benefits of non-controlling shareholders	Total
A	1	2	3	4
<i>For the fiscal year ended 31st December 2023</i>				
As at 01 st January 2023	200,000,000,000	85,155,911,041	-	285,155,911,041
Increase during year	-	30,982,405,215	-	30,982,405,215
- Net profit for the year	-	30,982,405,215	-	30,982,405,215
As at 31 st December 2023	200,000,000,000	116,138,316,256	-	316,138,316,256
<i>For the fiscal year ended 31st December 2024</i>				
As at 01 st January 2024	200,000,000,000	116,138,316,256	-	316,138,316,256
Increase during year	-	19,737,903,181	-	19,737,903,181
- Net profit for the year	-	19,737,903,181	-	19,737,903,181
Decrease during year	-	(40,000,000,000)	-	(40,000,000,000)
- Dividend payment (*)	-	(40,000,000,000)	-	(40,000,000,000)
As at 31 st December 2024	200,000,000,000	95,876,219,437	-	295,876,219,437

(*) Dividends are distributed from the business results of 2023 according to the Resolution of the General Meeting of Shareholders No. 2304/NQ-DHĐCĐ.2024 dated 23rd April 2024 of the Company.

15b. Details of the owners' invested equity

	Ending balance		Beginning balance	
Details are as follows:	Common equity	Proportion (%)	Common equity	Proportion (%)
- Quang Thai Development JSC	79,403,500,000	39.70	79,403,500,000	39.70
- Dong Duc Development Co., Ltd.	49,500,000,000	24.75	49,500,000,000	24.75
- Dong Thinh Development Co., Ltd.	28,700,000,000	14.35	28,700,000,000	14.35
- Other shareholders	42,396,500,000	21.20	42,396,500,000	21.20
Total	200,000,000,000	100.00	200,000,000,000	100.00

Details of the owners' invested equity are updated as at 31st December 2024.

15c. Transactions on capital with owners and distribution of dividends and profit

	<u>Current year</u>	<u>Previous year</u>
- Owners' invested equity		
+ Beginning balance	200,000,000,000	200,000,000,000
+ Increase in year	-	-
+ Decrease in year	-	-
+ Ending balance	200,000,000,000	200,000,000,000
- Dividends and profit already divided	40,000,000,000	-

15d. Stocks

	<u>Ending balance</u>	<u>Beginning balance</u>
Number of stocks being registered to issue		
Number of stocks already issued / public offering	20,000,000	20,000,000
- Common stocks	20,000,000	20,000,000
- Preferred stocks (type is classified as owners' equity)	-	-
Number of buy-back stocks	-	-
- Common stocks	-	-
- Preferred stocks	-	-
Number of outstanding stocks	20,000,000	20,000,000
- Common stocks	20,000,000	20,000,000
- Preferred stocks	-	-

Nominal value of outstanding stocks: 10,000 VND/stock.

16. Off-balance sheet items

16a. Lease commitment

The future minimum lease payments under non-cancellable operating lease were:

	<u>Ending balance</u>	<u>Beginning balance</u>
- Within one year	154,725,120	127,590,144
- From 02 years to 05 years	-	-
Total	154,725,120	127,590,144

16b. Foreign currencies

	<u>Ending balance</u>	<u>Beginning balance</u>
USD	109.03	109.03

VI. ADDITIONAL INFORMATION FOR ITEMS SHOWN IN THE (CONSOLIDATED) INCOME STATEMENTS (Currency: VND)

1. Revenues from sale of goods and rendering of services

Details are as follows:

	<u>Current year</u>	<u>Previous year</u>
- Rendering of services	24,896,355,359	53,676,044,563
Total	24,896,355,359	53,676,044,563

2. Cost of goods sold

Details are as follows:

	<u>Current year</u>	<u>Previous year</u>
- Services provided	3,431,879,225	20,413,909,865
Total	3,431,879,225	20,413,909,865

3. **Income from financial activities**

Details are as follows:

	Current year	Previous year
- Interest on cash in banks	11,271,561,271	15,726,619,101
- Distribution profit from trust investment	4,990,189,727	5,911,865,573
- Others	2,700,770	2,056,695
Total	16,264,451,768	21,640,541,369

4. **Selling expenses**

Details are as follows:

	Current year	Previous year
- Wage and salary	-	2,034,512,410
- Outsourcing expenses	74,757,142	287,419,992
- Others	3,466,664	95,830,938
Total	78,223,806	2,417,763,340

5. **General & administration expenses**

Details are as follows:

	Current year	Previous year
- Wage and salary	6,392,487,021	6,801,150,946
- Allocation of goodwill	6,867,450,204	6,867,450,204
- (Reversal)/Allowance for doubtful debts	(6,571,919,081)	5,240,273,428
- Outsourcing expenses	2,274,954,836	2,168,566,151
- Others	1,598,877,735	1,647,795,491
Total	10,561,850,715	22,725,236,220

6. **Other income**

Details are as follows:

	Current year	Previous year
- Income from liquidation of fixed assets	-	11,691,435,570
+ Collection from liquidation of fixed assets	-	25,500,000,000
+ Residual value of liquidated fixed assets	-	(13,808,564,430)
- Others	300	207,330,162
Total	300	11,898,765,732

7. **Other expenses**

Details are as follows:

	Current year	Previous year
- Others	126,421,299	455,835,679
Total	126,421,299	455,835,679

8. Gains on stock

	Current year	Previous year
Accounting profit after Corporate income tax	19,737,903,181	30,982,405,215
Increase and decrease adjustments of accounting profit to determine profit or loss is allocated for shareholders holding common stock:		
- Benefits of non-controlling shareholders	-	-
Profit to calculate gains on stock	19,737,903,181	30,982,405,215
Average outstanding common stock during year (stock)	20,000,000	20,000,000
Gains on stock (VND/stock)	987	1,549

9. Diluted gains on stock

	Current year	Previous year
Accounting profit after Corporate income tax	19,737,903,181	30,982,405,215
Increase and decrease adjustments of accounting profit to determine profit or loss is allocated for shareholders holding common stock:		
- Benefits of non-controlling shareholders	-	-
Profit to calculate gains on stock	19,737,903,181	30,982,405,215
Average outstanding common stock during year (stock)	20,000,000	20,000,000
Diluted gains on stock (VND/stock)	987	1,549

10. Expenses from operating activities by nature

	Current year	Previous year
- Raw materials and supplies	3,421,450,649	19,422,151,564
- Wage and salary	6,392,487,021	8,835,663,356
- Depreciation of fixed assets	37,022,277	1,002,758,301
- Allocation of goodwill	6,867,450,204	6,867,450,204
- Outsourcing expenses and others	2,349,711,978	2,564,768,425
- Others	1,596,607,850	6,864,117,575
Total	20,664,729,979	45,556,909,425

VII. OTHER INFORMATION (Currency: VND)

1. Transactions and balances with related parties

Transactions and balances with members of key management, individuals related to members of key management (including the Board of Directors, the Supervisory Board and the General Director)

Income of members of key management ⁽⁷⁾:

	<u>Current year</u>	<u>Previous year</u>
<i>Wage, salary and remuneration</i>	<i>425,000,000</i>	<i>367,250,000</i>
- Ms. Lan, Wan-Chen (General Director, dismissed on 03 rd April 2023)	-	46,500,000
- Ms. Lan, Wan-Chen (Chairperson, appointed on 04 th May 2023)	180,000,000	122,250,000
- Ms. Tang, Shu Chuan (General Director, appointed on 03 rd April 2023)	180,000,000	133,500,000
- Ms. Hoang Thi Ngoc Diep (Chairperson, dismissed on 26 th April 2023)	-	-
- Ms. Vuong Le Van (member of the BOD)	-	-
- Ms. Hoang Nhu Quynh (member of the BOD)	-	-
- Ms. Nguyen Thi Trang (member of the BOD)	-	-
- Ms. Wang, Gwan-Fang (member of the BOD, appointed 23 th April 2024)	-	-
- Mr. Shih Chien Sheng (member of the BOD, dismissed on 23 th April 2024)	-	-
- Other members of key management	65,000,000	65,000,000
Dividends	-	-
Total	<u>425,000,000</u>	<u>367,250,000</u>

2. Return on equity (ROE)

	<u>Current year</u>	<u>Previous year</u>
Profit/(loss) after corporate income tax	19,737,903,181	30,982,405,215
Beginning balance of Capital of the owners	316,138,316,256	285,155,911,041
Ending balance Capital of the owners	295,876,219,437	316,138,316,257
Average of Capital of the owners	<u>306,007,267,847</u>	<u>300,647,113,649</u>
Return on equity (ROE)	<u>6.45%</u>	<u>10.31%</u>

3. Segment Reporting

3.1 Segment reporting is presented according to the business field

During year, the main revenue-generating activity is providing telecommunications services

Current year

Lines of business	Net revenues from sale of goods and rendering of services	Cost of goods sold	Gross profit from sale of goods and rendering of services
Rendering of services	24,896,355,359	3,431,879,225	21,464,476,134
Total	24,896,355,359	3,431,879,225	21,464,476,134



Previous year

Lines of business	Net revenues from sale of goods and rendering of services	Cost of goods sold	Gross profit from sale of goods and rendering of services
Rendering of services	53,676,044,563	20,413,909,865	33,262,134,698
Total	53,676,044,563	20,413,909,865	33,262,134,698

3.2 *Segment reporting is presented according to geography*

In year, whole revenue generating activities of the Company take place only in the territory of Vietnam.

4. **Subsequent events**

The Group's the (consolidated) financial statements for the fiscal year ended 31st December 2024 would not be seriously affected by any important items, transactions, or any extraordinary events from 31st December 2024 to the date of this Report, which would require any adjustments to the figures or disclosures in the (consolidated) financial statements.

5. **Going-concern assumption**

There is not any other events after the accounting period ended to the date of this report which affect the going-concern assumption of the Group.

**CONFIRMATION BY THE
COMPANY'S LEGAL
REPRESENTATIVE**

(Signature, full name and seal)



LI CHEN, WAN-CHEN
Chairman of Board of Directors

Số/ No.: 1803-004/TTr-HĐQT.2025

TP. Hồ Chí Minh, ngày 18 tháng 03 năm 2025

Ho Chi Minh City, dated 18 March 2025

**TỜ TRÌNH ĐẠI HỘI ĐỒNG CỔ ĐÔNG
THƯỜNG NIÊN NĂM 2025
SUBMISSION TO ANNUAL GENERAL
MEETING OF SHAREHOLDERS OF 2025**

V/v: Thông qua Kế hoạch kinh doanh của Công Ty năm 2025

Re: To approve the 2025 Business plan of the Company

Căn cứ/ Pursuant to:

- Luật chứng khoán số 54/2019/QH14 ngày 26/11/2019;
Law on Securities No. 54/2019/QH14 dated 26 November 2019;
- Luật doanh nghiệp số 59/2020/QH14 ngày 17/06/2020;
Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;
- Điều lệ Công Ty Cổ Phần Đầu Tư Nhãn Hiệu Việt (“**Nhãn Hiệu Việt**” hoặc “**Công Ty**”).
*Charter of Viet Brand Invest Joint Stock Company (“**Viet Brand**” or “**Company**”).*

Hội Đồng Quản Trị Công ty Cổ phần Đầu tư Nhãn hiệu Việt kính trình Đại Hội Đồng Cổ Đông thông qua Kế hoạch kinh doanh của Công Ty năm 2025.

Board of Directors of Viet Brand Invest Joint Stock Company would like to propose to Annual General Meeting of Shareholders to approve the 2025 Business plan of the Company.

I. KẾ HOẠCH KINH DOANH

BUSINESS PLAN

1. Hoạt động kinh doanh cốt lõi

Core business strategy

Duy trì sự phát triển ổn định bằng cách tìm động lực tăng trưởng mới thông qua M&A

đã được chứng minh là một chiến lược hợp lý của ABR. Trong đại dịch Covid-19, hoạt động mở rộng kinh doanh trước đây của Công ty đã thành công trong việc hóa giải tác động của đại dịch bằng cách đóng góp doanh thu và lợi nhuận ổn định và không ngừng.

Maintaining a steady development, by finding new growth momentum via M&A, has been proved a sensible strategy for ABR. During the Covid-19 pandemic, the Company's previous business expansion has successfully neutralized the impact of the pandemic by contributing a stable and incessant revenue and profit.

Năm 2025, Công ty sẽ tiếp tục hoạt động theo mô hình Holding với 01 công ty mẹ và nhiều công ty con. Trong đó công ty mẹ sẽ (i) Không trực tiếp tham vào hoạt động kinh doanh, chỉ quản lý phần vốn tại công ty con; (ii) Chịu trách nhiệm chính trong việc tìm kiếm và thu mua các thương hiệu. Các lĩnh vực kinh doanh chính của Công ty bao gồm 02 nhóm:

In 2025, the Company will continue to operate under the Holding model with 01 parent company and many subsidiaries. In which, the parent company will (i) Not directly participate in business activities, only manage the capital part in the subsidiary; (ii) Main responsibility for finding and acquiring brands. The Company's main business fields include 02 groups:

- Hoạt động đầu tư nhãn hiệu và Đại lý thương hiệu;

Brand investment and brand agency activities;

- Hoạt động kinh doanh viễn thông.

Trading in telecommunication services.

Hiện nay Công ty đang tạm giảm các hoạt động đầu tư nhãn hiệu do ảnh hưởng của dịch bệnh. Tuy nhiên Công ty vẫn luôn sẵn sàng và chủ động tìm kiếm cơ hội đầu tư vào các thương hiệu có tính cạnh tranh cao và ít chịu ảnh hưởng của chu kỳ kinh tế nhằm hướng tới sự tăng trưởng bền vững trong tương lai.

Currently, the Company is temporarily reducing brand investment activities due to the impact of the pandemic. However, the Company is always ready and proactive to seek investment opportunities with a highly competitive advantage and less affected by the economic cycle to achieve sustainable growth in the future.

Về hoạt động viễn thông của Công ty, thông qua các hợp đồng kinh doanh với các Nhà cung cấp dịch vụ viễn thông hàng đầu tại Việt Nam, các công ty con đang cung cấp các sản phẩm dịch vụ chính sau đây:

Regarding the Company's telecommunications activities, through business contracts with leading telecommunications service providers in Vietnam, the subsidiaries are providing the following main products and services:

- Dịch vụ cho thuê hạ tầng;

Infrastructure lease;

- Dịch vụ Internet;

Internet services'

Hiện tại, địa bàn kinh doanh chính của New Life, Công ty sở hữu 100% vốn, là tại Khu đô thị mới Phú Mỹ Hưng và vùng phụ cận. Trong đó, Khu đô thị mới Phú Mỹ Hưng là địa bàn kinh doanh chính.

Currently, New Life's main business area, 100% owned by the ABR, is in Phu My Hung New Urban Area and surrounding areas, in which Phu My Hung New Urban Area is the main business area. In 2024, the Company will continue to support New Life to enhance its service quality and broaden its service territory.

2. Định hướng phát triển chung

New business opportunities

Trong năm 2024, Ban Điều Hành đã nỗ lực trong việc tiếp tục đẩy mạnh các dự án M&A, biến hoạt động đầu tư vào các công ty tiềm năng thành hoạt động cốt lõi của ABR. Đây sẽ là nguồn lực quan trọng để Công ty có thể phát triển các ngành nghề mũi nhọn thuộc lợi thế của mình, bao gồm các lĩnh vực bán lẻ, thương mại điện tử. Biết rằng đại dịch Covid-19 và xung đột Nga - Ukraine đã thay đổi phần lớn hiểu biết của chúng ta về cuộc sống ở nhiều khía cạnh như làm việc, mua sắm và tương tác xã hội, hay thói quen người tiêu dùng, Công ty đã chuẩn bị kỹ càng về nguồn lực để tìm kiếm động lực tăng trưởng tiếp theo trong thời kỳ hậu Covid-19 và kinh tế không ổn định trên toàn thế giới. Trong năm 2025, ABR cũng sẽ bắt đầu mở rộng phạm vi, tìm kiếm các cơ hội từ nhiều mặt hàng đa dạng hơn nhằm đa dạng hóa hoạt động kinh doanh, từ đó giảm thiểu rủi ro bởi sự chuyên môn hóa vào đơn lĩnh vực kinh doanh.

In 2024, the Board of Management made great efforts in promoting M&A projects, turning investment in potential companies into ABR's core activities. This will be an important resource for the Company to develop key industries of its advantage, including retail and e-commerce. Knowing that the Covid-19 pandemic has changed most of our understanding of life in many aspects such as working, shopping and social interaction, or consumer habits, the Company has carefully prepared resources to find the next growth engine in the post-Covid-19 era. At present, ABR will also begin to expand its scope, seeking opportunities from a wider range of products to diversify its business activities, thereby reducing risks by specializing in business areas.

Đối với lĩnh vực đầu tư tài chính, Công ty hướng tới vị thế tập đoàn đầu tư hàng đầu bằng cách tập trung phát huy các lĩnh vực kinh doanh cốt lõi từ lĩnh vực bán lẻ và thương mại điện tử, đồng thời đa dạng hóa đầu tư bằng nhiều hình thức như liên doanh, liên kết và mua bán – sáp nhập. Ban Điều Hành sẽ nghiên cứu và tiến hành mở rộng thêm các thị trường tiềm năng như bất động sản hay đầu tư tài chính nhằm tạo dòng tiền kinh doanh ổn định cho Công ty. Thị trường chứng khoán hay các hình thức đầu tư tài chính khác là các kênh để ABR tối đa hóa hiệu quả sử dụng nguồn vốn ngắn hạn.

In the field of financial investment, the Company aims to become an investment group leading by focusing on promoting core business areas from retail and e-commerce, while at the same time diversifying investment in many forms such as joint ventures, associations, and mergers and acquisitions. The Board of Management will research and expand potential markets such as real estate or financial investment to create stable business cash flow for the Company. The Stock Market will be the channel for ABR to maximize the efficiency of short-

term capital.

Từ đầu năm 2021 đến gần cuối năm 2022, nền kinh tế sau chịu ảnh hưởng rất nặng nề từ đại dịch Covid-19, lại bước sang thời kỳ lạm phát khiến cho nhiều doanh nghiệp không thể tái hoạt động bình thường sau khi giãn cách xã hội được nới lỏng. Tuy nhiên, đây chính là cơ hội cho các doanh nghiệp chú trọng việc đầu tư, mở rộng lĩnh vực kinh doanh, và có tiềm lực, mua cổ phần với chi phí hợp lý và có cơ hội sinh lời lớn khi các doanh nghiệp này gia tăng hiệu quả hoạt động một khi nền kinh tế Việt Nam trở nên ổn định hơn. Với những khó khăn khi rủi ro dịch bệnh, lạm phát tăng, lãi suất tăng đã tác động đến hầu hết các hoạt động kinh doanh không chỉ của riêng Công ty mà còn cả những đối tác trực tiếp cũng như toàn thị trường. Mặc dù vậy, Công ty cũng đã kịp thời bước những bước đi vững chắc, tạo nên tảng quan trọng cho đà tăng trưởng trong tương lai.

From the beginning of 2021 till the end of 2022, the following economy was heavily affected by the Covid-19 pandemic, and entered a period of inflation that made many businesses unable to resume normal operations after social distancing is eased. However, this is an opportunity for businesses, which focus on investing, expanding their business areas, and have the potential, to buy shares at a reasonable price, and have great profit opportunities when these businesses expand and increase operational efficiency once Vietnam's economy becomes more stable. With the difficulties of pandemic risks, rising inflation and rising interest rates, it has affected most of the business activities not only of the Company but also of its direct partners as well as the whole market. However, the Company has also promptly taken firm steps, creating an important foundation for future growth momentum.

II. CÁCH THỨC THỰC HIỆN

IMPLEMENTATION MEASURES

1. Đầu tư nhãn hiệu và Đại lý thương hiệu

Brand Investment & Brand Agent

Ngày nay, khi mạng Internet đã rất phổ biến, người tiêu dùng có xu hướng tìm kiếm mua sắm tại các kênh thương mại điện tử. Điều này khiến việc định vị thương hiệu trên các kênh thương mại điện tử đang trở thành chiến lược để giúp các thương hiệu này giành được thị phần và đi trước so với đối thủ cạnh tranh. Nhu cầu cho sự mua sắm tiện lợi theo hướng “không có sự tiếp xúc” đang ngày càng gia tăng. Do đó, Công ty cảm thấy khá lạc quan trước quyết tâm chuyển mục tiêu đầu tư vào các nhãn hiệu có lợi thế cạnh tranh tốt hơn trên các kênh thương mại điện tử trong tương lai.

Today, when the Internet has become very popular, consumers tend to shop at e-commerce channels. This makes brand positioning on e-commerce channels a strategy to help these brands gain market share and stay ahead of the competition. The demand for “contactless” convenience shopping is increasing day by day. Therefore, the Company feels quite optimistic about its determination to shift its investment target to brands with better competitive advantages on e-commerce channels in the future.

Khó khăn là điều có thể nhìn thấy trước, nhưng cơ hội tiềm năng đang dần hé mở trong nhiều ngành dịch vụ là rất dồi dào. Khi đối mặt với tác động trực tiếp và tức thời từ sự tiên tiến của công nghệ, các doanh nghiệp bán lẻ đang buộc phải đẩy nhanh quá trình tái cấu

trúc và học cách đứng vững trên việc xây dựng thương hiệu trong các kênh bán lẻ ảo. Chúng tôi nghĩ rằng đây là một điều cực kỳ tốt để phát triển hoạt động kinh doanh đại lý thương hiệu của chúng tôi. Việc đưa các tên thương hiệu nhỏ lẻ cũng như nổi tiếng đến với người tiêu dùng sẽ là động lực tăng trưởng mới giúp Công ty nâng cao lợi nhuận và quy mô hoạt động ngoài mong đợi.

Difficulties are foreseeable, but potential opportunities are gradually unfolding in many service industries. Faced with the immediate and direct impact of technological advancement, retail businesses are being forced to accelerate restructuring and learn to stay on top of branding in virtual retail channels. The Company thinks this is an extremely good thing to grow our brand agency business. Bringing small and well-known brand names to consumers will be a new growth engine to help the Company improve profits and scale operations beyond expectations.

Với kinh nghiệm dày dặn tại thị trường Việt Nam cùng với sự chuyên nghiệp hóa trong hoạt động M&A, Công ty tự tin trong việc phân tích, mua lại và phát triển các nhãn hiệu doanh nghiệp bán lẻ hàng tiêu dùng thiết yếu, từ đó gắn kết thương hiệu của sản phẩm với thương hiệu của nhà bán lẻ, tạo nên hiệu ứng tốt cho kết quả hoạt động kinh doanh.

With in-depth experience in the Vietnamese market and specialty in M&A activities, the Company is confident in analyzing, acquiring, and developing brands of retail essential consumer goods, connecting the product's brand with the retailer's brand, creating a good effect on business results.

Đầu tư nhãn hiệu và Đại lý thương hiệu, trong những năm tới được kỳ vọng sẽ mang lại nguồn lợi đáng kể cho Công ty, giúp Công ty thuận lợi hơn trên đà tăng trưởng dài hạn. Bên cạnh đó, Công ty vẫn sẽ tiếp tục tìm kiếm và gia nhập các doanh nghiệp có lợi nhuận và có khả năng hồi phục tốt trong tình hình kinh tế phức tạp hiện nay.

Brand Investment and Brand Agency, in the coming years, are expected to bring significant benefits to the Company, helping the Company to be more favorable in the long-term growth momentum. In addition, the Company will continue to seek profitable and sustainable businesses in the current complex economic situation.

2. Nhân sự và vận hành

Human resources & operation

Công ty chú trọng việc xây dựng chính sách nhân sự và môi trường làm việc lành mạnh nhằm tạo điều kiện cho người lao động có thể phát huy tốt nhất khả năng của mình. Công tác tuyển dụng được thực hiện theo quy trình chặt chẽ nhằm tuyển chọn nhân sự đúng yêu cầu đưa ra, đảm bảo lực lượng lao động ổn định, chất lượng cao và đáp ứng yêu cầu hoạt động sản xuất kinh doanh của Công ty. Bên cạnh đó, Công ty ưu tiên tuyển chọn những cá nhân có năng lực, đáp ứng nhu cầu mở rộng sản xuất kinh doanh. Kế hoạch nhân sự cho năm 2025 của ABR cụ thể như sau:

The Company focuses on building human resource policies and a healthy working environment to create conditions for employees to bring out their best. Recruitment is carried out according to a strict process to select the right personnel according to the given requirements, to ensure a stable, high-quality workforce, and to meet the requirements for production and business activities. In addition, the Company prioritizes selecting capable

individuals to meet the needs of expanding production and business. ABR's staffing plan for 2025 is as follows:

- Tiếp tục tuyển dụng, rà soát định biên nhân sự đảm bảo nhân lực cho hoạt động kinh doanh của toàn hệ thống tập đoàn được ổn định, liên tục;

Continue to recruit, review the staffing schedule to ensure that human resources for business activities of the whole corporation system are stable and continuous;

- Tiếp tục thể hiện sự quan tâm chăm sóc đến người lao động, lên kế hoạch cho các chương trình trong năm: khám sức khỏe, tham quan, du lịch, quà tặng cho người lao động vào các dịp lễ, tết... đề xuất thêm những phúc lợi cho người lao động để người lao động có thể gắn bó lâu dài, cống hiến năng lực cho sự phát triển của công ty;

Continue to show concern and care for employees, plan programs for the year: health check, sightseeing, travel, gifts for employees on holidays, Tet... additional benefits for employees so that employees can stay for a long time, devoting their energies to the development of the Company;

- Tổ chức các khóa đào tạo nội bộ ngắn hạn nhằm nâng cao trình độ chuyên môn, cập nhật công nghệ, quy trình làm việc mới;

Organize short-term internal training courses to improve professional qualifications, update technology and new working processes;

- Đối với đội ngũ cán bộ quản lý, Công ty sẽ tổ chức khóa đào tạo nâng cao kiến thức, trau dồi kỹ năng chuyên môn, tiếp cận và ứng dụng các phương pháp quản lý tiên tiến.

For the management staff, the Company will organize a training course to improve knowledge and hone professional skills, approach and apply advanced management methods.

3. Quản lý và công tác tổ chức

Management & organization works

Công ty sẽ chủ động sắp xếp bộ máy tổ chức, tinh gọn nhân sự để tăng năng suất lao động và thu nhập cho người lao động. Đồng thời Công ty sẽ cố gắng tăng cường công tác đào tạo lại cán bộ nhằm đáp ứng đủ chất lượng nguồn nhân lực, xây dựng và tổ chức thực hiện công tác “Văn hóa doanh nghiệp”. Các cấp bậc quản lý sẽ thường xuyên rà soát, điều chỉnh, sửa đổi các quy định, quy chế, quy trình phù hợp, và nâng cao năng lực lãnh đạo, điều hành của cán bộ lãnh đạo chủ chốt, tăng cường công tác đoàn kết nội bộ.

The Company will proactively arrange the organizational structure, streamline personnel to increase labor productivity and income for employees. At the same time, the Company will try to strengthen the retraining of staff to meet the quality of human resources, build and organize the implementation of "Corporate culture". Management levels will regularly review, adjust and amend relevant regulations and processes to improve the leadership and administration capacity of key leaders, strengthening their work and internal solidarity.

4. Trách nhiệm với cộng đồng và môi trường

Responsibility to the community and the environment

Công ty luôn chú trọng việc phát triển bền vững và luôn tin rằng hoạt động kinh doanh đi kèm trách nhiệm với cộng đồng và môi trường chính là nền tảng cho một sự phát triển bền vững của bất cứ doanh nghiệp nào.

The Company always focuses on sustainable development and always believes that business activities with a responsibility to the community and the environment are the foundation for the sustainable development of any enterprise.

Chúng tôi hiểu rằng mang lại giá trị cho cộng đồng và môi trường sống chính là đích đến cuối cùng của không chỉ Công ty mà còn của bất kì doanh nghiệp nào. Bởi vậy, trong kế hoạch phát triển của Công ty, chúng tôi sẽ tập trung vào việc tìm kiếm các cơ hội đầu tư mà không gây ảnh hưởng tiêu cực đến cộng đồng và môi trường, hứa hẹn sẽ đem lại sự phát triển bền vững lâu dài cho Công ty.

ABR understands that bringing value to the community and the living environment is the ultimate destination of not only the Company but also any other enterprise. Therefore, the development plan of the Company will focus on finding investment opportunities that do not negatively affect the community and the environment, promising to bring in sustainable development in the long-term for the Company.

5. Tuân thủ pháp luật

Compliance with laws

Tuân thủ quy định pháp luật là một trong những tiêu chí hàng đầu, là kim chỉ nam trong việc định hướng hoạt động của Công ty. Với những đặc thù của Công ty cổ phần hoạt động trong ngành đầu tư, những hoạt động của Công ty đều chịu sự điều chỉnh của Luật Doanh nghiệp, Luật Chứng khoán, Luật Thuế, v.v.... Hệ thống luật và các văn bản dưới luật của Việt Nam vẫn đang trong quá trình hoàn thiện, sự thay đổi về chính sách có thể xảy ra và khi xảy ra sẽ ít nhiều ảnh hưởng đến tình hình hoạt động kinh doanh của Công ty. Đặc biệt, Ban Lãnh đạo Công ty luôn chủ động sát sao theo dõi nhằm nắm bắt kịp thời và tránh làm ảnh hưởng đến hoạt động sản xuất kinh doanh của Công ty để thích nghi và xử lý kịp thời các vấn đề phát sinh do sự thay đổi các Luật và văn bản dưới Luật trong tương lai.

Compliance with legal regulations is one of the top criteria, a guideline in the orientation of the Company's activities. With the characteristics of a Joint Stock Company operating in the investment industry, the Company's activities are governed by the Law on Enterprises, Law on Securities, Law on Tax, etc. Vietnamese system of law and sub-law documents are still in the process of being perfected, policy changes may occur and this will more or less affect the Company's business operations. In particular, the Board of Directors of the Company will actively follow up to promptly grasp and oblige to any legal changes in the production and business activities of the Company to adapt and promptly handle problems arising due to changes in law and sub-law documents in the future.

6. Truyền thông báo chí

Press communication

Công ty sẽ cố gắng xây dựng và duy trì mối quan hệ tốt với các cơ quan báo đài và các tổ chức có liên quan. Ngoài ra, triển khai các chương trình truyền thông chiến lược và

theo sự kiện: công bố kết quả kinh doanh, đại hội cổ đông thường niên, sự kiện tài trợ, hợp tác chiến lược cũng sẽ được chú trọng hơn. Bên cạnh đó, Công ty sẽ chủ động hoàn thiện quy chế phối hợp và quản lý giữa Công ty và các đơn vị thành viên.

The Company will strive to build and maintain good relationships with relevant media agencies and organizations. In addition, the Company will implement strategic and event-based communication programs such as business result announcements, annual general meetings of shareholders, sponsorship events, and strategic co-operations. Furthermore, the Company will actively improve coordination and management regulations between the Company and its member units.

III. KẾ HOẠCH NGÂN SÁCH

BUDGET PLAN

Trong năm 2025, ABR đặt ra các mục tiêu kinh doanh cơ bản (hợp nhất) như sau:

In 2025, ABR sets the following basic (consolidated) business targets:

Hạng mục <i>Items</i>	Năm 2024 <i>Year 2024</i> (Triệu đồng) <i>(VND: Million)</i>	Kế hoạch 2025 <i>Plan for 2025</i> (Triệu đồng) <i>(VND: Million)</i>
Doanh thu thuần/ Net revenue	26.704	81.369
Lợi nhuận sau thuế/ Profit after tax	17.959	18.641
Vốn chủ sở hữu/ Owner's equity	294.097	312.738
Biên lợi nhuận ròng/ Profit margin	67,25%	22,9%
ROE	5,89%	6,14%

Các dự báo đều cho rằng kinh tế thế giới và Việt Nam năm 2025 vẫn còn đầy rẫy sự khó khăn, tốc độ phát triển của các nước có thể bị chậm lại. Trong những thời điểm kinh tế thế giới và Việt Nam có nhiều rủi ro từ suy thoái kinh tế toàn cầu, chiến tranh, lạm phát,... như thời điểm này, để ABR đạt được những mục tiêu tăng trưởng đề ra, cần phải có sự nỗ lực từ ban lãnh đạo, nhân viên cũng như đường lối chính sách hoạt động hợp lý, hiệu quả.

It is forecasted that the world and Vietnam's economies in 2025 is still full of difficulties, the development speed of countries may be slowed down. In times when the world economy and Vietnam have many risks from global economic recession, war, inflation, etc., in order for ABR to achieve its growth targets, it is necessary to have efforts from leadership, staff as well as reasonable and effective operating policies.

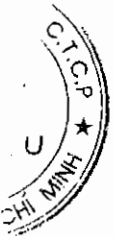
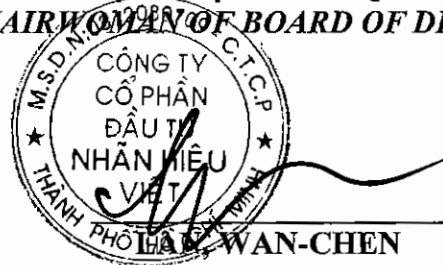
Hội Đồng Quản Trị kính trình Đại Hội Đồng Cổ Đông thường niên năm 2025 xem xét thông qua.

Board of Directors would like to propose to Annual General Meeting of Shareholders of 2025 to consider to approve.

Trân trọng.

Best regards.

**TM. HỘI ĐỒNG QUẢN TRỊ/
ON BEHALF OF BOARD OF DIRECTORS
CHỦ TỊCH HỘI ĐỒNG QUẢN TRỊ/
CHAIRMAN OF BOARD OF DIRECTORS**



**CÔNG TY CỔ PHẦN ĐẦU TƯ
NHÃN HIỆU VIỆT
VIET BRAND INVEST
JOINT STOCK COMPANY**

**CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập – Tự do – Hạnh phúc
SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness**

Số/ No.: 1803-005/TTr-HĐQT.2025

TP. Hồ Chí Minh, ngày 18 tháng 03 năm 2025

Ho Chi Minh City, dated 18 March 2025

**TỜ TRÌNH ĐẠI HỘI ĐỒNG CỔ ĐÔNG
THƯỜNG NIÊN NĂM 2025
SUBMISSION TO ANNUAL GENERAL
MEETING OF SHAREHOLDERS OF 2025**

V/v: Dự toán ngân sách tài chính năm 2025

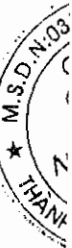
Re: To approve the Financial Budget in 2025

Căn cứ/ Pursuant to:

- Luật chứng khoán số 54/2019/QH14 ngày 26/11/2019;
Law on Securities No. 54/2019/QH14 dated 26 November 2019;
- Luật doanh nghiệp số 59/2020/QH14 ngày 17/06/2020;
Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;
- Điều lệ Công Ty Cổ Phần Đầu Tư Nhãn Hiệu Việt (“**Nhãn Hiệu Việt**” hoặc “**Công Ty**”).
*Charter of Viet Brand Invest Joint Stock Company (“**Viet Brand**” or “**Company**”).*

Trên cơ sở đánh giá tình hình thực tế của nền kinh tế và vị thế của Công Ty trong lĩnh vực đầu tư, Hội đồng quản trị Công ty Cổ Phần Đầu Tư Nhãn Hiệu Việt kính trình Đại hội đồng cổ đông Dự toán ngân sách tài chính năm 2025 như sau:

Based on the assessment of the actual situation of the economy and position of the Company in the investment sector, the Board of Directors of Viet Brand Invest Joint Stock Company would like to propose to General Meeting of Shareholders the Financial Budget in 2025, as follows:



Đơn vị tính: triệu VND/ Unit: million VND

Chỉ tiêu <i>Items</i>	Kế hoạch năm 2025 <i>Plan of 2025</i>
Tổng doanh thu <i>Total Revenues</i>	81.369
Tổng chi phí <i>Total Expenses</i>	58.068
Lợi nhuận kế toán trước thuế <i>Profit Before Tax</i>	23.301
Lợi nhuận kế toán sau thuế <i>Profit After Tax</i>	18.641
Thù lao HĐQT và BKS <i>Remuneration of the BOD and BOS</i>	180
Lương nhân sự chủ chốt <i>Salary of Key personnel</i>	245

Năm 2024, kinh tế Việt Nam vẫn kiên cường trước các điều kiện kinh tế vĩ mô bất lợi. GDP của Việt Nam có dấu hiệu hồi phục dần. Năm 2025, các dự báo đều cho rằng kinh tế thế giới và Việt Nam vẫn còn đầy rẫy sự khó khăn, tốc độ phát triển của các nước có thể bị chậm lại. Trong những thời điểm kinh tế thế giới và Việt Nam có nhiều rủi ro từ suy thoái kinh tế toàn cầu, chiến tranh, lạm phát,... như thời điểm này, để Công Ty đạt được những mục tiêu tăng trưởng đề ra, cần phải có sự nỗ lực từ ban lãnh đạo, nhân viên cũng như đường lối chính sách hoạt động hợp lý, hiệu quả. Công Ty sẽ duy trì sự phát triển ổn định bằng cách tìm động lực tăng trưởng mới thông qua M&A, tiếp tục đẩy mạnh các dự án M&A, biến hoạt động đầu tư vào các công ty tiềm năng thành hoạt động cốt lõi của Công Ty.

Despite facing numerous challenges in 2024 due to unfavorable global macro-economic conditions, Vietnam's GDP showed signs of a gradual recovery. In 2025, it is forecasted that the world and Vietnam's economies is still full of difficulties, the development speed of countries may be slowed down. In times when the world economy and Vietnam have many risks from global economic recession, war, inflation, etc., in order for the Company to achieve its growth targets, it is necessary to have efforts from leadership, staff as well as reasonable and effective operating policies. The Company will maintain a steady development, by finding new growth momentum via M&A, continue to promote M&A projects, turn investment in potential companies into the Company's core activities.

Ban lãnh đạo cũng như toàn thể nhân viên Công Ty quyết tâm cố gắng đạt được kế hoạch đề ra.

Board of Directors as well as all employees of the Company are determined to achieve the plan.

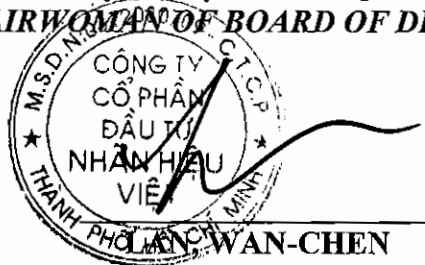
Hội Đồng Quản Trị kính trình Đại Hội Đồng Cổ Đông thường niên năm 2025 xem xét thông qua.

Board of Directors would like to propose to Annual General Meeting of Shareholders of 2025 to consider to approve.

Trân trọng.

Best regards.

**TM. HỘI ĐỒNG QUẢN TRỊ/
ON BEHALF OF BOARD OF DIRECTORS
CHỦ TỊCH HỘI ĐỒNG QUẢN TRỊ/
CHAIRMAN OF BOARD OF DIRECTORS**



080709
CÔNG TY
CỔ PHẦN
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NHÂN HẬU
VIỆT
NAM

Phụ lục 1-Dự báo doanh thu và chi phí hợp nhất 2025/Appendix 1 - Consolidated revenue and expenses forecast 2025

(Đơn vị/Unit: Triệu đồng/Million dong)

Chi tiêu <i>Items</i>	Tháng 1 <i>Jan</i>	Tháng 2 <i>Feb</i>	Tháng 3 <i>March</i>	Tháng 4 <i>April</i>	Tháng 5 <i>May</i>	Tháng 6 <i>June</i>	Tháng 7 <i>July</i>	Tháng 8 <i>Aug</i>	Tháng 9 <i>Sep</i>	Tháng 10 <i>Oct</i>	Tháng 11 <i>Nov</i>	Tháng 12 <i>Dec</i>	Tổng cộng <i>Total</i>
TỔNG DOANH THU TOTAL REVENUE	7.365	7.220	6.839	6.871	6.858	6.704	6.689	6.666	6.641	6.560	6.479	6.477	81.369
1. Doanh thu bán hàng và cung cấp dịch vụ <i>Revenue from selling goods and providing services</i>	5.746	5.750	5.756	5.763	5.766	5.767	5.766	5.765	5.766	5.765	5.766	5.768	69.145
2. Doanh thu tài chính <i>Financial Revenue</i>	1.595	1.447	1.060	1.085	1.069	913	900	877	852	773	690	686	11.948
3. Doanh thu khác <i>Other Revenue</i>	23	23	23	23	23	23	23	23	23	23	23	23	276
TỔNG CHI PHÍ TOTAL EXPENSES	4.826	4.825	4.833	4.839	4.843	4.844	4.843	4.843	4.843	4.842	4.843	4.845	58.068
1. Chi phí bán hàng và cung cấp dịch vụ <i>Expense of selling goods and providing services</i>	3.857	3.861	3.867	3.874	3.876	3.878	3.877	3.876	3.877	3.875	3.877	3.878	46.472

2. Chi phí tài chính <i>Financial expense</i>	29	27	29	28	29	29	29	29	29	30	29	30	29	30	30	347
3. Chi phí quản lý doanh nghiệp <i>Management expense</i>	881	878	878	878	878	878	878	878	878	878	877	877	877	877	877	10.533
4. Chi phí khác <i>Other expenses</i>	60	60	60	60	60	60	60	60	60	60	60	60	60	60	60	716
LỢI NHUẬN HÀNG THÁNG TRƯỚC THUẾ TNDN/ (LỖ) <i>MONTHLY PROFIT/ (LOSS) BEFORE TAX</i>	2.539	2.396	2.006	2.032	2.015	1.860	1.846	1.823	1.799	1.719	1.637	1.632	23.301			
Thuế TNDN (20%) <i>PIT (20%)</i>	508	479	401	406	403	372	369	365	360	344	327	326	4.660			
LỢI NHUẬN HÀNG THÁNG SAU THUẾ/ (LỖ) <i>MONTHLY PROFIT/ (LOSS) AFTER TAX</i>	2.031	1.916	1.605	1.625	1.612	1.488	1.477	1.458	1.439	1.375	1.309	1.305	18.641			

Phụ lục 2: Kế hoạch chi trả thù lao và chi phí hoạt động của thành viên HĐQT, thành viên BKS năm 2025

Appendix 2: Plan for payment of remuneration and operating expenses of members of BOD and members of BOS in 2025

Kế hoạch chi trả thù lao và chi phí hoạt động của thành viên Hội đồng quản trị, thành viên Ban Kiểm soát năm 2025 như sau:

Plan for payment of remuneration and operating expenses of members of BOD and members of BOS in 2025 are as follows:

- 1.1. Tổng mức thù lao thành viên Hội đồng quản trị và thành viên Ban Kiểm soát năm 2025 là: 180.000.000 VND, trong đó:

Total of remuneration of members of BOD and members of BOS in 2025 is VND180,000,000, of which:

- Chủ tịch Hội đồng quản trị: Tổng thù lao năm 2025 là 180.000.000 VND.

Chairman of BOD: Total remuneration in 2025 is VND180,000,000.

- Thành viên Hội đồng quản trị: Không chi trả thù lao.

Members of BOD: No remuneration payment.

- Trưởng ban kiểm soát: Không chi trả thù lao.

Head of BOS: No remuneration payment.

- Thành viên Ban kiểm soát: Không chi trả thù lao.

Members of BOS: No remuneration payment.

- 1.2. Chi phí hoạt động của HĐQT, BKS năm 2025: Chi phí công vụ (gồm, chi phí đi lại, ăn, nghỉ thuê khách sạn, công cụ/phương tiện làm việc, hoạt động đối ngoại...) và các chi phí hợp lý khác để thực hiện nhiệm vụ được giao thực hiện theo quy định nội bộ của Công Ty.

Operating expenses of BOD and BOS in 2025: Public service expenses (including travel expenses, meals, accommodation, hotel rentals, working tools/vehicles, external activities...) and other reasonable expenses to perform the assigned tasks in accordance with the internal regulations of the Company.

**CÔNG TY CỔ PHẦN ĐẦU TƯ
NHÃN HIỆU VIỆT**
**VIET BRAND INVEST
JOINT STOCK COMPANY**

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập – Tự do – Hạnh phúc
SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Số/ No.: 1803-006/TTr-HĐQT.2025

TP. Hồ Chí Minh, ngày 18 tháng 03 năm 2025

Ho Chi Minh City, dated 18 March 2025

TỜ TRÌNH ĐẠI HỘI ĐỒNG CỔ ĐÔNG
THƯỜNG NIÊN NĂM 2025
SUBMISSION TO ANNUAL GENERAL
MEETING OF SHAREHOLDERS OF 2025

V/v: Phê duyệt việc hủy kế hoạch chi trả cổ tức theo Nghị quyết số 1710/NQ-ĐHĐCĐ.2024 ngày 17/10/2024, và phê duyệt việc chi trả cổ tức năm 2024

Re: *To approve the cancellation of dividend payment plan under Resolution No. 1710/NQ-DHDCD.2024 dated 17 October 2024, and to approve the dividend payment for 2024*

Căn cứ/ Pursuant to:

- Luật chứng khoán số 54/2019/QH14 ngày 26/11/2019;
Law on Securities No. 54/2019/QH14 dated 26 November 2019;
- Luật doanh nghiệp số 59/2020/QH14 ngày 17/06/2020;
Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;
- Điều lệ Công Ty Cổ Phần Đầu Tư Nhãn Hiệu Việt (“**Nhãn Hiệu Việt**” hoặc “**Công Ty**”).

*Charter of Viet Brand Invest Joint Stock Company (“**Viet Brand**” or “**Company**”).*

Căn cứ kết quả hoạt động kinh doanh và tình hình thực tế, Hội Đồng Quản Trị Công Ty Cổ Phần Đầu Tư Nhãn Hiệu Việt kính trình Đại Hội Đồng Cổ Đông thông qua các nội dung dưới đây:

Based on the business performance and the actual situation, Board of Directors of Viet Brand Invest Joint Stock Company would like to propose to General Meeting of Shareholders to approve the following contents:

1. Hội Đồng Quản Trị đề xuất hủy kế hoạch chi trả cổ tức năm 2024 bằng tiền đã thông qua bởi Đại hội đồng cổ đông theo Nghị quyết số 1710/NQ-ĐHĐCĐ ngày 17 tháng 10 năm 2024.

Board of Directors propose to cancel the plan for dividend payment in cash for 2024 which was approved by the General Meeting of Shareholders under Resolution No. 1710/NQ-DHDCD dated 17 October 2024.

2. Hội Đồng Quản Trị đề xuất thực hiện chi trả cổ tức năm 2024 bằng tiền từ lợi nhuận sau thuế chưa phân phối lũy kế đến ngày 31/12/2024 với mức cổ tức là 2.000 đồng/cổ phiếu. Đối tượng được nhận cổ tức: Các cổ đông có tên trong sổ cổ đông của Công Ty tại ngày chốt danh sách cổ đông để thực hiện quyền nhận cổ tức bằng tiền.

Board of Directors propose to pay dividends in cash for 2024 from the accumulated undistributed after-tax profit as of 31 December 2024 with a dividend payment of VND2,000/share. Subjects eligible to receive dividends: Shareholders whose names are in the Company's register of shareholders at the record date to receive dividends in cash.

3. Đề xuất Đại Hội Đồng Cổ Đông phê duyệt việc ủy quyền cho Hội Đồng Quản Trị, (i) quyết định ngày chốt danh sách cổ đông nhận cổ tức và ngày chi trả cổ tức theo Phương án nêu trên của Đại Hội Đồng Cổ Đông; (ii) lập danh sách cổ đông được nhận cổ tức, xác định mức cổ tức được trả, thời hạn, hình thức trả và (iii) thực hiện tất cả các công việc, thủ tục cần thiết khác để hoàn tất phương án chi trả cổ tức nêu trên, phù hợp với quy định của pháp luật.

Board of Directors propose that the General Meeting of Shareholders approve the authorization for the Board of Directors to, (i) decide on the record date and the date of dividend payment according to the above plan of the General Meeting of Shareholders; (ii) prepare a list of shareholders eligible to receive dividends, determine the amount of dividends to be paid, time and method of payment, and (iii) carry out all other necessary tasks and procedures to complete the above dividend payment plan in accordance with the provisions of law.

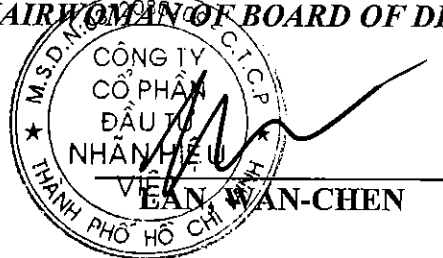
Hội Đồng Quản Trị kính trình Đại Hội Đồng Cổ Đông thường niên năm 2025 xem xét thông qua.

Board of Directors would like to propose to Annual General Meeting of Shareholders of 2025 to consider to approve.

Trân trọng.

Best regards.

**TM. HỘI ĐỒNG QUẢN TRỊ/
ON BEHALF OF BOARD OF DIRECTORS
CHỦ TỊCH HỘI ĐỒNG QUẢN TRỊ/
CHAIRMAN OF BOARD OF DIRECTORS**



**CÔNG TY CỔ PHẦN ĐẦU TƯ
NHÃN HIỆU VIỆT
VIET BRAND INVEST
JOINT STOCK COMPANY**

**CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập – Tự do – Hạnh phúc
SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness**

Số/ No.: 1803-007/TTr-HĐQT.2025

TP. Hồ Chí Minh, ngày 18 tháng 03 năm 2025

Ho Chi Minh City, dated 18 March 2025

**TỜ TRÌNH ĐẠI HỘI ĐỒNG CỔ ĐÔNG
THƯỜNG NIÊN NĂM 2025
SUBMISSION TO ANNUAL GENERAL
MEETING OF SHAREHOLDERS OF 2025**

V/v: Phê duyệt việc thay đổi địa chỉ trụ sở chính của Công Ty và sửa đổi Điều lệ của Công Ty

Re: *To approve the change of the Company's headquarters address and the amendment to the Company's Charter*

Căn cứ/ Pursuant to:

- Luật chứng khoán số 54/2019/QH14 ngày 26/11/2019;
Securities Law No. 54/2019/QH14 on 26 November 2019;
- Luật doanh nghiệp số 59/2020/QH14 ngày 17/06/2020;
Enterprise Law No. 59/2020/QH14 on 17 June 2020;
- Nghị định số 155/2020/NĐ-CP ngày 31/12/2020;
Decree No. 155/2020/NĐ-CP on 31 December 2020;
- Điều lệ Công ty Cổ phần Đầu tư Nhãn hiệu Việt (“Nhãn Hiệu Việt”).
Charter of Viet Brand Invest Joint Stock Company (“Viet Brand”).

Hội Đồng Quản Trị Công ty Cổ phần Đầu tư Nhãn Hiệu Việt kính trình Đại Hội Đồng Cổ Đông thông qua các vấn đề sau:

Board of Directors of Viet Brand Invest Joint Stock Company would like to propose to Annual General Meeting of Shareholders to approve the following issues:

1. Thông qua việc thay đổi địa chỉ trụ sở chính của Công Ty

To approve the change of the Company's headquarters address



Địa chỉ hiện tại: Tầng 4, Tòa nhà Broadway E, số 2 Bertrand Russell, Phường Tân Phú, Quận 7, Thành phố Hồ Chí Minh, Việt Nam.

Current address: 4th Floor, Broadway E Building, No. 2 Bertrand Russell, Tan Phu Ward, District 7, Ho Chi Minh City, Vietnam.

Địa chỉ mới: Tầng 4, Tòa nhà Crescent Residence 3, 109 Tôn Dật Tiên, Phường Tân Phú, Quận 7, Thành phố Hồ Chí Minh, Việt Nam.

New address: Floor 4, Crescent Residence 3 Building, 109 Ton Dat Tien, Tan Phu Ward, District 7, Ho Chi Minh City, Vietnam.

2. Thông qua việc sửa đổi Điều lệ của Công Ty

To approve the amendment to the Company's Charter

Hội Đồng Quản Trị Công ty Cổ phần Đầu tư Nhãn Hiệu Việt kính trình Đại Hội Đồng Cổ Đông thông qua việc sửa đổi Điều lệ của Công Ty. Tóm tắt các đề xuất sửa đổi, bổ sung Điều lệ và dự thảo Điều lệ sửa đổi được đính kèm theo tờ trình này.

Board of Directors of Viet Brand Invest Joint Stock Company would like to propose to Annual General Meeting of Shareholders to amendment to the Company's Charter. Summary of proposals for amendments and supplements to the Charter and the draft amended Charter are attached hereto.

3. Ủy quyền cho Hội Đồng Quản Trị và Tổng Giám đốc thực hiện các thủ tục liên quan theo quy định của pháp luật.

To authorize Board of Directors and General Director to implement related procedures in accordance with regulation of laws.

Hội Đồng Quản Trị kính trình Đại Hội Đồng Cổ Đông thường niên năm 2025 xem xét thông qua.

Board of Directors would like to propose to Annual General Meeting of Shareholders of 2025 to consider to approve.

Trân trọng.

Best regards.

Đính kèm/ Enclosure:

1. Tóm tắt các đề xuất sửa đổi, bổ sung Điều lệ/ *Summary of proposals for amendments and supplements to the Charter;*
2. Dự thảo Điều lệ sửa đổi/ *Draft amended Charter.*

**TM. HỘI ĐỒNG QUẢN TRỊ/
ON BEHALF OF BOARD OF DIRECTORS
CHỦ TỊCH HỘI ĐỒNG QUẢN TRỊ/
CHAIRWOMAN OF BOARD OF DIRECTORS**



SUMMARY OF PROPOSALS FOR AMENDMENTS AND SUPPLEMENTS TO THE CHARTER

CURRENT CHARTER	AMENDED CHARTER	LEGAL BASIS
<p>Article 2. General information of the Company</p> <p>2.2. The registered address of the Company is: <u>4th Floor, Broadway E Building, No. 2 Bertrand Russell, Tan Phu Ward, District 7, Ho Chi Minh City.</u></p> <p>- Email: <u>info@vbinvest.com.vn</u></p> <p>- Website: <u>www.vbinvest.com.vn</u></p>	<p>Article 2. General information of the Company</p> <p>2.2. The registered address of the Company is: <u>Floor 4, Crescent Residence 3 Building, 109 Ton Dat Tien, Tan Phu Ward, District 7, Ho Chi Minh City, Vietnam.</u></p> <p>- Email: <u>info@vbinvest.com.vn</u></p> <p>- Website: <u>www.vbinvest.com.vn</u></p>	<p>The registered address of the Company is changed in Article 2.2.</p>
<p>Article 16. Rights and duties of the General Meeting of Shareholders</p> <p>16.2. The General Meeting of Shareholders <u>has the following rights and obligations:</u></p> <p>(a) Approving annual financial statements;</p> <p>(b) Approving the development orientation of the Company;</p> <p>(c) Decide on the type of shares and the total number of shares of each type to be offered; decide annual dividend rate of each class of shares; Number of members of the Board of Directors;</p> <p>(d) Approve the list of independent audit companies; select an independent audit company to audit operation of the Company; dismiss the independent auditor where necessary;</p> <p>(e) Vote, dismiss and remove members of the Board of Directors and Board of Supervisors;</p> <p>(f) Decide the budget or total remuneration, bonus and other benefits for the Board of Directors and the Board of</p>	<p>Article 16. Rights and duties of the General Meeting of Shareholders</p> <p>16.2. The annual and extraordinary General Meeting of Shareholders <u>approves the following issues:</u></p> <p>(a) <u>Annual business plan of the Company;</u></p> <p>(b) Approving annual financial statements;</p> <p>(c) <u>Report of the Board of Directors on corporate governance and operation results of the Board of Directors and each member of the Board of Directors;</u></p> <p>(d) <u>Report of the Board of Supervisors on the business results of the Company, on the operational results of the Board of Directors, the General Director of the Company;</u></p> <p>(e) <u>Report of self-assessment of operation results of the Board of Supervisors and each member of the Board of Supervisors;</u></p> <p>(f) Approving the development orientation of the</p>	<p>Article 16.2 is amended and supplemented to be in accordance with legal provisions and actual demands of the Company.</p>

Note:

Notable and underlined issues: Amended, revised or replaced content in the amended Charter.

Underline: Content was canceled and replaced in the current Charter.

Supervisors;	Company;	
<p>(g) Decide to supplement and amend the Company's Charter;</p> <p>(h) Division, separation, consolidation, merger or conversion of the Company;</p> <p>(i) Restructuring and dissolve the Company;</p> <p>(j) Review and handle violations of members of the Board of Directors, members of the Board of Supervisors causing damage to Company and its shareholders;</p> <p>(k) Decide to invest or sell the Company's or branch's assets with a value equal to or greater than thirty-five percent (35%) of the total assets of the Company recorded in the most recent audited financial statements of the Company;</p> <p>(l) Approve a decision to repurchase more than ten percent (10%) of the sold shares of each class;</p> <p>(m) Approve the internal management rules, operation rules of the Board of Directors, the Board of Supervisors;</p> <p>(n) Approved the following transactions:</p> <p>(i) Granting loans or guarantees to members of the Board of Directors, members of the Supervisory Board, General Director, other managers who are not shareholders and related individuals and organizations of these subjects;</p> <p>(ii) A transaction with a value of 20% or more or a transaction resulting in a total transaction value arising within 12 months from the date of making the first transaction with a value of 20% or more of the total asset value record on the most recent financial statement of the Company between the Company and one of the following subjects:</p> <p>a. Shareholders, authorized representatives of shareholders holding more than 10% of the total ordinary share capital of the Company and their</p>	<p>(g) Decide on the type of shares and the total number of shares of each type to be offered; decide annual dividend rate of each class of shares; Number of members of the Board of Directors;</p> <p>(h) Approve the list of independent audit companies; select an independent audit company to audit operation of the Company, dismiss the independent auditor where necessary;</p> <p>(i) Vote, dismiss and remove members of the Board of Directors and Board of Supervisors;</p> <p>(j) Decide the budget or total remuneration, bonus and other benefits for the Board of Directors and the Board of Supervisors;</p> <p>(k) Decide to supplement and amend the Company's Charter;</p> <p>(l) Division, separation, consolidation, merger or conversion of the Company;</p> <p>(m) Restructuring and dissolve the Company;</p> <p>(n) Review and handle violations of members of the Board of Directors, members of the Board of Supervisors causing damage to Company and its shareholders;</p> <p>(o) Decide to invest or sell the Company's or branch's assets with a value equal to or greater than thirty-five percent (35%) of the total assets of the Company recorded in the most recent audited financial statements of the Company;</p> <p>(p) Approve a decision to repurchase more than ten percent (10%) of the sold shares of each class;</p> <p>(q) Approve the internal management rules, operation rules of the Board of Directors, the Board of Supervisors;</p>	

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<p>related persons;</p> <p>b. Members of the Board of Directors, members of the Board of Supervisors, General Director, other executive officer and related persons of these subjects;</p> <p>c. Enterprises which members of the Board of Directors, members of the Board of Supervisors, General Director, other executive officer are owners or hold stakes or shares;</p> <p>d. Enterprises which related parties of the Board of Directors, members of the Board of Supervisors, General Director, other executive officer are owners, jointly own or individually own stakes or shares more than 10% of charter capital.</p> <p>(iii) Contracts, loan transactions or sale of assets with a value of more than 10% of the total value of assets recorded on the latest financial statement between the Company and a shareholder owning from 51% of the total number of voting shares or a related person of that shareholder.</p> <p>(o) Other <u>rights and obligations</u> in accordance with the laws and the Company's Charter.</p>	<p>(r) Approved the following transactions:</p> <p>(i) Granting loans or guarantees to members of the Board of Directors, members of the Supervisory Board, General Director, other managers who are not shareholders and related individuals and organizations of these subjects;</p> <p>(ii) A transaction with a value of 20% or more or a transaction resulting in a total transaction value arising within 12 months from the date of making the first transaction with a value of 20% or more of the total asset value record on the most recent financial statement of the Company between the Company and one of the following subjects:</p> <p>a. Shareholders, authorized representatives of shareholders holding more than 10% of the total ordinary share capital of the Company and their related persons;</p> <p>b. Members of the Board of Directors, members of the Board of Supervisors, General Director, other executive officer and related persons of these subjects;</p> <p>c. Enterprises which members of the Board of Directors, members of the Board of Supervisors, General Director, other executive officer are owners or hold stakes or shares;</p> <p>d. Enterprises which related parties of the Board of Directors, members of the Board of Supervisors, General Director, other executive officer are owners, jointly own or individually own stakes or shares more than 10% of charter capital.</p> <p>(iii) Contracts, loan transactions or sale of assets with a value of more than 10% of the total value of assets</p>	
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	<p>recorded on the latest financial statement between the Company and a shareholder owning from 51% of the total number of voting shares or a related person of that shareholder.</p> <p>(s) Other <u>issues</u> in accordance with the laws and the Company's Charter.</p>	
<p>Article 19. Convene the General Meeting of Shareholders, the meeting agenda, and the invitation to the meeting of the General Meeting of Shareholders</p> <p>19.2. The convenor of the meeting of the General Meeting of Shareholders must perform the following tasks:</p> <p>(a) Making a list of shareholders eligible to participate the meeting. This list shall be made <u>not earlier than five (5) days</u> before the date of sending invitation to the meeting of the General Meeting of Shareholders;</p> <p>(b) Providing information and resolve disputes relating to the list of shareholders;</p> <p>(c) Preparing the meeting agenda and content;</p> <p>(d) Preparing documents for the meeting;</p> <p>(e) Drafting the resolutions of the General Meeting of Shareholders according to the proposed meeting agenda; prepare a list and detailed information about the candidates for members of the Board of Directors, members of the Board of Supervisors;</p> <p>(f) Determining time and location of the meeting;</p> <p>(g) Sending invitation to the meeting of the General Meeting of Shareholders to all shareholders entitled to attend meeting;</p> <p>(h) Other activities serving the meeting.</p>	<p>Article 19. Convene the General Meeting of Shareholders, the meeting agenda, and the invitation to the meeting of the General Meeting of Shareholders</p> <p>19.2. The convenor of the meeting of the General Meeting of Shareholders must perform the following tasks:</p> <p>(a) Making a list of shareholders eligible to participate the meeting. This list shall be made <u>no later than ten (10) days</u> before the date of sending invitation to the meeting of the General Meeting of Shareholders;</p> <p>(b) Providing information and resolve disputes relating to the list of shareholders;</p> <p>(c) Preparing the meeting agenda and content;</p> <p>(d) Preparing documents for the meeting;</p> <p>(e) Drafting the resolutions of the General Meeting of Shareholders according to the proposed meeting agenda; prepare a list and detailed information about the candidates for members of the Board of Directors, members of the Board of Supervisors;</p> <p>(f) Determining time and location of the meeting;</p> <p>(g) Sending invitation to the meeting of the General Meeting of Shareholders to all shareholders entitled to attend meeting;</p>	<p>Article 19.2(a) is amended in accordance with Article 141.1 of the Law on Enterprises 2020.</p>

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	(h) Other activities serving the meeting.	
<p>Article 22. Approval of resolutions of the General Meeting of Shareholders</p> <p>22.1. The General Meeting of Shareholders approves resolutions under its authority by voting at the meeting or collecting written opinions. All resolutions of the General Meeting of Shareholders, <u>including resolutions regarding the following issues, can be approved by collecting written opinions:</u></p> <p>(a) Amendments and supplements to the Company's Charter;</p> <p>(b) Orientation for development of the Company;</p> <p>(c) Type of shares and number of each type of shares;</p> <p>(d) Election and dismissal or members of the Board of Directors and the Board of Supervisors;</p> <p>(e) Investment project or selling assets having a value equal to or greater than thirty-five percent (35%) of the total value of assets of the Company recorded in the most recent financial statements;</p> <p>(f) Approval of the annual financial statement;</p> <p>(g) Reorganizing and dissolving the Company.</p>	<p>Article 22. Approval of resolutions of the General Meeting of Shareholders</p> <p>22.1. The General Meeting of Shareholders approves resolutions under its authority by voting at the meeting or collecting written opinions. All resolutions of the General Meeting of Shareholders <u>as specified at Article 16.1 and Article 16.2, and</u> resolutions regarding the following issues, can be approved by collecting written opinions:</p> <p>(a) Amendments and supplements to the Company's Charter;</p> <p>(b) Orientation for development of the Company;</p> <p>(c) Type of shares and number of each type of shares;</p> <p>(d) Election and dismissal or members of the Board of Directors and the Board of Supervisors;</p> <p>(e) Investment project or selling assets having a value equal to or greater than thirty-five percent (35%) of the total value of assets of the Company recorded in the most recent financial statements;</p> <p>(f) Approval of the annual financial statement;</p> <p>(g) Reorganizing and dissolving the Company.</p>	<p>A portion of Article 22.1 is changed from:</p> <p><i>"All resolutions of the General Meeting of Shareholders, including resolutions regarding the following issues, can be approved by collecting written opinions"</i></p> <p>to:</p> <p><i>"All resolutions of the General Meeting of Shareholders as specified at Article 16.1 and Article 16.2, and resolutions regarding the following issues, can be approved by collecting written opinions"</i></p>
<p>Article 28. Rights and obligations of the Board of Directors</p> <p>28.3. Rights and obligations of the Board of Directors shall be governed by Laws, the Charter, internal regulations of the Company, and decisions of the General Meeting of Shareholder. Specifically, the Board of Directors has the following rights and duties:</p> <p>(a) Decide the strategy, medium-term development plan and</p>	<p>Article 28. Rights and obligations of the Board of Directors</p> <p>28.3. Rights and obligations of the Board of Directors shall be governed by Laws, the Charter, internal regulations of the Company, and decisions of the General Meeting of Shareholder. Specifically, the Board of Directors has the following rights and duties:</p> <p>(a) Decide the strategy, medium-term development plan</p>	<p>Article 28.3(x) regarding one of the rights and obligations of the Board of Directors is removed.</p>

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<p>annual business plan of the Company;</p> <p>(b) Appointment and dismissal of the Company's executive officers at the request of the General Director and decide their salary;</p> <p>(c) Decide the organizational structure of the Company;</p> <p>(d) Propose the types of shares to be issued and the total number of issued shares for each type;</p> <p>(e) Propose the issuance of bonds, convertible bonds into shares and warrants allowing owners to buy stocks at a predetermined price;</p> <p>(f) Decide the offering price of bonds, stocks and convertible securities;</p> <p>(g) Election, dismissal Chairman of the Board of Directors; appointment, dismissal and entering into agreement, termination of agreement with the General Director and executive officers of the Company; decide salary, remuneration, bonus and other benefit of such executive officers; appoint authorized representative to join Member's Council or General Meeting of Shareholders in other companies, decide salary and other benefit of such person;</p> <p>(h) Propose annual dividends and determine temporary dividends; organize dividend payment;</p> <p>(i) Propose the restructuring or dissolution of the Company;</p> <p>(j) Approve the agenda, content of the documents serving for the meeting of the General Meeting of Shareholders, convene the General Meeting shareholders or collect written opinions for the General Meeting of Shareholders to approve the decision;</p> <p>(k) Submit audited annual financial statements to the General Meeting of Shareholders;</p> <p>(l) Decide to promulgate the Operation regulations of the</p>	<p>and annual business plan of the Company;</p> <p>(b) Appointment and dismissal of the Company's executive officers at the request of the General Director and decide their salary;</p> <p>(c) Decide the organizational structure of the Company;</p> <p>(d) Propose the types of shares to be issued and the total number of issued shares for each type;</p> <p>(e) Propose the issuance of bonds, convertible bonds into shares and warrants allowing owners to buy stocks at a predetermined price;</p> <p>(f) Decide the offering price of bonds, stocks and convertible securities;</p> <p>(g) Election, dismissal Chairman of the Board of Directors; appointment, dismissal and entering into agreement, termination of agreement with the General Director and executive officers of the Company; decide salary, remuneration, bonus and other benefit of such executive officers; appoint authorized representative to join Member's Council or General Meeting of Shareholders in other companies, decide salary and other benefit of such person;</p> <p>(h) Propose annual dividends and determine temporary dividends; organize dividend payment;</p> <p>(i) Propose the restructuring or dissolution of the Company;</p> <p>(j) Approve the agenda, content of the documents serving for the meeting of the General Meeting of Shareholders, convene the General Meeting shareholders or collect written opinions for the General Meeting of Shareholders to approve the decision;</p> <p>(k) Submit audited annual financial statements to the</p>	
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Board of Directors, Internal regulations on corporate governance after being approved by the General Meeting of Shareholders; decide to promulgate the Regulation on information disclosure of the Company;	General Meeting of Shareholders;	
<p>(m) Develop and issue regulations on E-voting guide in accordance with the current E-voting regulation;</p> <p>(n) Establish branches or representative offices of the Company;</p> <p>(o) Establish subsidiaries of the Company;</p> <p>(p) Decide capital contribution or purchase of shares of other companies;</p> <p>(q) Decide the implementation, modification and cancellation of major contracts of Company (including contracts for buying, selling, merging, acquiring companies and joint ventures) except for the contracts under the approval authority of the General Meeting of Shareholders;</p> <p>(r) Borrowing, lending and implementation of mortgages, warrantees, guarantees and compensation of the Company;</p> <p>(s) The valuation of non-cash assets contributed to the Company related to the issuance of shares or bonds of the Company, including gold, land use rights, ownership rights of intellectual property, technology and confidential technology;</p> <p>(t) Decide on investment or the sale of assets of the Company or branch with value equal or less than thirty-five percent (35%) of the total value of assets of the Company recorded in the latest audited financial statements;</p> <p>(u) The signing of contracts with people specified in Clause 1, Article 167 of the Law on Enterprises with value equal to or less than twenty percent (20%) of the total value of assets of the Company recorded in the latest audited financial statements;</p>	<p>(l) Decide to promulgate the Operation regulations of the Board of Directors, Internal regulations on corporate governance after being approved by the General Meeting of Shareholders; decide to promulgate the Regulation on information disclosure of the Company;</p> <p>(m) Develop and issue regulations on E-voting guide in accordance with the current E-voting regulation;</p> <p>(n) Establish branches or representative offices of the Company;</p> <p>(o) Establish subsidiaries of the Company;</p> <p>(p) Decide capital contribution or purchase of shares of other companies;</p> <p>(q) Decide the implementation, modification and cancellation of major contracts of Company (including contracts for buying, selling, merging, acquiring companies and joint ventures) except for the contracts under the approval authority of the General Meeting of Shareholders;</p> <p>(r) Borrowing, lending and implementation of mortgages, warrantees, guarantees and compensation of the Company;</p> <p>(s) The valuation of non-cash assets contributed to the Company related to the issuance of shares or bonds of the Company, including gold, land use rights, ownership rights of intellectual property, technology and confidential technology;</p> <p>(t) Decide on investment or the sale of assets of the Company or branch with value equal or less than thirty-five percent (35%) of the total value of assets of the Company recorded in the latest audited financial statements;</p>	

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<p>(v) Approve agreements of sale, purchase, and other agreements and other transactions with value equal or more than twenty percent (20%) of the total value of assets of the Company recorded in the latest audited financial statements, except for the agreements, transactions under the approval authority of the General Meeting of Shareholders;</p> <p>(w) The purchase and the purchase price, or withdraw by the Company of no more than ten percent (10%) of each type of shares;</p> <p>(x) <u>Business or transaction issues that the Board of Directors requires approval within the scope of their authority and responsibilities;</u></p> <p>(y) Decide on selling unsold shares within number of issued shares of each type; decide on capital mobilization by other method;</p> <p>(z) Decide the solutions for market development, marketing and technical method;</p> <p>(aa) Other rights and obligations provided in Law on Enterprises and the Company's Charter.</p>	<p>(u) The signing of contracts with people specified in Clause 1, Article 167 of the Law on Enterprises with value equal to or less than twenty percent (20%) of the total value of assets of the Company recorded in the latest audited financial statements;</p> <p>(v) Approve agreements of sale, purchase, and other agreements and other transactions with value equal or more than twenty percent (20%) of the total value of assets of the Company recorded in the latest audited financial statements, except for the agreements, transactions under the approval authority of the General Meeting of Shareholders;</p> <p>(w) The purchase and the purchase price, or withdraw by the Company of no more than ten percent (10%) of each type of shares;</p> <p>(x) Decide on selling unsold shares within number of issued shares of each type; decide on capital mobilization by other method;</p> <p>(y) Decide the solutions for market development, marketing and technical method;</p> <p>(z) Other rights and obligations provided in Law on Enterprises and the Company's Charter.</p>	
	<p>28.10. <u>The Board of Directors has the right to authorize, decentralization or delegate to the Company's authorized representative at another organization to perform its responsibilities, obligations and powers as an owner, shareholder or capital contributor at another organization according to the appointment decision. Accordingly, the authorized representative shall fully comply with the responsibilities, powers and obligations as an owner, shareholder or capital contributor at another organization as prescribed in the Law on Enterprises,</u></p>	<p>Article 28.10 is supplemented.</p>

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	<u>the Company's charter and the charters of such organizations, internal regulations and resolutions/decisions of the Board of Directors.</u>	
<p>Article 30. Chairman of the Board of Directors</p> <p>30.2. The Chairman of the Board of Directors has the following rights and obligations:</p> <p>(a) Prepare the program and operation plan of the Board of Directors;</p> <p>(b) Prepare programs, contents and documents for meetings; convene and preside over meetings of the Board of Directors;</p> <p>(c) Organize the adoption of resolutions of the Board of Directors;</p> <p>(d) Supervise the process of implementing the resolutions of the Board of Directors;</p> <p>(e) Chair meetings of the General Meetings of Shareholders, to sign on behalf of the General Meeting of Shareholders for resolutions which have been approved by the General Meeting of Shareholders;</p> <p>(f) Other rights and obligations in accordance with Law on Enterprises and the Company's Charter.</p>	<p>Article 30. Chairman of the Board of Directors</p> <p>30.2. The Chairman of the Board of Directors has the following rights and obligations:</p> <p>(a) Prepare the program and operation plan of the Board of Directors;</p> <p>(b) Prepare programs, contents and documents for meetings; convene and preside over meetings of the Board of Directors;</p> <p>(c) Organize the adoption of resolutions of the Board of Directors;</p> <p>(d) Supervise the process of implementing the resolutions of the Board of Directors;</p> <p>(e) Chair meetings of the General Meetings of Shareholders, to sign on behalf of the General Meeting of Shareholders for resolutions which have been approved by the General Meeting of Shareholders;</p> <p>(f) <u>Decide on matters within the authority and responsibility of shareholders/owners/capital contributors at the Company's subsidiaries in accordance with the law and the charters of those subsidiaries.</u></p> <p>(g) Other rights and obligations in accordance with Law on Enterprises and the Company's Charter.</p>	<p>Article 30.2(f) on one of the rights and obligations of the Chairman of the Board of Directors is supplemented.</p>
<p>Article 34. Appointment, dismissal, duties and authorities of the General Director</p> <p>34.4. Rights and duties:</p> <p>The General Director has the following rights and</p>	<p>Article 34. Appointment, dismissal, duties and authorities of the General Director</p> <p>34.4. Rights and duties:</p> <p>The General Director has the following rights and</p>	<p>"Every year before December 31st" is replaced by "In the first quarter of each year" in Article 34.4(d).</p>

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responsibilities:	responsibilities:	
<p>(a) Implement resolutions of the Board of Directors and the General Meeting of Shareholders, the Company's business plan and investment plan approved by the Board of Directors and the General Meeting of Shareholders;</p> <p>(b) Decide all issues relating to daily business works of the Company that not belong to authorities of the Board of Directors, including signing financial and commercial contracts, organizing and operating activities of the Company on behalf of the Company according to best management practices;</p> <p>(c) Propose the number and titles of managers that the Company needs to hire to let the Board of Directors appoint or dismiss when necessary in order to apply activities as well as good management structures proposed by the Board of Directors, and consult for the Board of Directors to decide the level of salary, remuneration, and other benefits and provisions of labor contracts of executive officers;</p> <p>(d) <u>Every year before December 31st</u>, the General Director must submit to the Board of Directors for approval of detailed business plan for <u>the next fiscal year</u> on the basis of meeting the requirements of the appropriate budget;</p> <p>(e) Implement the annual business plan approved by the General Meeting of Shareholders and the Board of Directors;</p> <p>(f) Propose measures to improve operations and management of the Company;</p> <p>(g) Prepare the long-term, annual and monthly planned budget of the Company (hereinafter referred to as planned budget) to serve the Company's long-term, annual and monthly management activities according to business plan. Annual planned budget (including balance sheets, operational report and cash flow statements) for each fiscal year will have to be submitted to the Board of Directors for approval</p>	<p>(a) Implement resolutions of the Board of Directors and the General Meeting of Shareholders, the Company's business plan and investment plan approved by the Board of Directors and the General Meeting of Shareholders;</p> <p>(b) Decide all issues relating to daily business works of the Company that not belong to authorities of the Board of Directors, including signing financial and commercial contracts, organizing and operating activities of the Company on behalf of the Company according to best management practices;</p> <p>(c) Propose the number and titles of managers that the Company needs to hire to let the Board of Directors appoint or dismiss when necessary in order to apply activities as well as good management structures proposed by the Board of Directors, and consult for the Board of Directors to decide the level of salary, remuneration, and other benefits and provisions of labor contracts of executive officers;</p> <p>(d) <u>In the first quarter of each year</u>, the General Director must submit to the Board of Directors for approval of detailed business plan for <u>the that fiscal year</u> on the basis of meeting the requirements of the appropriate budget;</p> <p>(e) Implement the annual business plan approved by the General Meeting of Shareholders and the Board of Directors;</p> <p>(f) Propose measures to improve operations and management of the Company;</p> <p>(g) Prepare the long-term, annual and monthly planned budget of the Company (hereinafter referred to as planned budget) to serve the Company's long-term, annual and monthly management activities according to</p>	

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<p>and must include the information specified in regulations of the Company;</p> <p>(h) Perform all other activities in accordance with this Charter and regulations of the Company, resolutions of the Board of Directors, labor contracts of the General Director and laws;</p> <p>(i) Signing the appointment decision, dismissing titles under the approval of the policy of the Board of Directors;</p> <p>(j) Appoint and dismiss management title of the Company, except the title belong to authorities of the Board of Directors;</p> <p>(k) Decide remuneration and other benefit of employees of the Company, even for management title belong to rights of appointment of the General Director;</p> <p>(l) Recruit employees;</p> <p>(m) Propose dividend payment plan or plan for handle loss in business;</p> <p>(n) Other rights and obligations provided by laws, Company's Charter and resolutions, decisions of the Board of Directors.</p>	<p>business plan. Annual planned budget (including balance sheets, operational report and cash flow statements) for each fiscal year will have to be submitted to the Board of Directors for approval and must include the information specified in regulations of the Company;</p> <p>(h) Perform all other activities in accordance with this Charter and regulations of the Company, resolutions of the Board of Directors, labor contracts of the General Director and laws;</p> <p>(i) Signing the appointment decision, dismissing titles under the approval of the policy of the Board of Directors;</p> <p>(j) Appoint and dismiss management title of the Company, except the title belong to authorities of the Board of Directors;</p> <p>(k) Decide remuneration and other benefit of employees of the Company, even for management title belong to rights of appointment of the General Director;</p> <p>(l) Recruit employees;</p> <p>(m) Propose dividend payment plan or plan for handle loss in business;</p> <p>(n) Other rights and obligations provided by laws, Company's Charter and resolutions, decisions of the Board of Directors.</p>	
<p><u>Note:</u> Reference to Law on Enterprises and Charter is updated in the content of the Charter.</p>		

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CHARTER

VIET BRAND INVEST JOINT STOCK COMPANY

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CHAPTER I. DEFINITION OF TERMS IN THE CHARTER

Article 1. Definitions

1.1. In this Charter, the following terms will be understood as follows:

- (a) **“E-voting”** means the Shareholder, the Shareholder’s authorized representative vote under electric form via E-voting system of Vietnam Securities Depository;
- (b) **“Executive officer”** means the General Director, Chief Accountant, and other managing positions in the Company approved by the Board of Directors;
- (c) **“Major shareholder”** means a shareholder who directly or indirectly owns five percent (05%) or more of the voting shares of the Company;
- (d) **“Company”** is Viet Brand Invest Joint Stock Company;
- (e) **“Article”** means an article of this Charter;
- (f) **“Law on Enterprises”** means Law on Enterprises No. 59/2020/QH14 passed by the National Assembly dated 17 June 2020 and its supplements, amendments from time to time;
- (g) **“Law on Securities”** means Law on Securities No. 54/2019/QH14 passed by the National Assembly dated 26 November 2019 and its supplements, amendments from time to time;
- (h) **“Date of establishment”** is the date the Company granted with the first enterprise registration certificate;
- (i) **“Related person”** means any individual or organization that has a direct or indirect relationship with the Company in the following cases:
 - (i) The parent company, its executive officer and legal representative, and the person who has the power to designate the executive officer of the parent company;
 - (ii) The subsidiary company, its executive officer and legal representative;
 - (iii) Any individual, organization or group of individuals or organizations that can influence the Company’s operation through ownership, acquisition of shares/stakes or making decisions of the Company;
 - (iv) Member of the Board of Directors, the General Director, other executive officer, legal representative, member of the Board of Supervisors;
 - (v) Spouses, biological parents, adoptive parents, parents-in-laws, biological children, adopted children, children-in-law, biological siblings, siblings-in-law and biological siblings of spouses of the member of the Board of Supervisors, the General director, other executive officer, legal representative, member of the Board of Supervisors, members and shareholders holding the controlling stakes/shares;
 - (vi) Any individual that is the authorized representative of the companies or organizations mentioned in points i, ii and iii of this clause;

- (vii) Any enterprise in which an individual, company or organization mentioned in points i, ii, iii, iv, v and vi of this Clause has the controlling interest.
 - (j) “**Laws**” means applicable laws, decrees, circulars, decisions, regulations and other documents having the effect of law in Vietnam issued by the competent authorities of Vietnam;
 - (k) “**Traditional way**” means the Company conducts the meeting, voting, collecting written opinion under the way stipulated in the Law on Enterprises and not including the E-voting way;
 - (l) “**Stock Exchange**” means Vietnam Stock Exchange and its subsidiaries;
 - (m) “**Term of operation**” is the term of operation of the Company stipulated in Article 2 of this Charter and extension duration (if any) as approved by the General Meeting of Shareholders of the Company via resolutions;
 - (n) “**Vietnam**” is the Socialist Republic of Vietnam.
 - (o) “**Charter capital**” is the total par value of issued shares that shareholders made full payment for and recorded in the Company's Charter;
- 1.2. In this Charter, references to one or more provisions or other documents will include modifications or documents replacing them.
- 1.3. The headings (chapters, articles of this Charter) are used to facilitate understanding content and do not affect the content of this Charter.
- 1.4. Words or terms defined in Law on Enterprises (if not conflicting with the subject or context) will have the same meaning in this Charter.

CHAPTER II. GENERAL INFORMATION OF THE COMPANY

Article 2. General information of the Company

- 2.1. Name of the Company
- Company name in Vietnamese: CÔNG TY CỔ PHẦN ĐẦU TƯ NHÃN HIỆU VIỆT
 - Company name in English: VIET BRAND INVEST JOINT STOCK COMPANY
 - Company name in abbreviation: VIET BRAND
- 2.2. The registered address of the Company is: Floor 4, Crescent Residence 3 Building, 109 Ton Dat Tien, Tan Phu Ward, District 7, Ho Chi Minh City, Vietnam.
- Email: info@vbinvest.com.vn
 - Website: www.vbinvest.com.vn
- 2.3. The Company may establish branches and representative offices for operational purposes of the Company in accordance with resolutions of the Board of Directors and to the extent permitted by laws.

- 2.4. Except when the operation terminates before the deadline as specified in Article 52 of this Charter, the term of operation of the Company will start from the date of its establishment and is indefinite.

Article 3. Legal representative of the Company

- 3.1. The legal representative of the Company includes the Chairman of the Board of Directors and General Director.
- 3.2. The legal representative represents the Company to exercise the rights and perform the obligations arising out of transactions of the Company, and represents the Company to act as a petitioner for resolution of civil matters, plaintiff, defendant or person with related interests and obligations before Arbitration, Courts and to exercise other rights and perform other obligations in accordance with provisions of laws.

CHAPTER III. OBJECTIVES, SCOPE OF BUSINESS AND OPERATION OF THE COMPANY

Article 4. Operational objectives of the Company

- 4.1. Business lines of the Company include:

No.	Business lines	Code of business line
1.	Management consultancy services (except for financial, accounting and legal consultancy).	7020 (Main)
2.	Activities auxiliary to financial service activities not elsewhere classified Detail: Investment consultancy (except finance, accounting, legal consultancy)	6619
3.	Restaurants and mobile food service activities Detail: Business of restaurant and food service.	5610
4.	Other food service activities Detail: Franchising of food service business.	5629
5.	Wholesale of textiles, clothing and footwear	4641
6.	Wholesale of food Detail: Wholesale of vegetables, tea, coffee (not operating at the office)	4632
7.	Retail sale of clothing, footwear, leather articles and imitation leather in specialized stores	4771
8.	Retail sale of food products in specialized stores Detail: Retailing vegetables, fruits, tea and coffee in specialized stores. (comply with Decision No. 64/2009/QĐ0UBND dated 31 July 2009 and Decision No. 79/2009/QĐ-UBND dated 17 October	4722

	2009 of the People's Committee of Ho Chi Minh City on plan of business of agricultural products and foods in Ho Chi Minh City).	
9.	Warehousing and storage (exclude warehouse business)	5210
10.	Construction of other civil engineering projects Detail: Construction of civil, industrial, wharf, traffic and irrigation works; construction of infrastructure of residential areas, industrial zones and tourist areas.	4299
11.	Organization of conventions and trade shows (do not perform fire and explosion effects; do not use explosives, inflammables, chemicals as props, tools for performing arts, events, movies).	8230
12.	Manufacture of other food products not elsewhere classified Detail: Roasting and filtering coffee; Production of coffee products such as: instant coffee, coffee filter, coffee and coffee extract concentrate; Producing coffee substitutes (not operating at the office)	1079

4.2. Operational objectives of the Company are:

- (a) The Company is established and operated for maximum profit to its shareholders;
- (b) Increase accumulation of production and business development;
- (c) To fulfill obligations with the State and society;
- (d) Improve the income of employees in the Company.

Article 5. Scope of business and operation

The Company is allowed to conduct all business lines as prescribed in this Charter which has been registered, informed to business registration office and published in the National Portal of Business Registration.

CHAPTER IV. CHARTER CAPITAL, SHAREHOLDERS, FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, founding shareholders

- 6.1. The charter capital of the Company is VND200,000,000,000 (in words: two hundred billion dong).
- 6.2. The total charter capital of the Company is divided into 20,000,000 (twenty million) shares with par value of VND 10,000 (ten thousand) per share.

The maximum foreign ownership ratio at the Company is 49% of the charter capital.

- 6.3. The Company may change its charter capital when approved by the General Meeting of Shareholders and in accordance with the provisions of laws.

- 6.4. The shares of the Company on the date of approval of this Charter only have ordinary shares. Rights and obligations attached to ordinary shares are stipulated in Article 13 and Article 14 of this Charter.
- 6.5. The Company may issue other types of preferred shares after obtaining approval of the General Meeting of Shareholders and in accordance with the provisions of laws.
- 6.6. Ordinary shares must be prioritized to be offered for sale to existing shareholders at the same ratio corresponding to their ownership ratio of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The Company must announce the share offering, which must state clearly the number of offered shares and the appropriate subscription period of at least twenty (20) working days for shareholders to register to buy. The number of shares not registered to buy by shareholders will be decided at the discretion of the Board of Directors. The Board of Directors can distribute these shares to shareholders and others in accordance with conditions not more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or in the case of shares sold in Stock Exchange/ Securities Trading Center via auction method.
- 6.7. The Company may purchase shares issued by the Company (including redeemable preferred shares) in the methods specified in this Charter and current laws.
- 6.8. The Company may issue other securities when it is approved by the General Meeting of Shareholders and in accordance with the provisions of laws.

Article 7. Book of shareholders registration

- 7.1. The Company must establish and keep record of book of shareholders registration from the time of being granted with the Enterprise Registration Certificate. Books of shareholders registration may be documents, electronic data sets or both. Books of shareholders registration are kept at head office, in case the Company registers for depository at the Depository Center or being a listed company, books of shareholders registration are also kept at the Depository Center.
- 7.2. Where shareholders change their permanent address, they must notify the Company promptly to update the book of shareholders registration. The Company is not responsible for not being able to contact with shareholders because of not being informed of the change of shareholders' address.
- 7.3. Shareholders of the Company are granted with the certificate of share ownership corresponding to the number of shares and type of owned shares. The certificate of share ownership must have the seal of the Company and the signature of legal representative of the Company or authorized person.
- 7.4. Other securities certificates such as: bonds, preferred shares will be issued with stamp and signature of legal representative of the Company, unless terms and conditions for issuing regulates otherwise. Within thirty (30) days from the date of submission of the complete application for transfer of shares ownership as stipulated by the Company or within two (02) months (or other duration according to specified issuance terms) from the date of full payment of stock purchase as stipulated in the plan of shares issuance of the Company, shares owners will be granted with share certificate. Share owners do not have to pay the printing costs for share certificates.
- 7.5. In case that certificate of share ownership is lost, broken or destroyed by other methods, the shareholder will be reissued the certificate of share ownership as per request of the shareholder. Request of the shareholder must include following contents:

- (a) Information of the share certificate which is lost, broken or destroyed by other methods.
- (b) Commitment to be responsible for any disputes arising from the reissuance of the new certificate of share ownership.

Article 8. Transfer of shares

- 8.1. All shares are freely transferred unless this Charter and the laws regulate otherwise. Shares listed on the Stock Exchange/ Securities Trading Center will be transferred according to the laws on securities and securities market.
- 8.2. In case that an individual shareholder dies, the heir by will or by law of that shareholder is a shareholder of the Company.
- 8.3. In case that individual shareholders die without an heir or heirs refusing to accept inheritance or being disqualified, the number of shares will be resolved according to regulations of civil laws.
- 8.4. Shareholders have the rights to donate part or all of their shares at the Company to others; use shares to pay debts. In this case, the person who is donated or received debt payment by shares will be shareholders of the Company.
- 8.5. In case shareholders transfer some shares, the old shares shall be canceled and the Company shall issue new shares to record the number of shares transferred and the remaining shares.
- 8.6. The recipient of shares in the cases specified in this Article only becomes a shareholder of the Company from the time of their information specified in Clause 2, Article 122 of Law on Enterprises fully recorded in the book of shareholders registration.
- 8.7. Shares that have not been fully paid cannot be transferred and enjoy benefits related such as the right to receive dividends, the right to receive shares in shares issuances to increase share capital from the equity, and the right to buy new shares offered and other rights as per provisions of laws.

Article 9. Share withdrawal

- 9.1. In case a shareholder fails to pay in full and timely manner the amount for shares purchase, the Board of Directors shall notify and have the right to request that shareholder to pay the remaining amount and to take responsibility corresponding to total par value of shares registered to buy for the Company's financial liabilities arising from the failure to pay in full.
- 9.2. The above payment notice must specify a new payment term (minimum of seven (07) days from the date of sending the notice), payment method and the notice must specify that in case of no payment as required, the number of shares that have not been paid will be withdrawn.
- 9.3. The Board of Directors shall have the right to withdraw shares which have not been paid in full and on time in case the requirements in the above notice are not fulfilled.
- 9.4. Withdrawn shares are considered as unsold shares as stipulated in Clause 4, Article 112 of Law on Enterprises. The Board of Directors may directly or authorize the sale, redistribution according to the conditions and methods which the Board of Directors finds appropriate.
- 9.5. Shareholders holding withdrawn shares will have to give up their shareholders' status for these shares, but still have to take responsibility corresponding to total par value of shares

registered to buy for the arising financial liabilities of the Company as of the time of withdrawal according to decision of the Board of Directors from the date of withdrawal till the date of payment. The Board of Directors has full right to decide the coercive payment of the entire share value at the time of withdrawal.

- 9.6. Notices of withdrawal will be sent to holders of the withdrawn shares before the withdrawal time. The withdrawal is still valid even if there are errors or carelessness in sending notices.

Article 10. Shares repurchase at the decision of the Company

- 10.1. The Company has the right to repurchase no more than thirty percent (30%) of the total ordinary shares sold.
- 10.2. The Board of Directors may decide to repurchase no more than ten percent (10%) of total shares for each category sold within twelve (12) months. In other cases, share repurchase shall be decided by the General Meeting of Shareholders.
- 10.3. The Board of Directors decides the price of repurchased share. For ordinary shares, the purchase price is not allowed to be higher than the market price at the time of purchase, except for the case specified in Clause 3 of Article 133 of Law on Enterprises. For other shares, if the Company's Charter does not stipulate or the Company and related shareholders have no other agreement, the price for redemption shall not be lower than the market price.
- 10.4. The repurchase of shares of the Company is only allowed to be carried out without affecting debt payments of the Company and in compliance with the current regulations of corporate and securities laws.
- 10.5. The redeemed shares are considered as unsold shares under the provisions of Clause 4, Article 112 of Law on Enterprises. The Company must complete procedures to reduce the charter capital corresponding to the total par value of shares repurchased by the Company within ten (10) days, from the date completing the payment of shares repurchase, unless otherwise prescribed by the securities laws.
- 10.6. After paying all repurchased shares, if the total value of assets recorded in the accounting book of the Company decreases by more than ten percent (10%), the Company must disclose information on website of the Company within fifteen (15) days from the date of payment of all repurchased shares.

Article 11. Bond issuance

The Company has the right to issue bonds, convertible bonds and other types of bonds stipulated in Article 130 of Law on Enterprises and other relevant laws.

CHAPTER V. STRUCTURE OF ORGANIZATION, MANAGEMENT AND CONTROL

Article 12. Management and organizational structure

The management and organizational structure of the Company includes:

- (a) General Meeting of Shareholders
- (b) Board of Director
- (c) General Director
- (d) Board of Supervisors

CHAPTER VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 13. Rights of shareholders

- 13.1. Shareholder means persons/entities holding shares of the Company, have the rights and obligations corresponding to the number and the type of shares they own. Shareholders are only responsible for debts and other property obligations of the Company within the amount of capital contributed to the Company.
- 13.2. Ordinary shareholders have the following rights:
- (a) To attend and express opinions at the General Meeting of Shareholders and to exercise the voting right directly or through his/its authorized representative(s) or in other manners as prescribed by the Company's Charter and laws. Each ordinary share shall carry one vote;
 - (b) Receive dividends rate decided by the General Meeting of Shareholders;
 - (c) To be given priority in subscribing for new shares corresponding to the ratio of ordinary shares they hold;
 - (d) Freely transfer his/its shares to others, except for the cases specified in Clause 3, Article 120, Clause 1 Article 127 of Law on Enterprises and other provisions of relevant laws;
 - (e) To check, review and make an extract of information about names and contact addresses in the list of shareholders eligible to vote; request to amend incorrect information about themselves;
 - (f) To check, review and make an extract or copy of the Company's Charter, the meeting minutes and resolutions of the General Meeting of Shareholders;
 - (g) Upon dissolution or bankruptcy of the Company, to receive remaining assets in proportion to their holdings in the Company;
 - (h) Request the Company to buy back their shares in the circumstances specified in Article 132 of Law on Enterprises;
 - (i) Other rights stipulated in this Charter and the laws.
- 13.3. A shareholder or a group of shareholders holding at least five percent (5%) of total ordinary shares has the following rights:
- (a) Nominate members of the Board of Directors or Board of Supervisors according to the relevant regulations stipulated in Article 27.3 and Article 39.3 of this Charter;
 - (b) Request to convene the General Meeting of Shareholders in accordance with the provisions of Article 115 and Article 140 of Law on Enterprises;
 - (c) Review, search and make an extract of book of meeting minutes and resolutions, decisions of the Board of Directors, mid-year and annual financial statement, reports of the Board of Supervisors, contract, transaction must be approved by the Board of Directors and other documents, except the documents relating to trade secret, business secret of the Company;

- (d) Request the Board of Supervisors to check each specific issue related to management and operational activities of the Company when necessary. The request must be in writing; must include following information: full name, contact address, nationality, number of citizen identification card, identity card, passport or other legal personal identification for individual shareholders; name, enterprise code or legal establishment number for institutional shareholders; number of shares and date of share registration of each shareholder, total number of shares of both groups of shareholder and ownership ratio of the total shares of the Company; issues to be checked, examine purposes;
- (e) Propose issues to be included in the agenda of the General Meeting of Shareholders in accordance with Article 19.3 of this Charter;
- (f) Other rights are stipulated in the laws and this Charter.

Article 14. Obligations of shareholders

Shareholders have the following obligations:

- 14.1. To pay in full and on time for the shares which has been undertaken to subscribe. Not withdraw capital contributed under the ordinary share from the Company in any form, except where ordinary shares are redeemed by the Company or purchased by other persons. If the shareholders withdraw part or all of the share capital contributed in contravention of the provisions of this clause, such shareholder and person with related interests in the Company must jointly be responsible for debts and other property obligations of the Company to the extent that the value of shares has been withdrawn and damages have occurred.
- 14.2. Comply with the Company's Charter and regulations of the Company; Abide by the resolutions, decisions of the General Meeting of Shareholders, the Board of Directors;
- 14.3. Provide the contact address, email address, contact phone number exactly when registering to buy share;
- 14.4. Protect the confidentiality of information provided by the Company in accordance with the Company's Charter and the laws; only use the provided information to perform and protect their lawful rights and interests; do not spread or share information to any other organization or individual;
- 14.5. Complete other obligations in accordance with current laws.

Article 15. General Meeting of Shareholders

- 15.1. The General Meeting of Shareholders, which includes all shareholders with voting rights, is the highest decision-making body of the Company. The annual General Meeting of Shareholders is held once a year. The annual General Meeting of Shareholders must be held within four (04) months from the end of the fiscal year. The Board of Directors decide to extend the time to hold the annual General Meeting of Shareholders where necessary, but not exceeding six (06) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. Location of the meeting of the General Meeting of Shareholders is where the chairman attends the meeting and must be in Vietnam.
- 15.2. The Board of Directors convenes the annual General Meeting of Shareholders and selects appropriate location. The annual General Meeting of Shareholders decides issues according to the provisions of laws and the Company's Charter, especially approve annual financial

statements and financial budgets for the next fiscal year. Independent auditors are invited to attend the meeting to consult for the approval of annual financial statements.

15.3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:

- (a) The Board of Directors considers it necessary for the benefit of the Company;
- (b) Annual accounting balance sheet, quarterly or semi-annual reports or audit reports of fiscal year reflecting the charter capital lost half (1/2) compared to the beginning of the period;
- (c) When the number of remaining members of the Board of Directors, Board of Supervisors is less than the minimum number of members stipulated by laws or less than half (1/2) of the members specified in the Charter;
- (d) A shareholder or a group of shareholders stipulated in Article 13.3 of this Charter requires convening the General Meeting of Shareholders by a proposal. The proposal for convening must clearly state the reasons and the purpose of the meeting, have full name, permanent address, number of identity card, passport or other legal personal identification for individual shareholders; name, enterprise code or establishment decision number, head office address for shareholders being organizations; number of shares and time of share registration of each shareholder, the total number of shares of the group of shareholders and the percentage of ownership in the total number of shares of the Company and grounds for convening the General Meeting of Shareholders, signed by the relevant shareholders (the request can be made into several copies to get the signatures of all relevant shareholders);
- (e) As per request of the Board of Supervisors;
- (f) Other cases as prescribed by laws and the Company's Charter.

15.4. Convene an extraordinary General Meeting of Shareholders:

- (a) The Board of Directors must convene a General Meeting of Shareholders within a period of thirty (30) days from the date the remaining members of the Board of Directors, the Board of Supervisors are as stipulated in Article 15.3.(c) of this Charter or receiving the request specified at Article 15.3.(d), (e) of this Charter;
- (b) Where the Board of Directors does not convene the General Meeting of Shareholders as stipulated in Article 15.4.(a) of this Charter, within the next thirty (30) days, the Board of Supervisors will replace the Board of Directors to convene the General Meeting of Shareholders in accordance with Clause 3, Article 140 of Law on Enterprises.
- (c) Where the Board of Supervisors does not convene the General Meeting of Shareholders as stipulated in Article 15.4.(b) of this Charter, shareholders and groups of shareholders having the requirements specified at Article 15.3.(d) of this Charter shall have the right to replace the Board of Directors and the Board of Supervisors to convene the General Meeting of Shareholders in accordance with Clause 4 Article 140 of the Law on Enterprises.

In this case, shareholders or groups of shareholders convening the General Meeting of Shareholders may request the business registration agency to supervise convening and conducting meetings if necessary.

- (d) All costs for convening and conducting the General Meeting Shareholders will be reimbursed by the Company. This cost does not include accommodation, travel and expenses spent by shareholders when attending the General Meeting of Shareholders.

Article 16. Rights and duties of the General Meeting of Shareholders

16.1. The annual General Meeting of Shareholders discusses and approves:

- (a) Annual business plan of the Company;
- (b) Audited annual financial statements;
- (c) Report of the Board of Directors on corporate governance and operation results of the Board of Directors and each member of the Board of Directors;
- (d) Report of the Board of Supervisors on the business results of the Company, on the operational results of the Board of Directors, the General Director of the Company;
- (e) Report of self-assessment of operation results of the Board of Supervisors and each member of the Board of Supervisors;
- (f) Dividend rate for each share of each type;
- (g) Other issues under jurisdiction.

16.2. The annual and extraordinary General Meeting of Shareholders approves the following issues:

- (a) Annual business plan of the Company;
- (b) Approving annual financial statements;
- (c) Report of the Board of Directors on corporate governance and operation results of the Board of Directors and each member of the Board of Directors;
- (d) Report of the Board of Supervisors on the business results of the Company, on the operational results of the Board of Directors, the General Director of the Company;
- (e) Report of self-assessment of operation results of the Board of Supervisors and each member of the Board of Supervisors;
- (f) Approving the development orientation of the Company;
- (g) Decide on the type of shares and the total number of shares of each type to be offered; decide annual dividend rate of each class of shares; Number of members of the Board of Directors;
- (h) Approve the list of independent audit companies; select an independent audit company to audit operation of the Company, dismiss the independent auditor where necessary;
- (i) Vote, dismiss and remove members of the Board of Directors and Board of Supervisors;
- (j) Decide the budget or total remuneration, bonus and other benefits for the Board of Directors and the Board of Supervisors;

- (k) Decide to supplement and amend the Company's Charter;
- (l) Division, separation, consolidation, merger or conversion of the Company;
- (m) Restructuring and dissolve the Company;
- (n) Review and handle violations of members of the Board of Directors, members of the Board of Supervisors causing damage to Company and its shareholders;
- (o) Decide to invest or sell the Company's or branch's assets with a value equal to or greater than thirty-five percent (35%) of the total assets of the Company recorded in the most recent audited financial statements of the Company;
- (p) Approve a decision to repurchase more than ten percent (10%) of the sold shares of each class;
- (q) Approve the internal management rules, operation rules of the Board of Directors, the Board of Supervisors;
- (r) Approved the following transactions:
 - (i) Granting loans or guarantees to members of the Board of Directors, members of the Supervisory Board, General Director, other managers who are not shareholders and related individuals and organizations of these subjects;
 - (ii) A transaction with a value of 20% or more or a transaction resulting in a total transaction value arising within 12 months from the date of making the first transaction with a value of 20% or more of the total asset value record on the most recent financial statement of the Company between the Company and one of the following subjects:
 - a. Shareholders, authorized representatives of shareholders holding more than 10% of the total ordinary share capital of the Company and their related persons;
 - b. Members of the Board of Directors, members of the Board of Supervisors, General Director, other executive officer and related persons of these subjects;
 - c. Enterprises which members of the Board of Directors, members of the Board of Supervisors, General Director, other executive officer are owners or hold stakes or shares;
 - d. Enterprises which related parties of the Board of Directors, members of the Board of Supervisors, General Director, other executive officer are owners, jointly own or individually own stakes or shares more than 10% of charter capital.
 - (iii) Contracts, loan transactions or sale of assets with a value of more than 10% of the total value of assets recorded on the latest financial statement between the Company and a shareholder owning from 51% of the total number of voting shares or a related person of that shareholder.
- (s) Other issues in accordance with the laws and the Company's Charter.

16.3. Shareholders are not allowed to vote in the following cases:

- (a) The contracts, transactions specified in Article 16.2 of this Charter when the shareholders or shareholders' related persons is one party of the contracts;
- (b) The purchase of shares of such shareholder or shareholders' related persons or the repurchase is conducted through matching orders or public offering on Stock Exchange.

16.4. All Resolutions and issues that have been included in the agenda must be discussed and voted at the General Meeting of Shareholders.

Article 17. Authorized representatives to attend the meeting of the General Meeting of Shareholders

17.1. Shareholders, authorized representatives of institutional shareholders can directly attend the meeting or authorize one or several other individuals or organizations to attend the meeting or to attend the meeting via one of the methods stipulated in Article 20.4 of this Charter.

17.2. The authorization for representatives to attend the General Meeting of Shareholders must be made in writing in the form issued by the Company (the person authorized to attend the General Meeting of Shareholders must present the authorization document when registering to attend the meeting before entering the meeting room) and must have signatures in accordance with the following regulations:

- (a) When an individual shareholder is the authorizing person, it must be signed by that shareholder and the person authorized to attend the meeting;
- (b) Where an authorized representative of shareholders being institution is the authorizing person, it must be signed by the authorized representative, the legal representative of the shareholder and the person authorized to attend the meeting;
- (c) In other cases, it must be signed by the legal representative of the shareholder and the person authorized to attend the meeting.

The person authorized to attend the General Meeting of Shareholders must submit a written authorization before entering meeting.

17.3. The vote of the authorized person attending meetings within the scope of authorization in one of the following cases shall still remain effective if the Company does not receive any notice on the event before opening the General Meeting of Shareholders or before reconvening the meeting:

- (a) The principal has died, limited capacity for civil acts or lost the capacity for civil acts;
- (b) The principal has canceled the appointment of authorization;
- (c) The principal has revoked the authority of the person who performs the authorization.

Article 18. Change of rights

18.1. The change or cancellation of special rights associated with a kind of preferred shares shall take effect when being passed by shareholders holding at least sixty-five percent (65%) of total votes of shareholders attending the meeting. Resolution of the General Meeting of Shareholders on adverse changes of rights and obligations of shareholders holding preferred

shares shall only be ratified if it is approved by a number of preference shareholders that participate in the meeting and hold at least seventy-five percent (75%) of preference shares of such kind or it is, in case of approving the resolution by collecting written opinion, approved by preference shareholders holding at least seventy-five percent (75%) of preferred shares of such kind.

- 18.2. The organization of meeting of shareholders holding one type of preferred shares to approve changes stated above is only valid when there are at least two (02) shareholders (or their authorized representatives) holding at least one-third (1/3) of the par value of this type of issued shares. If there are not enough delegates as mentioned above, the meeting will be reconvened within thirty (30) days after that and the holders of that type of shares (not depend on the number of people and the number of shares) present directly or through an authorized representative are considered sufficient numbers of delegates required. At meetings of shareholders holding preferred shares mentioned above, the holders of such shares participating directly or through an authorized representative can request a secret ballot. Each share of the same type has equal voting right at the meetings mentioned above. Procedures for conducting separate meetings like that are conducted in similar manner to the provisions of Article 21 of this Charter.
- 18.3. Unless otherwise stated in the terms of share issuance, special rights attached to shares with preferred right to some or all of the issues related to the distribution of the Company's profits or assets will not be changed when the Company issues additional shares of the same class.

Article 19. Convene the General Meeting of Shareholders, the meeting agenda, and the invitation to the meeting of the General Meeting of Shareholders

- 19.1. The Board of Directors convenes the General Meeting of Shareholders, or the General Meeting of Shareholders is convened according to the cases specified at Article 15.4.(b) or Article 15.4.(c) of this Charter.
- 19.2. The convenor of the meeting of the General Meeting of Shareholders must perform the following tasks:
- (a) Making a list of shareholders eligible to participate the meeting. This list shall be made no later than ten (10) days before the date of sending invitation to the meeting of the General Meeting of Shareholders;
 - (b) Providing information and resolve disputes relating to the list of shareholders;
 - (c) Preparing the meeting agenda and content;
 - (d) Preparing documents for the meeting;
 - (e) Drafting the resolutions of the General Meeting of Shareholders according to the proposed meeting agenda; prepare a list and detailed information about the candidates for members of the Board of Directors, members of the Board of Supervisors;
 - (f) Determining time and location of the meeting;
 - (g) Sending invitation to the meeting of the General Meeting of Shareholders to all shareholders entitled to attend meeting;
 - (h) Other activities serving the meeting.

- 19.3. A shareholder or a group of shareholders mentioned in Article 13.3 of this Charter is entitled to recommend issues to be included in the agenda of the meeting of the General Meeting of Shareholders. The proposal must be made in writing and must be sent to the Company at least ten (10) days before the opening day of the meeting of the General Meeting of Shareholders. The proposal must include the full name of the shareholder, the number of each type of shares held, and content proposed to be included in the meeting agenda.
- 19.4. The convenor of the meeting of the General Meeting of Shareholders is only allowed to refuse the proposal specified in Article 19.3 of this Charter in the following cases:
- (a) The proposal is not sent in accordance with Article 19.4 of this Charter;
 - (b) The proposed issue is not within the jurisdiction of the General Meeting of Shareholders.

In case the convenor of the meeting of the General Meeting of Shareholders rejects the proposal specified in Article 19.4 of this Charter, he/she must respond in writing no later than 02 working days before the date of opening the meeting and clearly state the reason.

- 19.5. The convenor of the meeting of the General Meeting of Shareholders must accept and add the proposals specified in Article 19.3 of this Charter to the proposed agenda of the meeting, except for the cases provided in Article 19.4 of this Charter; the proposals will be officially added to the agenda and content of the meeting if the General Meeting of Shareholders approves.

Article 20. Conditions for conducting the meeting of the General Meeting of Shareholders

- 20.1. The meeting of the General Meeting of Shareholders is conducted when the number of attending shareholders representing more than fifty percent (50%) of the total number of votes.
- 20.2. In case the first meeting does not meet requirement to conduct according to Article 20.1 of this Charter within thirty (30) minutes from the time of fixing the opening of meeting, the invitation for the second meeting must be sent within thirty (30) days from the intended date of the first meeting of the General Meeting of Shareholders. The second meeting of the General Meeting of Shareholders is conducted when total shareholders attending the meeting representing for more than thirty-three percent (33%) of total votes.
- 20.3. In case the second meeting of the General Meeting of Shareholders does not meet requirement to conduct according to Article 20.2 of this Charter within thirty minutes from the time of fixing the opening of the meeting of the General Meeting of Shareholders, the invitation to the third meeting must be sent within twenty (20) days from the intended date of the second meeting. The third meeting of the General Meeting of Shareholders is conducted regardless of the total number of votes of the attending shareholders.
- 20.4. Shareholders are considered to attend and vote at the meeting of the General Meeting of Shareholders in the following cases:
- (a) Attend and vote directly at the meeting;
 - (b) Authorize other person, organization to attend and vote at the meeting;
 - (c) Attend and vote through online conferences, e-voting or other electronic forms;
 - (d) Send voting slips to the meeting via mail, fax, email.

- 20.5. Only the General Meeting of Shareholders has the right to change the meeting agenda enclosed the invitation notice as stipulated in Article 19.2 of this Charter.

Article 21. Procedures for conducting meetings and voting at the General Meeting of Shareholders

The Company must hold a General Meeting of Shareholders at least once a year. The annual General Meeting of Shareholders shall not be held by way of collection of written opinions.

A. Procedures for conducting and voting under traditional way

- 21.1. On the date of the General Meeting of Shareholders, the Company must carry out procedures for shareholder registration and perform registration until all eligible attending shareholders have registered.
- 21.2. When conducting shareholder registration, the Company will issue to each shareholder or authorized representative with voting right a voting card, on which are registration number, full name of shareholder, full name of the authorized representative and the number of votes of that shareholder. When proceeding voting at the meeting, the number of cards to support the resolution shall be collected in advance, the number of cards against the resolution shall be collected later, finally count the total number of votes for or against to decide. Total votes supporting, opposing each issue or abstaining from voting, will be notified by the Chairman immediately after proceeding voting on that issue. The meeting will choose among the delegates who are responsible for voting scrutiny or supervising voting scrutiny and if the meeting does not select, the Chairman will select those people. The number of members of voting scrutiny committee shall not exceed three people.
- 21.3. Shareholders attending the General Meeting of Shareholders late have the rights to register immediately and then have the rights to participate and vote at the meeting. Chairman is not responsible for stopping the conference for shareholder coming late to register and validity of voting sessions conducted before shareholders arrived shall not be affected.
- 21.4. The General Meeting of Shareholders shall be chaired by the Chairman of the Board of Directors, in case of the Chairman of the Board of Directors is absent, the Chairman of the Board of Directors will appoint a member of Board of Directors to chair. In case the Chairman of the Board of Directors doesn't appoint anyone, the person who is elected by the General Meeting of Shareholders will chair the meeting. In case none of them can chair the meeting, members of the Board of Directors with the highest position present will hold a meeting to elect the Chairman of the General Meeting of Shareholders, the chairman is not necessarily a member of the Board of Directors. Chairman of the Board of Directors or Chairman elected by the General Meeting of Shareholders shall nominate a secretary to make the meeting minutes. In case of electing the Chairman, name of the Chairman nominated and the number of votes for the Chairman must be public.
- 21.5. Chairman's decision on sequence, procedures or events arising out of the agenda of the General Meeting of Shareholders will bear the highest judgment.
- 21.6. Agenda and content of the meeting must be approved by the General Meeting of Shareholders in the opening session. Agenda must clarify the time for each item in the agenda.
- 21.7. The Chairman has the right to adjourn the meeting of the General Meeting of Shareholders having enough number of delegates needed to another time no later than three (03) days from the intended date of the opening and shall only permitted to adjourn the meeting or change the location of the meeting in the following cases:

- (a) Meeting venue does not have enough convenient seats for all attendees;
 - (b) The media at the meeting venue does not guarantee shareholders to attend the meeting, discuss and vote;
 - (c) There are attendees who obstruct, disturb the order, and potentially make the meeting not conducted in a fair and legal manner.
- 21.8. In case the chairman postpones or suspends the General Meeting of Shareholders in contravention of the regulations stipulated in Article 21.7 of this Charter, the General Meeting of Shareholders elects another person among the participants to replace the chairman of the meeting until the end; validation of approved resolutions at that meeting is not affected.
- 21.9. The chairman can conduct necessary and reasonable measures to control the meeting of the General Meeting of Shareholders in a valid, orderly manner and comply with the approved agenda and reflect the desires of the majority of attendees.
- 21.10. The Board of Directors may request shareholders or authorized representatives attending the General Meeting of Shareholders subject to the inspection or security measures that the Board of Directors considers suitable. Where a shareholder or an authorized representative refuses to comply with the rules about the above inspection or security measures, the Board of Directors after a cautious review can refuse or expel the above shareholders or representatives from attending the General Meeting of Shareholders.
- 21.11. The Board of Directors, after careful consideration, can take measures deemed appropriate by the Board of Directors to:
- (a) Adjust the number of people present at the main venue of the meeting of the General Meeting of Shareholders;
 - (b) Ensure safety for everyone present at that venue;
 - (c) Facilitate shareholders attending (or continue to attend) the meeting.
- The Board of Directors has full right to change the above measures and apply all measures if the Board of Directors finds it necessary. The measures taken may be the issuance of an entrance paper or use other options.
- 21.12. In case the above measures are applied at the meeting of the General Meeting of Shareholders, the Board of Directors when determining the venue of the meeting can:
- (a) Notify that the meeting will be conducted at the place indicated in the notice and the chairman of the meeting will be there ("Main venue of the meeting");
 - (b) Arrange and organize so that shareholders or authorized representatives do not attend the meeting under this provision or those, who wish to participate in different location from the Main venue of the meeting, can attend the meeting simultaneously;
 - (c) Notify of meeting organization does not need to detail the organization measures stipulated in this provision.
- 21.13. In this Charter (unless otherwise required by circumstances), all shareholders will be considered participating the meeting at the Main venue of the meeting.

- B. Procedures for conducting and voting under E-voting way:** Processing in accordance with the Regulation on E-voting guide of the Company.

Article 22. Approval of resolutions of the General Meeting of Shareholders

- 22.1. The General Meeting of Shareholders approves resolutions under its authority by voting at the meeting or collecting written opinions. All resolutions of the General Meeting of Shareholders as specified at Article 16.1 and Article 16.2, and resolutions regarding the following issues, can be approved by collecting written opinions:
- (a) Amendments and supplements to the Company's Charter;
 - (b) Orientation for development of the Company;
 - (c) Type of shares and number of each type of shares;
 - (d) Election and dismissal of members of the Board of Directors and the Board of Supervisors;
 - (e) Investment project or selling assets having a value equal to or greater than thirty-five percent (35%) of the total value of assets of the Company recorded in the most recent financial statements;
 - (f) Approval of the annual financial statement;
 - (g) Reorganizing and dissolving the Company.
- 22.2. Except the cases specified in Article 22.4 of this Charter, Resolutions on the following contents are approved if the number of shareholders representing at least sixty-five percent (65%) of the total votes of all shareholders attending the meeting approve (in case of direct meeting) or at least sixty-five percent (65%) of the total votes of shareholders having voting right approve (in case of collecting written opinions of shareholders):
- (a) Type of shares and number of each type of shares;
 - (b) Changes of business lines and sector of business;
 - (c) Changes of structure of management of the Company;
 - (d) Investment project or selling assets having a value equal to or greater than thirty-five percent (35%) of the total value of assets of the Company recorded in the most recent financial statements;
 - (e) Reorganizing and dissolving the Company.
- 22.3. Other resolutions are approved if the number of shareholders holding more than fifty percent (50%) of the total number of votes of all attending shareholders approve (in case of meeting directly) or more than fifty percent (50%) of the total votes of shareholders with voting rights approve (in case of collecting written opinions of shareholders), except for the cases specified in Article 22.2 and Article 22.4 of this Charter.
- 22.4. Election of members of the Board of Directors and the Board of Supervisors is conducted in the principle of cumulative voting. The elected winners for members of the Board of Directors or members of the Board of Supervisors shall be determined according to the number of votes from high to low, starting from the candidate with the highest number of votes until the number of members is sufficient as stipulated in the Company's Charter.

Article 23. Competence and procedures for collecting written opinions of shareholders to pass resolutions of the General Meeting of Shareholders

Competence and procedures for collecting written opinions of shareholders to pass resolutions of the General Meeting of Shareholders shall comply with the following provisions:

- 23.1. The Board of Directors has the right to collect written opinions of the shareholders to pass resolutions of the General Meeting of Shareholders in accordance with Article 22.1 of this Charter if it deems necessary for the benefit of the Company. The collection of written opinion can be processed via traditional way or E-voting.
- 23.2. Collecting written opinions via traditional way:
 - (a) The Board of Directors must prepare opinion forms, draft resolutions of the General Meeting of Shareholders, and documents explaining the draft resolutions. A written opinion form attached with draft resolutions and explanatory documents must be sent by a guaranteed method to the contact address of each shareholder. The Board of Directors must ensure to send and disclose documents to shareholders in reasonable time to consider voting and must send at least ten (10) days before the expiration date of receiving opinion form.
 - (b) The written opinion form must contain the following main contents:
 - (i) Name, address of head office, enterprise code;
 - (ii) Purpose of collecting opinions;
 - (iii) Full name, contact address, nationality, number of citizen identification card, identity card, Passports or other legal personal identification of individual shareholders; name, enterprise code or establishment decision number, address of the head office of the institutional shareholders or full name, contact address, nationality, number of citizen identification card, identity card, passport, or other legal identity card of the authorized representative of the institutional shareholders; number of each type of shares and number of votes of shareholders;
 - (iv) Issues need to get opinions to pass;
 - (v) Voting options include approval, disapproval and no opinion;
 - (vi) The deadline to return to the Company with the answered opinion form;
 - (vii) Full name and signature of the Chairman of the Board of Directors.
 - (c) A shareholder may send the answered written opinion form to the Company in one of the following methods:
 - (i) Send mail: The answered written opinion form must be signed by the individual shareholder, the authorized representatives or legal representatives of institutional shareholders. Opinion form sent to the Company must be contained in a sealed envelope and no one is entitled to open it before voting scrutiny;
 - (ii) Send fax or email: Opinion forms sent to the Company via fax or email must be kept secret until the time of voting scrutiny;

- (iii) The opinion forms sent to the Company after the deadline specified in the content of the opinion form or opened in the case of mailing and disclosed in the case of sending a fax, e-mail are invalid. The opinion forms not sent are considered to be a non-participating voting.
- (d) The Board of Directors shall organize vote counting and make the vote counting minutes under the witness of the Board of Supervisors or of shareholders who do not hold management positions. The vote counting minutes must have the following main contents:
 - (i) Name, head office address, enterprise code;
 - (ii) Purpose and issues that need to be consulted to pass the resolution;
 - (iii) Number of shareholders with the total number of votes participating in voting, in which the number of valid voting and invalid voting is distinguished, attached with an appendix of list of shareholders participating in voting;
 - (iv) Total number of votes for, against and no opinion on each issue;
 - (v) Adopted issues and ratio of approved vote accordingly;
 - (vi) Full name and signature of the Chairman of the Board of Directors, voting supervisor and voting counter.

Members of the Board of Directors, vote counter and voting supervisor must be jointly responsible for the truthfulness and accuracy of the vote counting minutes; jointly responsible for losses arising from passed decisions because of untruthful and inaccurate vote counting;

- (e) Vote counting minutes and resolutions must be published on the Company's website within twenty-four (24) hours or sent to shareholders within a period of fifteen (15) days from the date of finishing vote counting. When the Company has its own website, sending of vote counting minutes can be replaced by posting on the Company's website;
- (f) The answered opinion forms, vote counting minutes, passed resolutions and related documents attached to the opinion forms must be kept at the head office of the Company;
- (g) A resolution passed in the form of collecting written opinion of shareholders has the same value as a resolution passed at the meeting of the General Meeting of Shareholders.

23.3. Collecting written opinions via E-voting: processing in accordance with the Regulation on E-voting guide of the Company.

Article 24. Minutes of the meeting of the General Meeting of Shareholders

- 24.1. The meeting of the General Meeting of Shareholders must be recorded by a minute and might be recorded in sound recording or written and archived under other electronic methods. Minutes and resolutions of the General Meeting of Shareholders must be disclosed on the Company's website within twenty-four (24) hours or send to all shareholders within fifteen

(15) days from the date of the General Meeting of Shareholders ends; sending vote counting minutes can be replaced by posting on the Company's website.

- 24.2. Minutes of the General Meeting of Shareholders are considered as proof of the work conducted at the General Meeting of Shareholders unless there is an objection to the content of the minutes in accordance with correct procedure within ten (10) days from the date of sending minutes. Minutes must be made in Vietnamese and English, signed by the Chairman of the meeting and Secretary, and made in accordance with the Law on Enterprises and this Charter. Meeting minutes of the General Meeting of Shareholders, appendixes of the list shareholders attending the meeting, approved resolution and related documents attached to the meeting invitation must be kept at the head office of the Company.

Article 25. Request for cancellation of decisions of the General Meeting of Shareholders

Within ninety (90) days from the date of receipt of resolutions or meeting minutes of the General Meeting of Shareholders or results minutes of vote counting of collecting written opinions of the General Meeting of Shareholders, shareholders, group of shareholders according to the provisions of Article 13.3 of this Charter have the rights to request the Court or Arbitration to examine and cancel resolution or part of resolution of the General Meeting of Shareholders in the following cases:

- 25.1. The orders and procedures for convening and approving resolutions of the General Meeting of Shareholders materially violate regulations of Law on Enterprises and the Company's Charter, except for the cases stipulated in Article 26.2 of this Charter;
- 25.2. Contents of resolutions violate the laws or the Company's Charter.

Article 26. Validation of resolutions of the General Meeting of Shareholders

- 26.1. Resolutions of the General Meeting of Shareholders shall take effect from the date of approval or from the time of validation stated in that resolution.
- 26.2. Resolutions of the General Meeting of Shareholders passed by one hundred percent (100%) of the total shares with voting rights are legal and effective even if the orders and procedures for convening the meeting and approving resolutions violated provisions of Law on Enterprises and this Charter.
- 26.3. In case a shareholder, a group of shareholders requires the Court or Arbitration to cancel resolution of the General Meeting of Shareholders as stipulated in Article 151 of the Law on Enterprises, then such resolutions are still in effect until the decision of the Court or Arbitrator on cancellation of such resolution takes effect, except for the case of applying temporary emergency measures under decisions of competent agencies.

CHAPTER VII. BOARD OF DIRECTORS

Article 27. Composition and term of members of the Board of Directors

- 27.1. The number of members of the Board of Directors is at least five (5) members and at most eleven (11) members, the specific number is decided by the General Meeting of Shareholders at the meeting to elect the Board of Directors. The term of members of the Board of Directors is not more than five (5) years; members of the Board of Directors may be re-elected with an unlimited number of terms; the term of independent members of the Board of Directors must not exceed two (2) consecutive terms. The total number of independent members of the Board of Directors must account for at least one-third (1/3) of the total number of members of the Board of Directors. Minimum number of independent members of the Board of Directors is determined by rounding down method.

- 27.2. Where all members of the Board of Directors end the terms simultaneously, these members continue to be members of the Board of Directors until new members are elected for replacement and take over the work.
- 27.3. Shareholders holding at least five percent (05%) of the shares have the right to gather together to nominate candidates of the Board of Directors:
- (a) Shareholders or groups of shareholders holding from five percent (5%) to less than ten percent (10%) of the total shares with voting rights have the right to nominate one (1) candidate;
 - (b) Shareholders or groups of shareholders holding from ten percent (10%) to less than thirty percent (30%) have the right to nominate up to two (2) candidates;
 - (c) Shareholders or groups of shareholders holding from thirty percent (30%) to less than forty percent (40%) have the right to nominate maximum three (3) candidates;
 - (d) Shareholders or groups of shareholders holding from forty percent (40%) to below fifty percent (50%) have the right to nominate maximum four (4) candidates;
 - (e) Shareholders or groups of shareholders holding from fifty percent (50%) to under sixty percent (60%) have the right to nominate maximum five (5) candidates;
 - (f) Shareholders or groups of shareholders holding from sixty percent (60%) to below seventy percent (70%) have the right to nominate maximum six (6) candidates;
 - (g) Shareholders or groups of shareholders holding from seventy percent (70%) to eighty percent (80%) have the right to nominate maximum seven (7) candidates; and
 - (h) Shareholders or groups of shareholders holding from eighty percent (80%) to less than ninety percent (90%) have the right to nominate maximum eight (8) candidates.

If the number of candidates nominated by shareholders or group of shareholders is lower than the number of candidates which they are entitled to nominate, the remaining number is nominated by Board of Directors, Board of Supervisors and other shareholders.

- 27.4. Members of the Board of Directors will no longer have status of members of the Board of Directors in the following cases:
- (a) That member is not qualified as a member of the Board of Directors in accordance with the Law on Enterprises or prohibited by laws from being members of the Board of Directors;
 - (b) That member sends a written application to resign to the Company's head office;
 - (c) That member is dismissed from members of the Board of Directors in accordance with the decision of the General Meeting of Shareholders.
- 27.5. When the number of members of the Board of Directors reduces by more than one-third ($\frac{1}{3}$) compared to the number specified in the Company's Charter, the Board of Directors must convene a meeting of the General Meeting of Shareholders within sixty (60) days from the date the number of members reducing more than one-third ($\frac{1}{3}$) with regulations to elect additional members of the Board of Directors.

- 27.6. The appointment of members of the Board of Directors must be disclosed in accordance with the provisions of laws on securities and securities market.
- 27.7. Employee(s) of an independent audit company that have been auditing the Company within one (01) year must not be nominated to the Board of Directors.
- 27.8. The term of the member elected for replacement or supplemented member is valid until the end of the term of the remaining members of the Board of Directors.
- 27.9. Members of the Board of Directors are not necessarily the holders of shares of the Company.

Article 28. Rights and obligations of the Board of Directors

- 28.1. The Board of Directors is the management body of the Company with full authority to on behalf of the Company decide and carry out all rights and obligations of the Company, except for the rights and obligations under the authority of the General Meeting of Shareholders.
- 28.2. The Board of Directors is responsible for supervising the General Director and other executive officers.
- 28.3. Rights and obligations of the Board of Directors shall be governed by Laws, the Charter, internal regulations of the Company, and decisions of the General Meeting of Shareholder. Specifically, the Board of Directors has the following rights and duties:
 - (a) Decide the strategy, medium-term development plan and annual business plan of the Company;
 - (b) Appointment and dismissal of the Company's executive officers at the request of the General Director and decide their salary;
 - (c) Decide the organizational structure of the Company;
 - (d) Propose the types of shares to be issued and the total number of issued shares for each type;
 - (e) Propose the issuance of bonds, convertible bonds into shares and warrants allowing owners to buy stocks at a predetermined price;
 - (f) Decide the offering price of bonds, stocks and convertible securities;
 - (g) Election, dismissal Chairman of the Board of Directors; appointment, dismissal and entering into agreement, termination of agreement with the General Director and executive officers of the Company; decide salary, remuneration, bonus and other benefit of such executive officers; appoint authorized representative to join Member's Council or General Meeting of Shareholders in other companies, decide salary and other benefit of such person;
 - (h) Propose annual dividends and determine temporary dividends; organize dividend payment;
 - (i) Propose the restructuring or dissolution of the Company;
 - (j) Approve the agenda, content of the documents serving for the meeting of the General Meeting of Shareholders, convene the General Meeting shareholders or collect written opinions for the General Meeting of Shareholders to approve the decision;

- (k) Submit audited annual financial statements to the General Meeting of Shareholders;
- (l) Decide to promulgate the Operation regulations of the Board of Directors, Internal regulations on corporate governance after being approved by the General Meeting of Shareholders; decide to promulgate the Regulation on information disclosure of the Company;
- (m) Develop and issue regulations on E-voting guide in accordance with the current E-voting regulation;
- (n) Establish branches or representative offices of the Company;
- (o) Establish subsidiaries of the Company;
- (p) Decide capital contribution or purchase of shares of other companies;
- (q) Decide the implementation, modification and cancellation of major contracts of Company (including contracts for buying, selling, merging, acquiring companies and joint ventures) except for the contracts under the approval authority of the General Meeting of Shareholders;
- (r) Borrowing, lending and implementation of mortgages, warrantees, guarantees and compensation of the Company;
- (s) The valuation of non-cash assets contributed to the Company related to the issuance of shares or bonds of the Company, including gold, land use rights, ownership rights of intellectual property, technology and confidential technology;
- (t) Decide on investment or the sale of assets of the Company or branch with value equal or less than thirty-five percent (35%) of the total value of assets of the Company recorded in the latest audited financial statements;
- (u) The signing of contracts with people specified in Clause 1, Article 167 of the Law on Enterprises with value equal to or less than twenty percent (20%) of the total value of assets of the Company recorded in the latest audited financial statements;
- (v) Approve agreements of sale, purchase, and other agreements and other transactions with value equal or more than twenty percent (20%) of the total value of assets of the Company recorded in the latest audited financial statements, except for the agreements, transactions under the approval authority of the General Meeting of Shareholders;
- (w) The purchase and the purchase price, or withdraw by the Company of no more than ten percent (10%) of each type of shares;
- (x) Decide on selling unsold shares within number of issued shares of each type; decide on capital mobilization by other method;
- (y) Decide the solutions for market development, marketing and technical method;
- (z) Other rights and obligations provided in Law on Enterprises and the Company's Charter.

- 28.4. The Board of Directors must report to the General Meeting of Shareholders on its activities, specifically about supervision of the Board of Directors for the General Director and other executive officers in fiscal year.
- 28.5. The Company entitles to pay remuneration to members of the Board of Directors based on the result and effectiveness of business. Member of the Board of Directors are entitled to receive remuneration and bonus. The remuneration is calculated based on the number of working days which is necessary to complete the duties of members of the Board of Directors and daily remuneration. The Board of Directors estimates the remuneration for each member on the principle of consensus. The total remuneration and bonus of the Board of Directors is decided by the General Meeting of Shareholders at the annual meeting.
- 28.6. The remuneration for each member of the Board of Directors is calculated to business expense of the Company as per regulations of corporate income tax, and indicated in a separate section in annual finance statement of the Company and must report to the General Meeting of Shareholders in the annual meeting.
- 28.7. Members of the Board of Directors hold executive positions (including the position of Chairman), or a member of the Board of Directors working at the subcommittees of the Board of Directors, or perform other tasks that, in the opinion of the Board of Directors, are beyond the normal scope of duties of a member of the Board of Directors, may be paid additional remuneration in the form of a full-time wages, salary, commission, percent of profits, or other forms as decided by the Board of Directors.
- 28.8. Members of the Board of Directors have the right to be paid all travel and accommodation expenses, and other reasonable expenses they have paid when performing responsibilities of members of the Board of Directors, including the costs incurred in attending the meetings of the Board of Directors, or subcommittees of the Board of Directors or General Meeting of Shareholders.
- 28.9. Rights to be provided information of members of the Board of Directors:
- (a) Members of the Board of Directors have the right to request the General Director, managers of units in the Company provide information and documents on the financial situation, business operations of the Company and units in the Company.
 - (b) Managers are required to provide timely, complete and accurate information and resources at the request of members of the Board of Directors.
- 28.10. The Board of Directors has the right to authorize, decentralization or delegate to the Company's authorized representative at another organization to perform its responsibilities, obligations and powers as an owner, shareholder or capital contributor at another organization according to the appointment decision. Accordingly, the authorized representative shall fully comply with the responsibilities, powers and obligations as an owner, shareholder or capital contributor at another organization as prescribed in the Law on Enterprises, the Company's charter and the charters of such organizations, internal regulations and resolutions/decisions of the Board of Directors.

Article 29. Independent members of the Board of Directors

- 29.1. Independent members of the Board of Directors must meet following standards and conditions:
- (a) not be a current employee of the Company, the Company's parent company or subsidiaries;

- (b) not be a person that used to work for the Company, the Company's parent company or subsidiaries over the last three (3) consecutive years;
 - (c) not be a person receiving salaries, wages from the Company, except for the allowance to which members of the Board of Directors are entitled;
 - (d) not have a spouse, birth parent, adoptive parent, birth child, adopted child, or sibling being a major shareholder of the Company; being a manager of the Company or the Company's subsidiaries;
 - (e) not directly or indirectly hold at least one percent (1%) of the Company's voting shares;
 - (f) not ever hold the position of member of the Board of Directors, the Board of Supervisors over at least the last five (5) consecutive years, except the case of appointment for 2 consecutive periods.
- 29.2. Independent members of the Board of Directors must notify the Board of Directors about the failure of meeting the conditions prescribed in Article 29.1 of this Charter and of course no longer being independent members of the Board of Directors since the date of failing to meet the conditions. The Board of Directors must notify the case that independent members of the Board of Directors no longer meet the requirements at the nearest meeting of the General Meeting of Shareholders or convene the General Meeting of Shareholders to elect additional members or replace independent members of the Board of Directors within six (6) months from the date of receiving the notice of the relevant independent member of the Board of Directors.
- 29.3. Independent members of the Board of Directors have the same duties and authorities as other members of the Board of Directors, having the following additional rights:
- (a) Propose to the Board of Directors to hold an extraordinary General Meeting of Shareholders or propose to the Board of Supervisors to organize the extraordinary General Meeting of Shareholders in case the Board of Directors opposes this proposal;
 - (b) Hire consulting or auditing organizations to perform their duties;
 - (c) Issue an independent opinion on issues related to reward plan and remuneration for members of the Board of Directors and managers of the Company;
 - (d) Issue an independent opinion on relevant major transactions and report to the regulatory authority when considering necessary.

Article 30. Chairman of the Board of Directors

- 30.1. The Chairman of the Board of Directors is elected, dismissed, removed among the members of the Board of Directors. The Chairman of the Board of Directors can't currently hold the position of the General Director.
- 30.2. The Chairman of the Board of Directors has the following rights and obligations:
- (a) Prepare the program and operation plan of the Board of Directors;
 - (b) Prepare programs, contents and documents for meetings; convene and preside over meetings of the Board of Directors;

- (c) Organize the adoption of resolutions of the Board of Directors;
 - (d) Supervise the process of implementing the resolutions of the Board of Directors;
 - (e) Chair meetings of the General Meetings of Shareholders, to sign on behalf of the General Meeting of Shareholders for resolutions which have been approved by the General Meeting of Shareholders;
 - (f) Decide on matters within the authority and responsibility of shareholders/owners/capital contributors at the Company's subsidiaries in accordance with the law and the charters of those subsidiaries.
 - (g) Other rights and obligations in accordance with Law on Enterprises and the Company's Charter.
- 30.3. The Chairman of the Board of Directors must be responsible for ensuring that the Board of Directors sends annual financial reports, operational reports of the Company, audit reports and inspection reports of the Board of Directors to shareholders at the General Meeting of Shareholders.
- 30.4. When the Chairman of the Board of Directors resigns or is dismissed, the Board of Directors must elect replaced person within ten (10) days.

Article 31. Meetings of the Board of Directors

- 31.1. In case where the Board of Directors is to elect the Chairman, then the initial meeting of the term of the Board of Directors in order to elect the Chairman and to pass other resolutions within its authority must be conducted within a time-limit of seven (7) working days from the date of completion of the election of the Board of Directors for that term. This meeting shall be convened and chaired by the member who gains the highest number of votes or the highest ratio of vote. If more than one member has the highest and equal votes or ratio of vote, these members elect one of them to convene a meeting of the Board of Directors according to the principle of majority.
- 31.2. Regular meetings: The Board of Directors shall hold at least a meeting per quarter. The Chairman of the Board of Directors shall convene a regular meeting of the Board of Directors, prepare the agenda of the meeting and determine the time and location of the meeting within a period of at least three (3) days before the proposed date of the meeting. The Chairman may convene meetings at any time where considered necessary, but there must be at least one meeting every quarter.
- 31.3. Extraordinary meetings: The Chairman must convene a meeting of the Board of Directors, which shall not be delayed without a legitimate reason, where any of the following make a written request specifying the objective and issues which need to be discussed:
- (a) The General Director or at least five (05) executive officers;
 - (b) At least two (02) members of the Board of Directors;
 - (c) The Chairman of the Board of Directors;
 - (d) The Board of Supervisors or independent member of the Board of Directors.
- 31.4. A meeting of the Board of Directors as stipulated in Article 31.3 of this Charter must be conducted within a time-limit of seven (7) working days after the request for such meeting is

made. If the Chairman of the Board of Directors does not agree to convene such a meeting upon the request, then the Chairman of the Board of Directors shall be liable for losses caused to the Company; any person who makes the request for the meeting as referred to in Article 31.3 of this Charter may himself/herself convene a meeting of the Board of Directors.

- 31.5. When an independent auditor makes a request, the Chairman of the Board of Directors must convene a meeting of the Board of Directors in order to discuss the audit report and the situation of the Company.
- 31.6. Venue of the meeting: Meetings of the Board of Directors shall take place at the registered address of the Company or at another address in Vietnam or abroad as decided by the Chairman of the Board of Directors and agreed by the Board of Directors.
- 31.7. Notice and agenda of a meeting of the Board of Directors: The notice of a meeting of the Board of Directors must be sent to members of the Board of Directors and the members of the Board of Supervisors at least three (3) calendar days prior to the date on which the meeting is to be held; members of the Board of Directors may refuse in writing the notice of meeting and such refusal could be changed or cancelled in writing by such member. The notice of the meeting of the Board of Directors could be made in writing and in Vietnamese and in English and it must provide sufficient information on the agenda, the time and location of the meeting; and it must be accompanied with necessary documents on the issues to be discussed and voted on at the meeting of the Board of Directors and include voting slips for members of the Board of Directors who will be unable to attend the meeting.

A notice of meeting may be sent by post, fax, and electronic mail or by other means, but must ensure arrival at the address of each member of the Board of Directors and member of the Board of Supervisors as registered with the Company.

In case of the extraordinary meeting of Board of Directors at Article 31.3 of this Charter, a notice of the meeting could be sent within twenty-four (24) hours before the meeting time via fax, e-mail or others electronics means, but the notice must be assured to be delivered to the registered address of each member of the Board of Directors and the Board of Supervisors as registered with the Company.

- 31.8. Minimum number of attending members:

A meetings of the Board of Directors shall only be conducted if at least three-quarter (3/4) of the members of the Board of Directors participated in the meeting. In case insufficient number of members attends the meeting in accordance with the regulations, the meeting must be convened for a second time within seven (7) days of the intended date of the first meeting. The adjourned meeting shall be conducted if there is more than one half (1/2) of the members of the Board of Directors attending the meeting.

- 31.9. Members of the Board of Directors are considered to attend and vote at the meeting in the following cases:

- (a) Attend and vote directly at the meeting;
- (b) Authorize another person to attend the meeting and vote if approved by a majority of members of the Board of Directors.
- (c) Attend and vote through online conferences, e-voting or other similar forms;
- (d) Send votes to the meeting via letter, fax, and email.

31.10. Voting:

- (a) Except for the provisions in Article 31.10.(b) of this Charter, each member of the Board of Directors or his/her authorized person being present in person at a meeting of the Board of Directors shall have one (01) vote. Members not directly attending the meeting shall have right to vote by sending a written vote. Written vote shall be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors at least one (1) hour prior to opening of the meeting. Written votes shall only be opened in the presence of all the persons attending the meeting;
- (b) A member of the Board of Directors is not permitted to vote on contracts, transactions or proposals in which such member or his/her related person has an interest contrary to or possibly contrary to the interests of the Company. A member of the Board of Directors shall not be included in the minimum number of attendees required to be present in order to hold a meeting of the Board of Directors regarding resolutions on which such member does not have the right to vote;
- (c) When an issue arises at a meeting of the Board pursuant to Article 31.10.(d) of this Charter regarding the level of interest of a member of the Board of Directors or relating to the voting right of a member, which is not resolved by such member of the Board of Directors voluntarily waiving his/her voting right, such issue shall be referred to the chairman of the meeting whose decision in relation to other members of the Board of Directors shall be final, except where the nature or scope of the interest of the relevant members of the Board of Directors has not been properly announced;
- (d) Any member of the Board of Directors who benefits from one of the contracts stipulated at Article 37.4.(a), (b) of this Charter shall be considered to have a significant interest in such contract;
- (e) Members of the Board of Supervisors have the right to attend the Board of Directors' meeting and the right to discuss, but are not allowed to vote.

31.11. Disclosure of interest: Any member of the Board of Directors who directly or indirectly benefits from a contract or transaction which has been signed or is intended to be signed with the Company, and where such member is aware that he/she has an interest, shall be required to disclose the nature and content of such interest at the meeting where the Board of Directors considers the signing of such contract or transaction for the first time; or such member may disclose the interest at the first meeting of the Board of Directors held after such member becomes aware that he/she has or will have an interest in the relevant contract or transaction.

31.12. Voting by the majority: The Board of Directors shall pass resolutions and make decisions in compliance with the assent of the majority of members of the Board of Directors attending the meeting. In case the number of assent votes is equal to the number of dissent votes, the vote of Chairman shall be decisive.

31.13. Meeting on the phone or collecting written opinions or other forms: A meeting of the Board of Directors may be conducted by way of a conference call between members of the Board of Directors where all or a number of members are at different places, provided that each attending member is able to:

- (a) Listen to other members of the Board of Directors expressing their opinions in the meeting;

- (b) Express his/her opinions at the same time as other attending members if he/she wishes to do so.

Members may communicate directly via the telephone or by other means of communication or by a combination of such means.

From time to time, the meeting of the Board of Directors may be held by collecting written opinions.

Members of the Board of Directors who attend the meeting via telephone conference or sending opinions in written within deadline set by the Board of Directors shall be deemed “present” at the meeting of the Board of Directors pursuant to the Charter. The location of the meeting to be held in accordance with this provision shall be the location where the largest number of members of the Board of Directors gathers, or if there is no such group of the largest number of members of the Board of Directors, then the meeting shall be held at the location where the Chairman of the meeting is present.

Resolutions which are passed at a meeting duly held and conducted by telephone or collecting written opinions legally organized and conducted shall take effect immediately after the end of the meeting or receiving opinions of the members of Board of Directors within the deadline, but must be confirmed by the signatures of all attending members of the Board of Directors in minutes of such meeting.

- 31.14. Resolution in the form of collecting written opinions is adopted on the basis of the approval of the majority of members of the Board of Directors with voting rights. This resolution is valid and valuable as the resolution adopted at the meeting. Resolution can be signed by Chairman of the Board of Directors.
- 31.15. Minutes of the meetings of Board of Directors: The meetings of the Board of Directors must be made in minutes and may be recorded in sound recording, or written and archived in other electrical form at the Company’s head office. The Chairman of the Board of Directors shall be responsible to deliver minutes of meeting of the Board of Directors to Board members, and such minutes shall be deemed a bona fide record at such meeting unless an opinion against the content of the minutes is provided within a time-limit of ten (10) days from the date of delivery of such minutes. The minutes of the meeting of the Board of Directors must be prepared in Vietnamese and English, and must bear full names and the signatures of all the attending Board members; the person writing the minutes and the chairman. The chairman of the meeting and the person writing the minutes are jointly responsible for the accuracy and truthfulness of the minutes of the meeting of the Board of Directors. Where the resolutions of the Board of Directors were passed in accordance with the laws, but there is a member refuses to sign on the minutes of the meeting then his/her signature certifying that he/she attends at the meeting shall be considered his/her signature in the minutes of the meeting.
- 31.16. Sub-committees of the Board of Directors: The Board of Directors may establish sub-committees and authorize them to act pursuant to the authority of the Board. Membership of a sub-committee may consist of one or more members of the Board of Directors and one or more non-board members pursuant to a decision of the Board of Directors. During the course of performance of authorized powers, the sub-committees must comply with the rules stipulated by the Board of Directors. Such rules may regulate or permit the admission of additional persons being non-board members to the sub-committees and may permit such persons to vote in their capacity as members of the sub-committees, but (a) the number of non-board members must be less than half the total number of members of the sub-committee, and (b) resolutions of the sub-committee shall only take effect when the majority of members attending and voting at a meeting of the sub-committee are members of the Board of Directors.

- 31.17. Legal effect of actions: Actions taken to implement resolutions of the Board of Directors, of sub-committees under the Board of Directors, or of a person with membership on a sub-committee under the Board of Directors shall be deemed to be legally effective even when there may have been an error in the election and appointment of a member to the sub-committee or to the Board of Directors.
- 31.18. The execution of decision of the Board of Directors, or sub-committees of the Board of Directors, or member of sub-committees of the Board of Directors must comply with the applicable laws and the regulations of the Company's Charter.

CHAPTER VIII. GENERAL DIRECTOR, OTHER MANAGEMENT OFFICER AND COMPANY'S SECRETARIAT

Article 32. Organization of management apparatus

The Company will issue a management system under which the management apparatus will be responsible and under the leadership of the Board of Directors. The Company has one General Director, a number of Deputy General Directors and one Chief Accountant appointed by the Board of Directors. The General Director and Deputy General Director(s) may be concurrently members of the Board of Directors, and be appointed or dismissed by the Board of Directors by passing a valid resolution.

Article 33. Executive officers

- 33.1. At the proposal of the General Director and approval of the Board of Directors, the Company is allowed to use the number and type of executive officers necessary or in accordance with the management structure and practice of the Company proposed by the Board of Directors from time to time. The executive officer must have the right diligently necessary for the Company's activities and organizations to achieve the set objectives.
- 33.2. Salary, remuneration, benefits and other terms in the labor contract for the General Director will be decided by the Board of Directors and contract with other executive officers will be decided by the Board of Directors after consulting with the General Director.

Article 34. Appointment, dismissal, duties and authorities of the General Director

- 34.1. Appointment: The Board of Directors will appoint a member of the Board of Directors or other person as the General Director and will sign a contract that regulates salaries, remuneration, benefits and other terms related to recruitment.
- 34.2. Term: the term of the General Director shall not exceed five (5) years. The General Director may be reappointed for an unlimited number of terms. The appointment may expire based on provisions in the employment contract.
- 34.3. The General Director must meet following requirements and standards:
- (a) Not fall into the subjects specified in Clause 2, Article 17 of the Law on Enterprises;
 - (b) Not be a person in the family relationship of the enterprise managers, members of the Board of Supervisors of the Company and the parent company; representative of state capital share, representative of enterprise capital share in Company and parent company;

- (c) Have qualifications and experience in business administration of the Company.

34.4. Rights and duties:

The General Director has the following rights and responsibilities:

- (a) Implement resolutions of the Board of Directors and the General Meeting of Shareholders, the Company's business plan and investment plan approved by the Board of Directors and the General Meeting of Shareholders;
- (b) Decide all issues relating to daily business works of the Company that not belong to authorities of the Board of Directors, including signing financial and commercial contracts, organizing and operating activities of the Company on behalf of the Company according to best management practices;
- (c) Propose the number and titles of managers that the Company needs to hire to let the Board of Directors appoint or dismiss when necessary in order to apply activities as well as good management structures proposed by the Board of Directors, and consult for the Board of Directors to decide the level of salary, remuneration, and other benefits and provisions of labor contracts of executive officers;
- (d) In the first quarter of each year, the General Director must submit to the Board of Directors for approval of detailed business plan for that fiscal year on the basis of meeting the requirements of the appropriate budget;
- (e) Implement the annual business plan approved by the General Meeting of Shareholders and the Board of Directors;
- (f) Propose measures to improve operations and management of the Company;
- (g) Prepare the long-term, annual and monthly planned budget of the Company (hereinafter referred to as planned budget) to serve the Company's long-term, annual and monthly management activities according to business plan. Annual planned budget (including balance sheets, operational report and cash flow statements) for each fiscal year will have to be submitted to the Board of Directors for approval and must include the information specified in regulations of the Company;
- (h) Perform all other activities in accordance with this Charter and regulations of the Company, resolutions of the Board of Directors, labor contracts of the General Director and laws;
- (i) Signing the appointment decision, dismissing titles under the approval of the policy of the Board of Directors;
- (j) Appoint and dismiss management title of the Company, except the title belong to authorities of the Board of Directors;
- (k) Decide remuneration and other benefit of employees of the Company, even for management title belong to rights of appointment of the General Director;
- (l) Recruit employees;
- (m) Propose dividend payment plan or plan for handle loss in business;

- (n) Other rights and obligations provided by laws, Company's Charter and resolutions, decisions of the Board of Directors.
- 34.5. Report to the Board of Directors and shareholders: The General Director is responsible before the Board of Directors and the General Meeting of Shareholders for the implementation of duties and authority assigned and must report to these agencies when requested.
- 34.6. Dismissal: The Board of Directors may dismiss the General Director when more than two thirds of members of the Board of Directors votes approving (in this case, voting of the General Director is not counted) and appoints a new General Director for replacement.

Article 35. Company's Secretary

- 35.1. The Board of Directors will appoint one (1) or more people to be the Company's Secretary with term and provisions decided by the Board of Directors. The Board of Directors can dismiss the Company's Secretary when necessary but not contrary to the current provisions of labor laws. The Board of Directors may also appoint one or more the Company's Secretary Assistant from time to time. Roles and duties of the Secretary of the Company include:
 - (a) Organize meetings of the Board of Directors, the Board of Supervisors and the General Meeting of Shareholders in accordance with order of the Chairman of the Board of Directors or Board of Supervisors;
 - (b) Make meetings minutes;
 - (c) Consult procedures of meetings;
 - (d) Provide financial information, copies of meeting minutes of the Board of Directors and other information for members of the Board of Directors and Board of Supervisors.
- 35.2. The Company's Secretary is responsible for keeping the information confidential in accordance with the laws and the Company's Charter.

CHAPTER IX. DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS, GENERAL DIRECTORS AND EXECUTIVE OFFICERS

Article 36. Careful responsibilities of members of the Board of Directors, members of the Board of Supervisors, the General Director and executive officers

Members of the Board of Directors, members of the Board of Supervisors, the General Director and executive officers entrusted have responsibilities to honesty perform their duties, including tasks as members of subcommittees of the Board of Directors, and in a manner that they believe to bring highest benefit to the Company and with a degree of caution that a careful person often has when undertaking the same position and in the same context.

Article 37. Responsibilities for honesty and avoidance of conflicts of interest

- 37.1. Members of the Board of Directors, members of the Board of Supervisors, the General Director and executive officers are not allowed to make use of business opportunities that may benefit the Company for personal purpose; at the same time, not use the information obtained by their position to benefit themselves or to serve the interests of other organizations or individuals.

- 37.2. Members of the Board of Directors, members of the Board of Supervisors, the General Director and managers have obligations to notify the Board of Directors all benefits that may conflict with interests of the Company that they can be enjoyed through economic entities, transactions or other individuals. The above objects are only allowed to use these opportunities when the members of Board of Directors with no related interests have decided not to investigate this issue.
- 37.3. The Company is not allowed to issue loans, guarantees, or credit to members of the Board of Directors, members of the Board of Supervisors, the General Director, executive officers and their families or legal entities from which these people have financial benefits, unless otherwise decided by the General Meeting of Shareholders, and at the same time, members with related benefits do not have voting rights.
- 37.4. Contracts or transactions between the Company and one or more members of the Board of Directors, members of the Board of Supervisors, the General Director, executive officers, or people related to them or the company, partners, associations, or organizations in which one or more members of the Board of Directors, executive officers or people related to them as members, or related financial interests, will not be disabled because of the above-mentioned relationships, or because of that member of the Board of Directors or that executive officer is present or participates in a meeting related to or on the Board of Directors or subcommittee allowing the performance of contracts or transactions, or because of their votes are also counted when voting on that purpose, if:
- (a) For contracts valued less than twenty percent (20%) of the total value of assets recorded in the most recent financial statements, important elements of contracts or transactions as well as relationships and benefits of executive officers or members of the Board of Directors have been reported to the Board of Directors or relevant subcommittee. At the same time, the Board of Directors or subcommittee has allowed to perform such contract or transaction honestly by majority of votes of Board members without related interests; or
 - (b) For contracts valued at more than twenty percent (20%) of the total value of assets recorded in the most recent financial statements, important elements about this contract or transaction as well as relationships and benefits of executive officers or members of the Board of Directors have been disclosed to shareholders with no related interests to vote on that issue, and these shareholders voted agree for these contracts or transactions;
 - (c) The contracts or transactions considered to be fair and reasonable by an independent advisory organization in all respects regarding the shareholders of the Company at the time of the transaction or the contract are allowed to perform, approved by the Board of Directors or a subcommittee.
- 37.5. Members of the Board of Directors, members of the Board of Supervisors, the General Director, executive officers or related persons are not allowed to buy or sell or trade in one or another way shares of the Company or subsidiaries of the Company at the time they obtained information certainly affecting the price of those shares and other shareholders do not know this information.

Article 38. Liability for damages and compensation

- 38.1. Responsibility for damage: Members of the Board of Directors, the General Director and executive officers violating obligations to act honestly, not fulfilling its obligations with care, diligence and professional competence will be responsible for damages caused by his/her violation behaviors.

38.2. Indemnification: The Company will indemnify those who have been or are at risk of becoming a related party in complaints, lawsuits and prosecutions (including civil and administrative cases and not the lawsuits filed by the Company) if the person has been or is a member of the Board of Directors, executive officers, employee or authorized representative for the Company or that person has been or is doing at the request of the Company as a member of the Board of Directors, executive officers, employee or authorized representative for the Company provided that the person has acted honestly, cautiously, diligently for or not against the highest benefit of the Company, on basis of compliance with laws; and there is no evidence to confirm that that person has violated his/her responsibilities. When performing functions or tasks as authorized by the Company, members of the Board of Directors, members of the Board of Supervisors, executive officers, employees or authorized representative of the Company are indemnified when becoming a related party in complaints, lawsuits and prosecutions (except lawsuits filed by the Company) in the following cases:

- (a) Act honestly, cautiously, diligently for the benefit and not in conflict with the interests of Company;
- (b) Comply with laws and there is no evidence confirms that he/she has not performed its responsibilities;

38.3. Compensation costs include: expenses incurred (including attorneys' fees), judgment fees, fines, and payments incurred in actual or considered as a reasonable level when dealing with these cases within the framework of the laws, provided that the person acted honestly, cautiously, diligently and with capacity expertise in the manner that he or she believes it is for the benefit or not against the highest benefit of the Company, on the basis of compliance with the laws; and there is no discovery or confirmation that that person violates his responsibilities. The Company has the right to buy insurance for those people to avoid the above compensation responsibilities.

CHAPTER X. BOARD OF SUPERVISORS

Article 39. Members of the Board of Supervisors

39.1. The number of members of the Board of Supervisors must be from three (3) to five (5) members. Members of the Board of Supervisors must meet standards and conditions as specified below:

- (a) Have been trained in one of the majors in economics, finance, accounting, auditing, law, business administration or in a major relevant to the business of the Company;
- (b) Not being a member of the Board of Directors, the General Director and other executive officers of the Company;
- (c) Not being a related person to the members of the Board of Directors, the General Director and other executive officers of the Company;
- (d) Not being a person working in the accounting and finance department of the Company;
- (e) Not being a member or employee of an auditor approved to audit the financial statements of the Company for the preceding three (03) years;
- (f) Other standards and conditions as prescribed by relevant laws and the company's Charter.

39.2. The Head of the Board of Supervisors is elected among members of the Board of Supervisors; election and dismissal of the Head of the Board of Supervisors is conducted in accordance to the majority rule. The Board of Supervisors must include more than half of members residing in Vietnam. The Head of the Board of Supervisors must have a university or higher degree in one of the majors in economics, finance, accounting, auditing, law, business administration or a major related to the business activities. Rights and obligations of the Head of the Board of Supervisors are as follow:

- (a) Convene a meeting of the Board of Supervisors;
- (b) Request the Company to provide relevant information to report to members of the Board of Supervisors;
- (c) Prepare and sign the report of the Board of Supervisors after consulting with the Board of Directors to submit to the General Meeting of Shareholders.

39.3. Shareholders who hold from five percent (05%) of shares can gather together to nominate candidates to the Board of Supervisors.

- (a) Shareholders or a group of shareholders holding less than ten percent (10%) of the shares with voting rights are entitled to nominate one (1) member;
- (b) Shareholders or a group of shareholders holding from ten percent (10%) to less than thirty percent (30%) are entitled to nominate maximum two (2) members;
- (c) Shareholders or a group of shareholders holding from thirty percent (30%) to forty percent (40%) are entitled to nominate maximum three (3) candidates;
- (d) Shareholders or a group of shareholders holding from forty percent (40%) to less than fifty percent (50%) are entitled to nominate maximum four (4) candidates;
- (e) Shareholders or a group of shareholders holding from fifty percent (50%) to less than sixty percent (60%) are entitled to nominate maximum five (5) candidates.

If the number of candidates nominated by a shareholder or group of shareholders is lower than the number they entitle to nominate, the remaining candidates will be nominated by the Board of Directors, the Board of Supervisors or other shareholders.

39.4. The members of the Board of Supervisors are appointed by the General Meeting of Shareholders and the term of the Board of Supervisors are not more than five (5) years; members of the Board of Supervisors may be re-elected with unlimited number of terms. In case members of the Board of Supervisors expires term at the same time but new members of the Board of Supervisors have not been elected, the member of the Board of Supervisors expired term shall continue exercising his rights and performing his obligations until the members of the Board of Directors of the new term is elected and taking mission.

39.5. The members of the Board of Supervisors are no longer members in the following cases:

- (a) That member is prohibited by laws from being a member of the Board of Supervisors;
- (b) That member resigns with a written notice sent to the head office of the Company;
- (c) That member was dismissed from being member of the Board of Supervisors according to the decision of the General Meeting of Shareholders.

Article 40. Board of Supervisors

40.1. The Board of Supervisors will have authority and responsibilities as prescribed in Article 170 of the Law on Enterprises and this Charter, mainly include the following authority and responsibilities:

- (a) Supervise the Board of Directors, the General Director in management and operation of the Company;
- (b) Check reasonability, legality, truthfulness and carefulness in management, operation of business activities; check the systematic, consistent and appropriate of accounting, statistics and preparing financial statements;
- (c) Verify the completeness, legality and truthfulness of the Company's annual and 6-month business reports, financial statements, management evaluation reports of the Board of Directors and submit appraisal reports at the annual General Meeting of Shareholders. Review contracts and transactions with related persons under the approval authority of the Board of Directors or the General Meeting of Shareholders and make recommendations on contracts and transactions that require approval by the Board of Directors or the General Meeting of Shareholders;
- (d) Review, inspect and evaluate the effectiveness and efficiency of the internal control system, internal audit, risk management and early warning of the Company;
- (e) Review accounting books, accounting records and other documents of the Company, the management and operation of the Company when deeming it necessary or according to the resolutions of the General Meeting of Shareholders or at the request of the shareholder or group of shareholders as stipulated in Article 13.3 of this Charter;
- (f) At the request of a shareholder or a group of shareholders as provided for in Article 13.3 of this Charter, the Board of Supervisors shall carry out an inspection within 07 working days from the date of receipt of the request. Within 15 days from the end of the inspection, the Board of Supervisors must report on the issues that are required to be inspected to the Board of Directors and the shareholder or group of shareholders who request it. The inspection of the Board of Supervisors as stipulated in this Clause must not obstruct the normal operation of the Board of Directors, not disrupt the operation of the Company's business activities;
- (g) Propose measures to amend, supplement, improve the organizational structure, management, supervision and operation of the Company's business operations to the Board of Directors or the General Meeting of Shareholders;
- (h) When detecting a member of the Board of Directors, the General Director violates the provisions of Article 36, Article 37 of this Charter must immediately notify in writing to the Board of Directors, request the person acting violations to stop the act of violation and take measures to overcome the consequences;
- (i) Attend and participate in discussions at the General Meeting of Shareholders, the Board of Directors and other meetings of the Company;
- (j) Use the independent consultant, the internal audit department of the Company to perform the assigned tasks;

- (k) The Board of Supervisors can consult with the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders;
 - (l) Other rights and obligations provided in Law on Enterprises, Company's Charter and resolution of the General Directors.
- 40.2. Members of the Board of Directors, the General Director and executive officers must provide all information and documents related to the Company's operations requested by the Board of Supervisors. The Company's Secretary must ensure that all copies of financial information, other information provided to members of the Board of Directors and copies of meeting minutes of the Board of Directors shall be provided to members of the Board of Supervisors at the same time they are provided to the Board of Directors.
- 40.3. After consulting with the Board of Directors, the Board of Supervisors may issue regulations regarding the meetings of the Board of Supervisors and how the Board of Supervisors operates. The Board of Supervisors must meet at least twice a year and the number of members attending the meetings at least two (2) people.
- 40.4. Total remuneration for members of the Board of Supervisors is decided by the General Meeting of Shareholders. Members of the Board of Supervisors will also be paid travel and hotel expenses and reasonable costs incurred when they attend meetings of the Board of Supervisors or related to the business activities of the Company.

CHAPTER XI. RIGHT TO INVESTIGATE THE BOOKS AND RECORDS OF THE COMPANY

Article 41. Rights to investigate books and records

- 41.1. Shareholders or group of shareholders mentioned in Article 13.3 of this Charter have the right to directly or through a lawyer or an authorized person send a written request to be checked during working hours and at the Company's main business location to extract their information in the list of shareholders, minutes and resolutions of the General Meeting of Shareholders and copying or extracting of such minutes and resolutions. The examine request by representative attorney or other authorized representative of shareholders must be accompanied by the shareholder's power of attorney that the person or a notarized copy of this power of attorney.
- 41.2. Members of the Board of Directors, members of the Board of Supervisors, the General Director and executive officers have the right to check the Company's shareholders registration book, the list of shareholders and other books and records of the Company for the purposes relevant to their position with the condition that such information must be kept confidential.
- 41.3. The Company shall do filling this Charter and amendments to the Charter and Enterprise Registration Certificate, regulations, documents proving property ownership, meeting minutes of General Meeting of Shareholders and Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books and any other documents prescribed by laws at head office or another place provided that the shareholders and the business registration agency are notified the location of these documents.
- 41.4. Shareholders have the right to be granted a copy of the Charter of the Company free. In case that the Company has its own website, this Charter must be disclosed on that website.

CHAPTER XIII. DIVISION OF PROFITS

Article 42. Dividends

- 42.1. According to the decision of the General Meeting of Shareholders and the provisions of laws, dividends will be announced and paid from retained earnings of the Company but not exceeding the level set by the Board of Directors proposed after consulting shareholders at the General Meeting of Shareholders.
- 42.2. Under the provisions of the Law on Enterprises, the Board of Directors may decide to advance dividends interim if it is considered that this payment is appropriate to the profitability of the Company.
- 42.3. The Company does not pay interest on dividends or payments related to a type of stock in case shareholders do not exercise their rights according to the announced time limit.
- 42.4. The Board of Directors may propose the General Meeting of Shareholders to approve the payment of dividends in cash, by shares of the Company, or a combination of both.
- 42.5. In case dividends or other amounts related to a share paid in cash, the Company shall pay in Vietnamese Dong and can pay by check or deposit order delivered via the post to the registered address of the beneficiary shareholder and in case of arising risks (from the registered address of shareholders), the shareholder must bear this risk. In addition, dividends payments or other cash payments related to a type of share can be paid via bank transfer when the Company has detailed information about the bank of shareholders to allow the Company to make direct transfer to Bank account of shareholders. Where the Company has transferred the money according to the correct banking information provided by shareholders but shareholder do not receive cash, the Company does not responsible for the money transferred to beneficiary shareholders. Dividend payment for shares listed at the Stock Exchange/Securities Trading Center can be conducted through securities companies or Depository Center.
- 42.6. In case that with approval of the General Meeting of Shareholders, the Board of Directors may decide and inform that common shareholders are entitled to receive dividends by shares instead of cash. Additional shares for dividend are recorded as fully paid shares on the basis that the value of the shares for dividend is equivalent to the amount of cash dividends.
- 42.7. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors may approve resolution specifying a date to close the list of shareholders of the Company. Based on the list finalized on that day, shareholders will receive shareholders' rights in accordance with the laws.
- 42.8. The Company shall only distribute profits to ordinary shareholders when the Company meets following conditions:
 - (a) The Company completed tax obligation and other financial obligations according to laws;
 - (b) The Company has appropriated funds and covered the previous loss in accordance with the provisions of law and the Company's Charter;
 - (c) Upon paying all dividends, the Company still ensures to pay all due debts and other property obligations.

Article 43. Other issues related to profit distribution

Other issues related to profit distribution are carried out in accordance with the law.

CHAPTER XIV. BANK ACCOUNTS, RESERVE FUND, FISCAL YEAR AND ACCOUNTING SYSTEM

Article 44. Bank accounts

- 44.1. The Company will open at least an account at a Vietnamese bank or foreign banks allowed to operate in Vietnam.
- 44.2. Subject to approval of the competent authority, in case of necessity, the Company can open overseas bank accounts in accordance with laws.
- 44.3. The Company will conduct payments and accounting transactions through the accounts in Vietnamese currency or foreign currency at banks where the Company opens accounts.

Article 45. Reserve fund to supplement charter capital

Each year, the Company will have to set aside an amount from its after-tax profit for the reserve fund to supplement charter capital as prescribed by law. This deduction must not exceed five percent (5%) of after-tax profit of the Company and is deducted until the reserve fund equal to ten percent (10%) of the charter capital of the Company.

Article 46. Fiscal year

The Company's fiscal year starts on January 1st every year and ends on December 31st of the same year. The first fiscal year starts from the date of issuance of the Enterprise Registration Certificate and ends on December 31st of the same calendar year.

Article 47. Accounting system

- 47.1. The accounting system used by the Company is the Vietnamese Accounting System (VAS) or other accounting system approved by the Ministry of Finance, complying with accounting regimes for securities company issued by the Ministry of Finance and other guiding documents. The Company must be subject to inspection of the State authority on the implementation of accounting- statistic regimes.
- 47.2. The Company makes accounting books in Vietnamese. The Company will keep accounting records by type of the business activities that the Company involves in. These records must be accurate, updated, systematic and sufficient to demonstrate and explain the Company's transactions.
- 47.3. The Company uses Vietnam dong as a currency unit used in accounting.

CHAPTER XV. FINANCIAL STATEMENT, ANNUAL REPORT, RESPONSIBILITY TO INFORMATION DISCLOSURE

Article 48. Annual, six-month and quarterly financial statements

- 48.1. The Company must prepare an annual financial statement which is audited in accordance with provision of laws. The Company must public its annual audited financial statement in accordance with laws on information disclosure in the securities market and submit to the competent authorities.

- 48.2. Annual financial statement must include reports, annexes, notes in accordance with regulations on corporation accounting. The annual financial statement must reflect honestly and objectively the operational situation of the Company.
- 48.3. The Company must prepare and publish the reviewed 6-month financial statement and quarterly financial statement in accordance with the laws on information disclosure in the securities market and submit to competence authorities.
- 48.4. The Company must prepare and publish the Annual Report in accordance with the laws on securities and securities market.

Article 49. Information disclosure and public announcement

The annual financial statements and other supporting documents must be disclosed to public in compliance with the regulations of the State Securities Commission and submitted to the tax authorities and business registration agencies according to the provisions of the Law on Enterprise.

CHAPTER XVI. COMPANY AUDIT

Article 50. Auditing

- 50.1. At the annual General Meeting of Shareholders, an independent auditing Company will be appointed, legally operates in Vietnam and was approved by the State Securities Commission to provide audit services for listed companies for the next fiscal year based on terms and conditions agreed with the Board of Directors.
- 50.2. The Company will have to prepare and send annual financial statements to an independent audit company after the end of fiscal year.
- 50.3. An independent audit company checks, certifies and reports on annual financial statements displaying the Company's revenues and expenditures, makes an audit report and submits it to the Board of Directors within three months from the end of the fiscal year. Staffs of independent audit company who perform auditing for the Company must be approved by the State Securities Commission.
- 50.4. A copy of the audit report will be sent attached to annual accounting reports of the Company.
- 50.5. Auditors performing audit of the Company will be allowed to attend any General Meeting Shareholders and are entitled to receive notices and other information related to the General Meeting Shareholders that shareholders are entitled to receive and express their opinions at the meeting about issues related to auditing.

CHAPTER XVII. STAMP

Article 51. Stamp

- 51.1. The legal representative has the right to decide the form, quantity and content of the seal of the Company.
- 51.2. Usage and management of the stamp shall be complied with internal regulations of the Company and current laws.

CHAPTER XVIII. TERMINATION OF OPERATION AND LIQUIDATION

Article 52. Termination of operation

- 52.1. The Company may be dissolved or terminated in the following cases:
- (a) The Enterprise Registration Certificate of the Company is withdrawn;
 - (b) Dissolve according to the decision of the General Meeting of Shareholders; or
 - (c) Other cases prescribed by laws.
- 52.2. The dissolution of the Company shall be decided by the General Meeting of Shareholders and the Board of Directors shall implement. Procedure of dissolution shall be conducted under the laws.

Article 53. Liquidation

- 53.1. At least six (06) months before the end of the Company's operation term or after issuing a decision to dissolve the Company, the Board of Directors must establish a liquidation committee consisting of three members, in which there is at least one member from an independent auditing company. The Liquidation Committee will prepare its operational regulations. Members of the Liquidation Committee may be selected among the employees of the Company or independent expert. All costs related to liquidation will be prioritized for payment by the Company before other debts of the Company.
- 53.2. The Liquidation Committee shall report to the business registration authority on the date of establishment and date of operational inception. From that time, the Liquidation Committee will act on behalf of the Company in all issues related to liquidation of the Company before Courts and administrative agencies.
- 53.3. The proceeds from the liquidation will be paid in the following order:
- (a) The cost of liquidation;
 - (b) Salary debts, severance pay, social insurance, health insurance, unemployment insurance in accordance with law and other benefits of the employee under the signed collective labor agreement and labor contract;
 - (c) Taxes liabilities;
 - (d) Other debts;
 - (e) The remaining balance after paying all debts from item (a) to (d) above will be divided for shareholders. Preferred shares will be prioritized for payments.

CHAPTER XIX. INTERNAL DISPUTE RESOLUTION

Article 54. Settlement of internal disputes

- 54.1. Where a dispute or a complaint arises related to the Company's activities or to the rights of shareholders arising from the Charter or from any right or obligation of the Law on Enterprises or other laws or administrative regulations, between:
- (a) Shareholders and the Company; or
 - (b) Shareholders with the Board of Directors, Board of Supervisors, General Director or executive officers;

The relevant parties will try to resolve the dispute through negotiation and reconciliation. Unless disputes involve the Board of Directors or the Chairman of the Board, Chairman of the Board will chair the settlement of disputes within fifteen (15) working days from the date the dispute arises. Where disputes relating to the Board of Directors or Chairman of the Board of Directors, any party may request a legal representative of the Company to appoint an independent expert to act in manner as arbitrator for the dispute resolution process.

54.2. If the mediation decision is not reached within six (06) weeks from the inception of mediation or if the decision of the mediator is not accepted by the parties; any party may bring such dispute to resolve at Vietnam International Arbitration Centre at the Vietnam Chamber of Commerce and Industry (VIAC) in accordance with its Rules of Arbitration. Number of arbitrators is one. The place of arbitration shall be Ho Chi Minh City, Vietnam. The language to be used in the arbitral proceedings shall be Vietnamese.

54.3. The parties shall bear their own costs related to negotiation and reconciliation procedures.

CHAPTER XX. SUPPLEMENTATION AND AMENDMENT OF THE CHARTER

Article 55. Supplementation and amendment of the Charter

55.1. The supplementation and amendment of this Charter must be considered and decided by the General Meeting of Shareholders.

55.2. In case there are legal provisions relating to activities of the Company not mentioned in this Charter or in the case of new regulations of the law are different from the provisions of this Charter, regulations of the laws will be apparently applied and governed the Company's operations.

CHAPTER XXI. EFFECTIVE DATE

Article 56. Effective date

56.1. This Charter consists of XX chapters 56 Articles, which is approved by the General Meeting of Shareholders of Viet Brand Invest Joint Stock Company on and its full contents shall take effective from the approved date.

56.2. The Charter is made in five (06) copies (03 Vietnamese copies and 03 English copies), with the same value, in which:

- (a) This is the sole and official Charter of the Company;
- (b) Copies or extracts of the Charter of the Company shall be valid when they bear signature of Chairman of the Board of Directors or signatures of at least half of the total members of Board of Directors.

Ho Chi Minh City,
VIET BRAND INVEST JOINT STOCK COMPANY
(Sign by legal representative)

LAN, WAN-CHEN

CÔNG TY CỔ PHẦN ĐẦU TƯ
NHÃN HIỆU VIỆT
VIET BRAND INVEST
JOINT STOCK COMPANY

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập – Tự do – Hạnh phúc
SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Số/No.: 1803-001/TTr-BKS.2025

TP. Hồ Chí Minh, ngày 18 tháng 03 năm 2025
Ho Chi Minh City, dated 18 March 2025

TỜ TRÌNH ĐẠI HỘI ĐỒNG CỔ ĐÔNG
THƯỜNG NIÊN NĂM 2025
SUBMISSION TO ANNUAL GENERAL
MEETING OF SHAREHOLDERS OF 2025

V/v: Thông qua Báo cáo của Ban Kiểm soát về kết quả kinh doanh của Công Ty, kết quả hoạt động của Hội đồng quản trị, Tổng Giám đốc năm 2024

Re: To approve the Report of the Board of Supervisors on the Company's business performance and performance of the Board of Directors, General Director in 2024

Căn cứ/ Pursuant to:

- Luật chứng khoán số 54/2019/QH14 ngày 26/11/2019;
Law on Securities No. 54/2019/QH14 dated 26 November 2019;
- Luật doanh nghiệp số 59/2020/QH14 ngày 17/06/2020;
Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;
- Nghị định số 155/2020/NĐ-CP ngày 31/12/2020;
Decree No. 155/2020/ND-CP dated 31 December 2020;
- Điều lệ Công Ty Cổ phần Đầu tư Nhãn hiệu Việt ("Nhãn Hiệu Việt" hoặc "Công Ty").

Charter of Viet Brand Invest Joint Stock Company ("Viet Brand" or "Company").

Ban Kiểm soát Công Ty Cổ phần Đầu tư Nhãn hiệu Việt kính trình Đại Hội Đồng Cổ Đông thông qua Báo cáo của Ban Kiểm soát về kết quả kinh doanh của Công Ty, kết quả hoạt động của Hội đồng quản trị, Tổng Giám đốc năm 2024, như sau:

Board of Supervisors ("BOS") of the Company reports on the Company's business performance and performance of the Board of Directors, General Director in 2024 as follows:



1. **TÌNH HÌNH HOẠT ĐỘNG VÀ TÀI CHÍNH NĂM 2024**

BUSINESS PERFORMANCE AND FINANCIAL SITUATION IN 2024

BKS xác nhận số liệu về tình hình tài chính của Công Ty trong Báo cáo tài chính năm 2024 đã phản ánh trung thực và hợp lý.

BOS confirms the data on the financial situation of the Company in the Financial Statements of 2024 has reflected truthfully and reasonably.

2. **THÙ LAO, CHI PHÍ HOẠT ĐỘNG VÀ CÁC LỢI ÍCH KHÁC**

REMUNERATION, OPERATION EXPENSES AND OTHER BENEFITS

- (a) Tổng mức thù lao cho các thành viên BKS theo quyết định của Đại hội đồng cổ đông ("ĐHĐCĐ"). Thành viên của BKS cũng sẽ được thanh toán các khoản chi phí đi lại, khách sạn và các chi phí phát sinh một cách hợp lý khi họ tham gia các cuộc họp của BKS hoặc liên quan đến hoạt động kinh doanh của Công Ty.

Total remuneration for members of BOS is determined by the General Meeting of Shareholders ("GMS"). Members of BOS will also be reimbursed for travel, hotel and other expenses reasonably incurred when they attend meetings of BOS or are related to business operations of the Company.

- (b) Trong năm 2024, Công Ty không chi trả thù lao cho Ban Kiểm soát.

In 2024, the Company did not pay remuneration for Board of Supervisors.

3. **TÌNH HÌNH THỰC HIỆN PHÁP LUẬT NHÀ NƯỚC VÀ QUY ĐỊNH CÔNG TY**

IMPLEMENTATION OF STATE LAW AND COMPANY REGULATIONS

Công Ty tuân thủ đúng với những quy định trong Luật Chứng khoán, Luật Doanh nghiệp và những quy định khác của Nhà nước, cụ thể là:

The Company complies with the provisions of the Securities Law, Enterprise Law and other regulations, namely:

- (a) Về công bố thông tin: đáp ứng yêu cầu theo quy định tại Thông tư 96/2020/TT-BTC do Bộ Tài Chính ban hành ngày 16/11/2020.

On information disclosure: meeting the requirements as prescribed in Circular 96/2020/TT-BTC issued by the Ministry of Finance dated 16 November 2020.

- (b) Về quản trị công ty đại chúng: đáp ứng yêu cầu theo quy định tại Nghị định 155/2020/NĐ-CP do Chính phủ ban hành ngày 31/12/2020, và Thông tư 116/2020/TT-BTC do Bộ Tài Chính ban hành ngày 31/12/2020.

On corporate governance for public companies: meeting the requirements as

prescribed in Decree 155/2020/ND-CP issued by the Government dated 31 December 2020, and Circular 116/2020/TT-BTC issued by the Ministry of Finance dated 31 December 2020.

- (c) Những quy định khác như quy định đối với công ty đại chúng quy mô lớn và quy định về thuế và sử dụng lao động cũng được tuân theo nghiêm chỉnh và đầy đủ.

Other regulations such as those applicable to large-scale public companies and regulations on taxes and employment are also strictly and fully complied with.

4. TÌNH HÌNH HOẠT ĐỘNG CỦA HỘI ĐỒNG QUẢN TRỊ (“HĐQT”) VÀ BAN TỔNG GIÁM ĐỐC (“BAN TGD”)

BUSINESS PERFORMANCE OF THE BOARD OF DIRECTORS (“BOD”) AND BOARD OF MANAGEMENT (“BOM”)

- (a) HĐQT thường xuyên giám sát Ban TGD trong việc thực hiện các Nghị quyết, kế hoạch kinh doanh đã được HĐQT và ĐHĐCĐ thông qua. Việc giám sát công tác điều hành quản lý của HĐQT đã đảm bảo cho hoạt động kinh doanh của Công Ty tuân thủ đúng các quy định của pháp luật, theo đúng định hướng Nghị quyết của ĐHĐCĐ.

BOD regularly supervises BOM in implementing Resolutions and business plans approved by BOD and GMS. The supervision of the management and administration of BOD has ensured that the business operations of the Company comply with the provisions of law, in accordance with the orientation of Resolutions of GMS.

- (b) Báo cáo quản trị của HĐQT đã phản ánh đầy đủ, trung thực các khía cạnh hoạt động cũng như công tác chỉ đạo, điều hành Công Ty.

The report on corporate governance of BOD reflects fully and honestly the operational aspects as well as the direction and administration of the Company.

- (c) Ban TGD căn cứ các Nghị quyết, quyết định của HĐQT để triển khai nhiệm vụ, đưa ra các quyết sách kịp thời, phù hợp với từng điều kiện cụ thể.

BOM bases on the Resolutions and decisions of BOD to implement the tasks and make decisions in a timely manner, suitable for each specific condition.

5. TÌNH HÌNH PHỐI HỢP HOẠT ĐỘNG GIỮA BAN KIỂM SOÁT VÀ HỘI ĐỒNG QUẢN TRỊ, BAN TỔNG GIÁM ĐỐC VÀ CỔ ĐÔNG

COORDINATION SITUATION OF OPERATIONS BETWEEN THE BOARD OF SUPERVISORS AND BOARD OF DIRECTORS, BOARD OF MANAGEMENT, AND SHAREHOLDERS

Sự phối hợp hoạt động giữa BKS và HĐQT, Ban TGD của Công Ty được thực hiện chặt chẽ theo sát Nghị quyết của ĐHĐCĐ. BKS được cung cấp các văn bản, tài liệu



cần thiết trong quá trình giám sát việc chỉ đạo, điều hành hoạt động kinh doanh của HĐQT, Ban TGD.

The coordination of operations between BOS and BOD, BOM of the Company is strictly implemented in accordance with the Resolutions of GMS. BOS is provided with necessary text and documents in the process of supervising the direction and administration of business operations of BOD and BOM.

6. NHẬN XÉT CỦA BAN KIỂM SOÁT

COMMENTS OF THE BOARD OF SUPERVISORS

- (a) Ban TGD đã chấp hành các Nghị quyết của ĐHCĐ, và nhìn chung, hoàn thành nhiệm vụ trên cơ sở mang lại lợi ích cho Công Ty.

BOM has implemented the Resolutions of GMS, and, in general, fulfilled its tasks on the beneficial basis for the Company.

- (b) Trong năm tài chính 2024, Công Ty đã nghiêm túc chấp hành và tuân thủ quy định của pháp luật hiện hành và không có khiếu nại của cổ đông đối với hoạt động của Công Ty.

In fiscal year of 2024, the Company has strictly implemented and complied with the current provisions of law and there is no complaint of the shareholders on the operations of the Company.

- (c) Công Ty đã hoàn chỉnh công tác kiểm soát nội bộ luôn đi vào nề nếp với một phương hướng đúng đắn và đảm bảo Công Ty phát triển bền vững lâu dài.

The Company has completed the internal controls, always goes into order with the right direction and ensures long-term sustainable development of the Company.

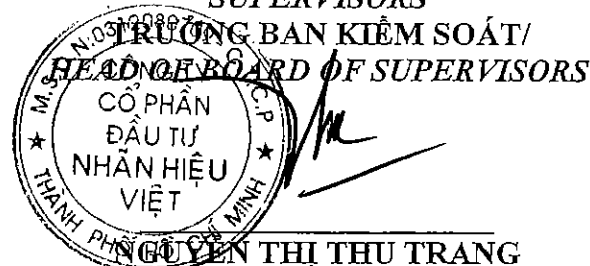
Ban Kiểm soát kính trình Đại Hội Đồng Cổ Đông thường niên năm 2025 xem xét thông qua.

Board of Supervisors would like to propose to Annual General Meeting of Shareholders of 2025 to consider to approve.

Trân trọng.

Best regards.

TM. BAN KIỂM SOÁT/
ON BEHALF OF BOARD OF
SUPERVISORS



NGUYỄN THỊ THU TRANG

CÔNG TY CỔ PHẦN ĐẦU TƯ
NHÃN HIỆU VIỆT
**VIET BRAND INVEST
JOINT STOCK COMPANY**

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập – Tự do – Hạnh phúc
SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Số/ No.: 1803-002/TTr-BKS.2025

TP. Hồ Chí Minh, ngày 18 tháng 03 năm 2025

Ho Chi Minh City, dated 18 March 2025

TỜ TRÌNH ĐẠI HỘI ĐỒNG CỔ ĐÔNG
THƯỜNG NIÊN NĂM 2025
SUBMISSION TO ANNUAL GENERAL
MEETING OF SHAREHOLDERS OF 2025

V/v: Thông qua Báo cáo tự đánh giá kết quả hoạt động của Ban kiểm soát và Kiểm soát viên năm 2024

Re: *To approve the Report on the performance of the Board of Supervisors and its members in 2024*

Căn cứ/ Pursuant to:

- Luật chứng khoán số 54/2019/QH14 ngày 26/11/2019;
Law on Securities No. 54/2019/QH14 dated 26 November 2019;
- Luật doanh nghiệp số 59/2020/QH14 ngày 17/06/2020;
Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;
- Nghị định số 155/2020/NĐ-CP ngày 31/12/2020;
Decree No. 155/2020/ND-CP dated 31 December 2020;
- Điều lệ Công Ty Cổ phần Đầu tư Nhãn hiệu Việt (“**Nhãn Hiệu Việt**” hoặc “**Công Ty**”).
*Charter of Viet Brand Invest Joint Stock Company (“**Viet Brand**” or “**Company**”).*

Ban Kiểm soát Công Ty Cổ Phần Đầu Tư Nhãn Hiệu Việt kính trình Đại Hội Đồng Cổ Đông thông qua Báo cáo tự đánh giá kết quả hoạt động của Ban kiểm soát và Kiểm soát viên năm 2024, như sau:

*Board of Supervisors (“**BOS**”) of the Company reports on the performance of the Board of Supervisors and its members in 2024 as follows:*

1. ĐÁNH GIÁ KẾT QUẢ HOẠT ĐỘNG CỦA BAN KIỂM SOÁT (“BKS”) NĂM

2024

***ASSESSMENT OF PERFORMANCE OF BOARD OF SUPERVISORS ("BOS")
IN 2024***

Năm 2024, BKS Công Ty duy trì số lượng thành viên là 03 (ba) người, gồm 01 (một) Trưởng ban và 02 (hai) thành viên. BKS của Công Ty bao gồm:

In 2024, BOS of the Company consists of 03 (three) people, including one (01) Head and 02 (two) members. BOS of the Company consists:

- Bà Nguyễn Thị Thu Trang – Trưởng Ban Kiểm soát
Nguyen Thi Thu Trang – Head of Board of Supervisors
- Bà Tsai, Hsiu-Li – Thành viên Ban Kiểm soát
Tsai, Hsiu-Li – Member of Board of Supervisors
- Ông Nguyễn Duy Long – Thành viên Ban Kiểm soát
Nguyen Duy Long – Member of Board of Supervisors

Các hoạt động của BKS được quy định theo Điều 170 Luật Doanh nghiệp 2020 và Điều 40 của Điều lệ Công Ty.

The activities of BOS are regulated under Article 170 of Enterprise Law 2020 and Article 40 of the Company Charter.

Trong năm 2024, BKS tổ chức 02 (hai) cuộc họp, nội dung các cuộc họp cụ thể như sau:

In 2024, BOS held 02 (two) meetings, specific duties are as follows:

- (a) Thông qua Báo cáo của BKS về kết quả kinh doanh của Công Ty, kết quả hoạt động của Hội đồng quản trị, Tổng giám đốc năm 2023 và trình lên ĐHĐCĐ thường niên năm 2024;

To approve the Report of BOS on the Company's business performance and performance of the Board of Directors, General Director in 2023 and submit to the AGMS of 2024;

- (b) Thông qua Báo cáo tự đánh giá kết quả hoạt động của Ban kiểm soát và Kiểm soát viên năm 2023 và trình lên ĐHĐCĐ thường niên năm 2024;

To approve the Report of BOS on performance of the Board of Supervisors and its members in 2023 and submit the Report to the AGMS of 2024;

- (c) Thông qua việc phê duyệt danh sách công ty kiểm toán độc lập năm 2024 và trình lên ĐHĐCĐ thường niên năm 2024;

To approve the list of independent auditing companies for the year 2024 and submit to the AGMS of 2024;

- (d) Thẩm tra Báo cáo tài chính năm 2023;

To review the Financial Statements of 2023;

- (e) Soát xét Báo cáo tài chính kiểm toán cho kỳ kế toán 06 tháng kết thúc ngày 30/06/2024.

To review Audited Financial Statements for the six-month period ended 30 June 2024.

Ngoài các cuộc họp và làm việc trực tiếp, BKS đã thường xuyên liên lạc, trao đổi thông tin, tài liệu và đề ra giải pháp cụ thể để nâng cao hiệu quả hoạt động của BKS. Tham gia các cuộc họp với Hội đồng quản trị (“**HĐQT**”) để nắm bắt kịp thời hoạt động của Công Ty.

*In addition to face-to-face meetings, BOS regularly communicated, exchanged information and documents and proposed specific solutions to improve BOS's performance. Attending meetings with the Board of Directors (“**BOD**”) to timely grasp the Company's activities.*

2. **ĐÁNH GIÁ HOẠT ĐỘNG CỦA TỪNG THÀNH VIÊN BAN KIỂM SOÁT NĂM 2024**

ASSESSMENT OF PERFORMANCE OF MEMBERS OF THE BOARD OF SUPERVISORS IN 2024

Các thành viên BKS đã tham dự đầy đủ các cuộc họp do Trưởng BKS triệu tập, tích cực đóng góp ý kiến và thảo luận các vấn đề được nêu trong cuộc họp.

The BOS members fully attended the meetings convened by the Head of BOD, actively contributed ideas and discussed the issues raised in the meeting.

Các thành viên BKS đã chủ động thực hiện các công việc được giao, kết nối và kết hợp với các bộ phận để hoàn thành nhiệm vụ của mình. Cụ thể:

The BOS members actively performed the assigned tasks, connected and combined with other departments to complete their tasks. Specifically:

- (a) Trưởng BKS – Bà Nguyễn Thị Thu Trang đã:

Head of BOS – Ms. Nguyen Thi Thu Trang:

- Thực hiện phụ trách chung;

Performed general responsibility;

- Điều hành các cuộc họp định kỳ hoặc đột xuất của BKS;

Managed BOS's periodic or extraordinary meetings;

- Liên hệ với cổ đông, nhận và xử lý các văn bản liên quan đến BKS từ HĐQT, Ban giám đốc và các cổ đông;

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Contacted shareholders, received and processed documents related to the BOS from the Board of Directors, Board of Management and shareholders;

- Cùng với các thành viên trong BKS thực hiện kiểm soát toàn bộ hoạt động của Công Ty.

Together with the BOS members, controlled all activities of the Company.

(b) Thành viên BKS - Bà Tsai, Hsiu-Li và Ông Nguyễn Duy Long đã:

BOS members – Ms. Tsai, Hsiu-Li and Mr. Nguyen Duy Long:

- Thực hiện kiểm tra giám sát trong hoạt động quản lý điều hành hoạt động kinh doanh, trong tổ chức công tác kế toán và lập báo cáo tài chính;

Carried out inspection and supervision in business management activities, in organizing accounting works and preparing financial statements;

- Giám sát việc thực hiện nghị quyết của Đại hội đồng cổ đông (“ĐHĐCĐ”) về các vấn đề liên quan đến tài chính, đầu tư, sử dụng vốn...

Supervised the implementation of resolutions of the General Meeting of Shareholders (“GMS”) on issues related to finance, investment, capital use, etc;

- Thực hiện rà soát việc lập và ban hành các văn bản pháp lý, quy trình, quy chế của Công Ty;

Reviewed the preparation and issuance of legal documents, processes and regulations of the Company;

- Giám sát việc tuân thủ pháp luật về tổ chức hoạt động của Công Ty, công bố thông tin, thực hiện các chế độ chính sách cho người lao động...;

Monitored compliance with the law on organization and operation of the Company, information disclosure, implementation of policies and regimes for employees...;

- Kiểm tra giám sát việc triệu tập và tổ chức họp ĐHĐCĐ theo đúng trình tự, thủ tục và quy định của pháp luật, điều lệ Công Ty.

Inspected and supervised the convening and holding the General Meeting of Shareholders in accordance with the order, procedures and provisions of law and the Company's charter.

Năm 2024, BKS đã hoàn thành tốt nhiệm vụ theo chức năng, nhiệm vụ được quy định

tại Điều lệ Công Ty và quy định của pháp luật.

In 2024, BOS successfully completed its tasks according to its functions and duties as stipulated in the Company's Charter and regulations of law.

Trong năm 2024, BKS không nhận được đơn thư khiếu nại của bất kỳ cổ đông hoặc nhóm cổ đông nên không thực hiện các vấn đề liên quan đến xử lý các hồ sơ khiếu kiện, đơn giải trình tới HĐQT, cổ đông/ nhóm cổ đông.

In 2024, BOS did not receive any complaint letter from any shareholder or group of shareholders, so BOS did not handle issues related to the handling of complaint files and explanations to BOD, shareholders/groups of shareholders.

Ban Kiểm soát kính trình Đại Hội Đồng Cổ Đông thường niên năm 2025 xem xét thông qua.

Board of Supervisors would like to propose to Annual General Meeting of Shareholders of 2025 to consider to approve.

Trân trọng.

Best regards.

**TM. BAN KIỂM SOÁT/
ON BEHALF OF BOARD OF SUPERVISORS**

**TRƯỞNG BAN KIỂM SOÁT/
HEAD OF BOARD OF SUPERVISORS**



NGUYỄN THỊ THU TRANG



CÔNG TY CỔ PHẦN ĐẦU TƯ
NHÃN HIỆU VIỆT
VIET BRAND INVEST
JOINT STOCK COMPANY

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập - Tự do - Hạnh phúc
SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Số: 1803-003/TTr-BKS.2025

TP. Hồ Chí Minh, ngày 18 tháng 03 năm 2025
Ho Chi Minh City, dated 18 March 2025

**TỜ TRÌNH ĐẠI HỘI ĐỒNG CỔ ĐÔNG
THƯỜNG NIÊN NĂM 2025
SUBMISSION TO ANNUAL GENERAL
MEETING OF SHAREHOLDERS OF 2025**

V/v: Thông qua danh sách công ty kiểm toán độc lập năm 2025

Ref: To approve the list of independent auditing companies for the year 2025

Căn cứ/ Pursuant to:

- Luật chứng khoán số 54/2019/QH14 ngày 26/11/2019;
Law on Securities No. 54/2019/QH14 dated 26 November 2019;
- Luật doanh nghiệp số 59/2020/QH14 ngày 17/06/2020;
Law on Enterprise No. 59/2020/QH14 dated 17 June 2020;
- Điều lệ Công ty Cổ phần Đầu tư Nhãn hiệu Việt ("Nhãn hiệu Việt" hoặc "Công Ty").

Charter of Viet Brand Invest Joint Stock Company ("Viet Brand" or "Company").

Ban Kiểm soát Công Ty Cổ Phần Đầu Tư Nhãn Hiệu Việt kính trình Đại Hội Đồng Cổ Đông thường niên năm 2025, như sau:

Board of Supervisors of Viet Brand Invest Joint Stock Company would like to propose to Annual General Meeting of Shareholders of 2025, as follows:

1. Thông qua danh sách công ty kiểm toán độc lập của Công Ty Cổ Phần Đầu Tư Nhãn Hiệu Việt năm 2025, như sau:

To approve the list of independent auditing companies of Viet Brand Invest Joint Stock Company in 2025, as follows:

- (i) Tên đơn vị kiểm toán: Công Ty TNHH Kiểm Toán Và Tư Vấn Chuẩn Việt

Auditor: Viet Values Auditing and Consulting Co., Ltd



Địa chỉ: 33 Phan Văn Khỏe, Phường 13, Quận 5, TP.HCM

Address: 33 Phan Van Khoe, Ward 13, District 5, HCMC

Điện thoại/Tel: 028 3999 0091 - 028 3999 0097

Fax: 028 3999 0090

- (ii) Tên đơn vị kiểm toán: Công Ty TNHH KPMG

Auditor: KPMG Limited

Địa chỉ: Tầng 46 toà tháp Keangnam, Hanoi Landmark Tower, toà nhà 72 tầng, lô E6, đường Phạm Hùng, Khu đô thị mới Cầu Giấy, Phường Mỹ Trì, Quận Nam Từ Liêm, Thành phố Hà Nội, Việt Nam

Address: 46th floor Keangnam Tower, Hanoi Landmark Tower, 72-storey building, Lot E6, Pham Hung Street, Cau Giay New Urban Area, Me Tri Ward, Nam Tu Liem District, Hanoi City, Vietnam

Điện thoại/Tel: 028 3821 9266

Fax:

- (iii) Tên đơn vị kiểm toán: Công Ty TNHH Dịch Vụ Tư Vấn Tài Chính Kế Toán Và Kiểm Toán Phía Nam

Auditor: Southern Auditing And Accounting Financial Consulting Services Company Limited (AASCS)

Địa chỉ: 29 Võ Thị Sáu, Phường Đa Kao, Quận 1, Thành phố Hồ Chí Minh, Việt Nam

Address: 29 Vo Thi Sau, Da Kao Ward, District 1, HCMC

Điện thoại/Tel: 028 3999 0091 - 028 3999 0097

Fax: 028 3820 5944

- (iv) Tên đơn vị kiểm toán: Công Ty TNHH Kiểm Toán Và Tư Vấn UHY

Auditor: UHY Auditing and Consulting Co., Ltd

Địa chỉ: Tầng 5, Tòa B2, Roman Plaza, đường Tố Hữu, Phường Đại Mỗ, Quận Nam Từ Liêm, Thành phố Hà Nội, Việt Nam

Address: 5th Floor, Building B2, Roman Plaza, To Huu Street, Dai Mo Ward, Nam Tu Liem District, Hanoi City, Vietnam

Điện thoại/Tel: 024 5678 3999

Fax: 024 3755 7446

