

**VEXILLA VIETNAM GROUP  
JOINT STOCK COMPANY**

No: 09/2025/CBTT-SVN

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence – Freedom – Happiness**

*Hanoi, June 28, 2025*

**EXTRAORDINARY INFORMATION DISCLOSURE**

**To:**

- **State Securities Commission;**
- **Vietnam Stock Exchange;**
- **Hanoi Stock Exchange.**

1. Organization Name: Vexilla Vietnam Group Joint Stock Company
  - Stock Code: SVN
  - Headquarters Address: Room 14.21, 14th Floor, Golden King Building, No. 15 Nguyễn Lương Bằng, Tân Phú Ward, District 7, Ho Chi Minh City.
  - Tel: (083) 3579 0106
2. Content of Information Disclosure: Vexilla Vietnam Group Joint Stock Company discloses the Meeting Minutes and Resolution 2025 Annual General Meeting of Shareholders.
3. This information is simultaneously published on the website of Vexilla Vietnam Group Joint Stock Company on June 28, 2025, at the following link: <https://solavina.vn/>

We hereby certify that the disclosed information is truthful and take full legal responsibility for the contents of the disclosure.

**Attached Document:**

- *Meeting Minutes and Resolution 2025 Annual General Meeting of Shareholders.*

**VEXILLA VIETNAM GROUP  
JOINT STOCK COMPANY  
GENERAL DIRECTOR**



**NGUYỄN VĂN CHIẾN**

No. 01/2025/BB-ĐHĐCĐ

Hanoi, June 27, 2025

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

**VEXILLA VIETNAM GROUP JOINT STOCK COMPANY**

**I. COMPANY INFORMATION:**

1. Company name: **Vexilla Group Viet Nam Joint Stock Company**
2. Head office address: Room 14.21, 14th Floor, Golden King Building, No. 15 Nguyen Luong Bang, Tan Phu Ward, District 7, Ho Chi Minh City.
3. Business Registration Certificate No. 0101612880 first issued by Hanoi Department of Planning and Investment on February 21, 2005. Registered for the 22nd change on May 26, 2023.

**II. TIME AND LOCATION OF THE CONFERENCE:**

1. Time: From 9:00 to 10:30, June 27, 2025.
2. Location: 4th floor hall, Viwaseen Tower, 48 To Huu, Trung Van, Nam Tu Liem, Hanoi City

**III. PARTICIPANTS:**

- Members of the Board of Directors and Executive Board of the Company.
- The company's shareholders are listed on the list of shareholders as of June 3, 2025 provided by the Vietnam Securities Depository Center.

**IV. OPENING OF THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS:**

1. In order for the meeting to proceed in accordance with regulations, **Ms. Le Thi Luyen** - Head of the shareholder qualification examination committee, on behalf of the Organizing Committee, read the Report on the shareholder qualification examination attending the meeting at 9:00 a.m.:

- *The total number of voting shares of the Company is: 21,000,000 shares.*
- *The total number of shareholders attending the meeting in person and by proxy is 05 shareholders, representing the number of shares owned and authorized is 13,527,000. shares, accounting for 64.42 % Total number of voting shares of Vexilla Vietnam Group Joint Stock Company.*

Pursuant to the Law on Enterprises, the Charter of Organization and Operation of Vexilla Vietnam Group Joint Stock Company, the 2025 Annual General Meeting of Shareholders is eligible to proceed.

2. **Introduction of the Presidium, Secretariat and Counting Committee**



The General Meeting of Shareholders heard **Mr. Nguyen Van Chien**, on behalf of the organizing committee, introduce the Presidium of the meeting, including:

- **Mr. Nguyen Van Chien** - Member of the Board of Directors and General Director of Vexilla Vietnam Group Joint Stock Company - Chairman of the Meeting.

- The Congress voted through the Presidium, with the following results:

- Number of shares voting in favor: 13,527,000 shares, equivalent to 100% of the total number of shares with voting rights at the meeting

- Number of shares voting against: 0 shares, equivalent to 0% of total shares with voting rights at the meeting

- Number of shares with no opinion: 0 shares, equivalent to 0% of total shares with voting rights at the meeting

*Conclusion: Thus, with the voting results by raising voting cards, the Presidium was approved with a rate of 100% of the total number of voting shares at the Congress.*

Mr. Nguyen Van Chien - Chairman of the congress introduced the Secretary and the Vote Counting Committee:

- Secretary of the congress:

- **Mrs. Vu Thanh Huyen**

- **Ms. Trinh Thi Thao**

- Congress counting committee:

- **Ms. Le Thi Tuoi - Head of Department**

- **Ms. Le Thi Luyen – Member**

- The Congress voted through the Ballot Counting Committee and Secretary as follows:

- Number of shares voting in favor: 13,527,000 shares, equivalent to 100% of the total number of shares with voting rights at the meeting

- Number of shares voting against: 0 shares, equivalent to 0% of total shares with voting rights at the meeting

- Number of shares with no opinion: 0 shares, equivalent to 0% of total shares with voting rights at the meeting

*Conclusion: Thus, with the voting results by raising voting cards, the Vote Counting Committee and the Secretary were approved with a rate of 100% of the total number of voting shares at the Congress.*

### **3. Through the congress organization regulations:**

The congress listened to **Ms. Trinh Thi Thao** read the regulations for organizing the 2025 annual general meeting of shareholders.

- The congress voted to approve the congress organization regulations as follows:

- Number of shares voted in favor: 13,527,000 shares, equivalent to 100% of the total number of shares with voting rights at the meeting

- Number of shares voting against: 0 shares, equivalent to 0% of total shares with voting rights at the meeting
- Number of shares with no opinion: 0 shares, equivalent to 0% of total shares with voting rights at the meeting

*Conclusion: Thus, with the voting results by raising voting cards, the Regulations on organizing the congress were approved with a rate of 100% of the total number of voting shares at the Congress.*

#### 4. Through the agenda of the Congress:

**Mr. Nguyen Van Chien** : The Chairman of the Meeting announced the agenda of the 2025 Annual General Meeting of Shareholders as follows:

- Board of Directors' Report 2024 and Plan 2025
- Report of Independent Member of Board of Directors in 2024 and plan for 2025
- Audited consolidated financial statements 2024
- Plan for selecting an auditor for the 2025 financial statements
- Board of Directors' remuneration payment plan for 2024 and payment plan for 2025 ; Profit distribution plan for 2024 and expected for 2025
- Proposal to authorize the Board of Directors to approve transactions with related parties
- Proposal for Dismissal and Election of Board of Directors for the 2025-2030 term
- Proposal to introduce candidates for election to the Board of Directors for the 2025-2030 term

The Congress voted to approve the agenda as follows:

- Number of shares voting in favor: 13,527,000 shares, equivalent to 100% of the total number of shares with voting rights at the meeting
- Number of shares voting against: 0 shares, equivalent to 0% of total shares with voting rights at the meeting
- Number of shares with no opinion: 0 shares, equivalent to 0% of total shares with voting rights at the meeting

*Conclusion: Thus, with the voting results by raising voting cards, the meeting agenda was approved with 100% of the total number of voting shares at the meeting.*

### **V. REPORTS AND PRESENTATIONS APPROVED BY THE SHAREHOLDERS' MEETING**

#### **Part 1: Presentations**

1. The Congress listened to **Mr. Nguyen Van Chien** - Member of the Company's Board of Directors present the following contents:

- Board of Directors' Report 2024 and Plan 2025
- Report of Independent Member of Board of Directors in 2024 and plan for 2025
- Audited consolidated financial statements 2024



- Plan for selecting an auditor for the 2025 financial statements
- Board of Directors' remuneration payment plan for 2024 and payment plan for 2025; Profit distribution plan for 2024 and expected for 2025
- Proposal to authorize the Board of Directors to approve transactions with related parties
- Proposal for Dismissal and Election of Board of Directors for the 2025-2030 term

### **3. Discussion and shareholder opinions :**

\* The presidium and the entire Congress listened to the content of the reports and proposals presented at the congress and had no other comments.

The congress proceeded to vote.

### **4. Announcement of voting results**

Ms. Le Thi Tuoi, on behalf of the vote counting committee, read the voting results as follows:

Status of voting for shareholders:

Total number of ballots issued: 05 ballots, representing 13,527,000 voting shares

Total number of ballots received: 05 ballots, representing 13,527,000 voting shares

*In there:*

*Number of valid votes: 05 votes, representing 13,527,000 voting shares*

*Number of invalid votes: 0 votes representing 0 voting shares*

**The voting results for each content are as follows:**

1. Approval of the Board of Directors' 2024 Operational Report and 2025 Plan;  
100% Agree 0% Disagree 0% No opinion
2. Approval of the 2025 Performance Report of the independent member of the Board of Directors in the audit committee and the 2025 plan ;  
100 % Agree 0% Disagree 0% No opinion
3. Approval of the audited financial statements for 2024  
100 % Agree 0% Disagree 0% No opinion
4. Proposal for selection of audit unit for financial statements in 2025  
100 % Agree 0% Disagree 0% No opinion
5. Report on payment of remuneration to the Board of Directors in 2024 and payment plan in 2025; Profit distribution plan in 2024 and expected in 2025  
100 % Agree 0% Disagree 0% No opinion
6. Proposal to authorize the Board of Directors to approve transactions with related parties  
100 % Agree 0% Disagree 0% No opinion
7. Proposal for Dismissal and Election of Board of Directors for the 2025-2030 term

100 % Agree 0% Disagree 0% No opinion

**Part 2: Election of Board of Directors for the 2025-2030 term**

**1. Ms. Trinh Thi Thao read the regulations for electing members of the Board of Directors. The Congress voted to approve the regulations for electing members of the Board of Directors, with the following results:**

- Number of shares voted in favor: 13,527,000 shares, equivalent to 100% of the total number of shares with voting rights at the meeting.
- Number of shares voting against: 0 shares, equivalent to 0% of total shares with voting rights at the meeting
- Number of shares with no opinion: 0 shares, equivalent to 0% of total shares with voting rights at the meeting

*Conclusion: Thus, with the voting results by raising voting cards, the Regulations on electing members of the Board of Directors were approved with 100% of the total number of voting shares at the General Meeting.*

**2. Mr. Nguyen Van Chien read the Proposal to introduce personnel to elect members of the Board of Directors for the 2025-2030 term . The Congress voted to approve the proposal.**

- Number of shares voted in favor: 13,527,000 shares, equivalent to 100% of the total number of shares with voting rights at the meeting
- Number of shares voting against: 0 shares, equivalent to 0% of total shares with voting rights at the meeting
- Number of shares with no opinion: 0 shares, equivalent to 0% of total shares with voting rights at the meeting

*Conclusion: Thus, with the voting results by raising voting cards, the proposal to introduce personnel to elect members of the Board of Directors for the 2025-2030 term was approved with 100% of the total number of voting shares at the Congress.*

**3. The congress proceeded to elect members of the Board of Directors:**

**4. Announcement of voting results:**

Ms. Le Thi Tuoi, head of the vote counting committee, read the results of the vote to elect members of the Board of Directors:

- Status of issuing votes to shareholders:

Total number of ballots issued: 05 ballots, representing 13,527,000 voting shares

Total number of ballots received: 05 ballots, representing 13,527,000 voting shares

*In there:*

*Number of valid votes: 05 votes, representing 13,527,000 voting shares*

*Number of invalid votes: 0 votes representing 0 voting shares*

*Candidates elected to the Board of Directors include:*

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- *Mr. Michael Marc Lee won with 13,527,000 votes corresponding to 100% of shares with voting rights*
- *Mr. Nguyen Van Chien won the election with 13,527,000 votes. votes corresponding to 100% of shares with voting rights*
- *Mr. Le Hai Chau won the election with 13,527,000 votes corresponding to 100% of shares with voting rights*
- *Mr. Phung The Tai won the election with 13,527,000 votes corresponding to 100% of shares with voting rights*
- *Mr. Phan Minh Quang was elected with 13,527,000 votes, equivalent to 100% of shares with voting rights.*

## **VI. DECISIONS PASSED AT THE CONGRESS**

- Approval of the Board of Directors' Report for 2024 and the 2025 plan with 100% of votes;
- Approval of the 2024 Independent Member of the Board of Directors' Report and the 2025 plan with 100% of votes;
- Approval of the audited consolidated financial statements for 2024 with 100% of votes;
- Approval of the Plan for selecting an audit unit for the 2025 financial statements with 100% of votes;
- Approval of the Board of Directors' remuneration payment plan for 2024 and the payment plan for 2025; Profit distribution plan for 2024 and expected for 2025 with 100% of votes approved;
- Approval of the Board of Directors' authorization to approve transactions with related parties with 100% of votes in favor;
- Approval of the Proposal for Dismissal and Election of Board of Directors members for the 2025-2030 term with 100% of votes in favor;
- Approval of the Personnel Introduction Report to elect members of the Board of Directors for the 2025-2030 term reached 100% of the votes.
- The list of elected members of the Board of Directors for the 2025-2030 term is:
  - *Mr. Michael Marc Lee was elected with 100% of the votes.*
  - *Mr. Nguyen Van Chien was elected with 100% of the votes.*
  - *Mr. Le Hai Chau was elected with 100% of votes*
  - *Mr. Phung The Tai was elected with 100% of votes*
  - *Mr. Phan Minh Quang was elected with 100% of votes*

## **VII. APPROVAL OF RESOLUTIONS AND MINUTES OF THE MEETING**

**Ms. Vu Thanh Huyen** - Secretary of the meeting presented the Minutes and Resolution of the 2025 Annual General Meeting of Shareholders.

The Minutes and Resolution were unanimously approved by the General Meeting of Shareholders with 100% of the total voting shares attending the meeting.

*The congress closed at 10:30 a.m. the same day.*

**SECRETARY OF THE  
GENERAL MEETING**



**VU THANH HUYEN**

**TM. GENERAL MEETING OF  
SHAREHOLDERS**



**NGUYEN VAN CHIEN**

***Recipient:***

- *Shareholders' Meeting;*
- *Members of the Board of Directors;*
- *Company Board of Directors;*
- *Documentation.*





Hanoi, June 27, 2025

No: 01/2025/NQ-ĐHĐCĐ

**RESOLUTION**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025**  
**VEXILLA GROUP VIETNAM JOINT STOCK COMPANY**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Charter of organization and operation of Vexilla Vietnam Group Joint Stock Company;
- Pursuant to the Minutes of the 2025 Annual General Meeting of Shareholders of Vexilla Vietnam Group Joint Stock Company dated June 27, 2025

**RESOLUTION**

**Article 1. Approval of the Board of Directors' 2024 Operational Report and 2025 Plan** (As per Report No. 01/2025/SVN/BC-HĐQT attached).

**Article 2. Approval of the Report of the independent member of the Board of Directors in the audit committee for 2024 and the plan for 2025** (As per Report No. 02/2025/SVN/BC-UBKT attached).

**Article 3. Approval of the audited consolidated financial statements for 2024;** (As per Report No. 03/2025/SVN/TTr-HĐQT attached).

**Article 4. Approving the Plan for selecting an audit unit for the 2025 financial statements;** (As per Report No. 04/2025/SVN/TTr-HĐQT attached).

**Article 5. Approval of the Board of Directors' remuneration payment plan for 2024 and the payment plan for 2025; Profit distribution plan for 2024 and expected for 2025;** (As per Report No. 05/2025/SVN/TTr-HĐQT attached).

**Article 6. Through the Proposal authorizing the Board of Directors to approve transactions with related parties;** (As per Report No. 06/2025/SVN/TTr-HĐQT attached).

**Article 7. Approval of the Proposal for Dismissal and Election of Board of Directors for the 2025-2030 term** (As per Report No. 07/2025/SVN/TTr-HĐQT attached).

**Article 8. Proposal to introduce personnel to elect members of the Board of Directors for the 2025-2030 term;** (As per Report No. 08/2025/SVN/TTr-HĐQT attached).

Candidates elected to the Board of Directors include:

- Mr. Michael Marc Lee
- Mr. Nguyen Van Chien
- Mr. Le Hai Chau



- Mr. Phung The Tai
- Mr. Phan Minh Quang

#### **Terms of enforcement**

The decisions stated in this Resolution have been approved by the 2025 Annual General Meeting of Shareholders of Vexilla Vietnam Group Joint Stock Company and come into effect from the date of signing and promulgation.

The members of the Board of Directors, the Audit Committee and the Board of General Directors are responsible for implementing this Resolution and organizing its implementation according to their functions and activities in accordance with the provisions of law and the Company's charter.

#### **Recipient :**

- Board members;
- Board of Directors;
- Save VT.

**On behalf of the General Meeting of  
Shareholders  
CHAIRPERSON**



NGUYEN VAN CHIEN





*Ho Chi Minh City, June 27, 2025*

## **RULES**

### **ORGANIZING THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF VEXILLA GROUP JOINT STOCK COMPANY VIETNAM (SVN)**

#### **CHAPTER I**

##### **GENERAL PROVISIONS**

###### **Article 1. Scope of application**

Regulations on organizing the General Meeting of Shareholders used for organizing the 2025 Annual General Meeting of Shareholders of Vexilla Vietnam Group Joint Stock Company (SVN).

**Article 2.** These Regulations specifically stipulate the rights and obligations of the parties participating in the Congress, the conditions and procedures for conducting the Congress.

**Article 3.** Shareholders and participants are responsible for complying with the provisions of this Charter.

#### **CHAPTER II**

##### **RIGHTS AND OBLIGATIONS OF PARTIES ATTENDING THE CONFERENCE**

###### **Article 4. Rights and obligations of shareholders attending the General Meeting of Shareholders**

###### **4.1. Conditions for attending the Congress:**

All shareholders owning Company shares according to the shareholder list finalized by Vexilla Vietnam Group Joint Stock Company on June 3, 2025 or those duly authorized to attend.

###### **4.2. Rights and obligations of shareholders eligible to attend the meeting:**

a. Shareholders or authorized persons attending the Meeting must bring the following documents:

- Invitation to meeting.
- Citizen identification card, Identity card, Passport or other legal personal identification, copy of Business Registration Certificate.
- Original Power of Attorney (in case of authorization to attend the Congress).

*(In case the shareholder is an individual, the authorization document must be signed by that shareholder. In case the shareholder is a legal entity/organization, it must be stamped and signed by the legal representative of that legal entity/organization).*

After presenting the above documents to the Shareholders' Qualification Examination Board, the shareholder or authorized person attending the General Meeting of Shareholders will receive a Voting Card/Ballot, Election Ballot (recording the shareholder's name and the number of voting shares of that shareholder). The value of the Voting Card/Ballot, Election Ballot that the shareholder or authorized person attends the General Meeting with corresponds to the ratio of the number of voting shares that the shareholder owns or represents according to the registration to attend the General Meeting over the total number of voting shares of the shareholders attending the General Meeting.

- b. Authorize in writing a proxy to attend and vote on his/her behalf at the General Meeting of Shareholders. The person authorized to attend the General Meeting may not re-authorize another person to attend the General Meeting.
- c. Shareholders attending the General Meeting who wish to express their opinions must obtain the consent of the Chairman, speak briefly and focus on the key issues that need to be discussed, in accordance with the approved agenda of the General Meeting. Issues that have been raised by previous participants must not be raised again to avoid duplication. Shareholders attending the General Meeting can also write down the contents on the Questionnaire and submit it to the Secretariat.
- d. To vote on all matters within the authority of the General Meeting of Shareholders as prescribed in the Company's Charter of Organization and Operation.
- e. Shareholders and shareholder representatives attending the General Meeting of Shareholders, after listening to the report on the contents to be approved, will discuss and approve by voting.
- f. During the General Meeting, shareholders must comply with the instructions of the Presidium, behave civilly and politely, and not cause disorder.
- g. Shareholders or authorized persons who arrive after the General Meeting has opened, after completing the registration procedure, are allowed to attend and vote on the remaining contents to be voted on according to the approved General Meeting agenda. In this case, the validity of the votes that have been conducted shall not be affected.

## **Article 5. Rights and obligations of the Chairman and the Presidium**

5.1. The Chairman of the Board of Directors shall chair or authorize another member of the Board of Directors to chair the meeting of the General Meeting of Shareholders, as approved by the General Meeting of Shareholders at the meeting.





5.2. Duties of the Presidium:

- a. Conduct the activities of the General Meeting according to the program approved by the General Meeting. Carry out necessary tasks so that the General Meeting of Shareholders takes place in an orderly manner; reflecting the wishes of the majority of shareholders and shareholder representatives attending.
- b. Guide delegates and Congress discussion.
- c. Submit the draft and necessary contents for the Congress to vote.
- d. Respond to questions requested by the Congress.

**Article 6. Rights and obligations of the Shareholders' Qualification Examination Committee to attend the General Meeting**

The Board of Shareholders' Qualifications for Attending the General Meeting of Shareholders is decided by the Organizing Committee of the General Meeting. The Board of Shareholders' Qualifications for Attending the General Meeting receives documents from shareholders or authorized persons attending the meeting to check their validity and compare them with the list of shareholders entitled to attend the meeting finalized at June 3, 2025; Distribute documents, Voting Cards/Ballots, Election Ballots; Report to the General Meeting on the results of the shareholders' qualification checks for attending the General Meeting before the General Meeting is officially held.

**Article 7. Rights and obligations of the Congress Secretary**

- 7.1. The Chairman appoints the Secretary at the Congress.
- 7.2. The Secretary performs support tasks assigned by the Chairman, including:
  - a. Record fully and honestly the contents of the Congress.
  - b. Assist the Presidium in announcing draft Minutes and Resolutions of the General Meeting and notices of the Presidium sent to shareholders when requested.
  - c. Receive shareholder questionnaires.

**Article 8. Rights and obligations of the Ballot Counting Committee**

- 8.1. The Chairman introduces the Ballot Counting Committee and organizes the vote collection at the Congress.
- 8.2. The Counting Committee has the following duties:
  - a. Monitor the voting of shareholders or representatives attending the General Meeting.
  - b. Summarize the number of voting shares for each content and notify the results to the Chairman and the General Meeting Secretariat.
  - c. Receive shareholder questionnaires.

**CHAPTER III**

**CONDUCTING THE CONGRESS**

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## **Article 9. Conditions for holding the Congress**

The General Meeting of Shareholders is held when the number of shareholders attending the meeting represents more than 50% of the total number of voting shares according to the shareholder list of Vexilla Vietnam Group Joint Stock Company as of June 3, 2025.

## **Article 10. Order of the Congress**

- 10.1. All shareholders attending the meeting must be dressed appropriately.
- 10.2. Shareholders entering the General Meeting room must sit in the correct position or area as specified by the General Meeting Organizing Committee. Strictly comply with the seating arrangement of the Organizing Committee.
- 10.3. No smoking in the Congress room.
- 10.4. No private conversations or use of mobile phones during the Congress. Mobile phones must be turned off or not ringing.

## **Article 11. Method of voting to approve issues at the Congress**

All contents in the agenda of the General Meeting must be approved by public voting of all shareholders attending the General Meeting by VOTING CARDS/BALLOTS according to the number of shares owned/represented and authorized. Each shareholder is given 01 VOTING CARD, 01 VOTING BALLOT and 01 VOTING BALLOT stating: Name of Shareholder; Number of shares entitled to vote (owned/represented and/or authorized); Number of voting cards/ballots of the shareholder and stamped with the Company's seal.

### **11.1. VOTING CARDS:** printed on **blue** paper, used to vote on the following contents:

- a. Through the composition of the Congress Presidium;
- b. Approving the Regulations on organizing the 2025 Annual General Meeting of Shareholders;
- c. Through the Agenda;
- d. Through the composition of the Ballot Counting Committee;
- e. Approval of the Regulations for the election of additional members of the Board of Directors;
- f. Approval of Minutes and Resolutions of the General Meeting of Shareholders.

### **11.2. VOTING BALLOT:** printed on **white** paper, used to vote on contents according to reports and proposals.

- a. Valid ballot:
  - Voting ballots are issued by the Congress Organizing Committee, with the Company's seal;
  - Voting ballots must not be torn, erased or altered;
  - With signature of confirmation of shareholder/authorized representative of shareholder participating in voting



- Mark (X/V) only once for a voting content
- b. Invalid ballot:
  - Not issued by the Congress Organizing Committee.
  - Erase, edit content.
  - No signature of confirmation from shareholder/ authorized representative of shareholder attending.
  - No mark or more than one mark (X/V) for a voting content.
- c. Invalid ballots will be void when counting votes.

**11.3. BOARD OF DIRECTORS ELECTION BALLOT:** printed on **yellow** paper, used to elect replacement members of the Board of Directors.

## **Article 12. Approval of Resolutions of the General Meeting of Shareholders**

The resolutions of the General Meeting of Shareholders on issues in the agenda of the General Meeting are specifically stipulated as follows:

12.1. The resolution of the General Meeting of Shareholders will be passed when approved by the number of shareholders holding more than 50 % of the total number of votes of all shareholders attending and voting at the meeting .

12.2.

## **CHAPTER IV**

### **END OF CONGRESS**

## **Article 13. Minutes and Resolutions of the General Meeting of Shareholders**

13.1. Minutes and Resolutions of the General Meeting of Shareholders must be completed and approved before the closing of the General Meeting.

13.2. Minutes and Resolutions of the General Meeting of Shareholders must be kept at Vexilla Vietnam Group Joint Stock Company.

## **Article 14. Entry into force**

This Charter consists of 14 (fourteen) Articles, is read publicly before the General Meeting of Shareholders and takes effect immediately after being voted and approved by the 2025 Annual General Meeting of Shareholders.

### **Recipient:**

- As above;
- Save: VT.

**TM. BOARD OF DIRECTORS  
BOARD MEMBER**



**NGUYEN VAN CHIEN**



<b>VEXILLA GROUP VIETNAM JOINT STOCK COMPANY</b>	<b>SOCIALIST REPUBLIC OF VIETNAM Independence – Freedom – Happiness</b>
<i>No: 01/ 2025 /SVN/ BC-HĐQT</i>	<i>Ho Chi Minh City, June 27 , 2025</i>

**REPORT OF THE BOARD OF DIRECTORS  
ON THE STATE OF TASKS IMPLEMENTATION IN 2024  
AND TASKS, TARGETS AND RECOMMENDATIONS IN 2025**

On behalf of the Board of Directors (BOD) of Vexilla Vietnam Group Joint Stock Company , I would like to report to the 2025 Annual General Meeting of Shareholders (AGM) on the implementation of the Board of Directors' tasks in 2024 .

**I. RESULTS OF PERFORMANCE OF TASKS IN WORK FIELDS**

**1. Evaluation of production and business performance in 2024 :**

Based on the 2024 production and business plan approved by the 2024 Annual General Meeting of Shareholders , the Board of Directors has assigned the plan to the Board of Directors and specialized departments, and directed the implementation, with the following results:

*Unit: VND*

TT	Target	Perform 202 3	Plan 202 4	Perform 202 4	Increase decrease 202 4 /20 2 3
1	Total revenue	80.748.872.433	90,000,000,000	86.058.856.460	6.58%
2	Profit before tax	903.810.212	1,000,000,000	590,613,291	(34.65)%

*(Source: Audited consolidated financial statements 2024 )*

**II. ACTIVITIES OF THE BOARD OF DIRECTORS IN 202 4**

The Board of Directors operates in accordance with the spirit of the Charter, the Enterprise Law, the Securities Law and other relevant legal documents. The meetings of the Board of Directors are held regularly, in accordance with the Charter. The Board of Directors has closely followed the orientation of the Resolution of the General Meeting of Shareholders and the actual situation of the Company and directed, managed and supervised the Company's activities to implement the content of the Resolution agreed upon.

**1. Human resources:**

The Company's Board of Directors in 2024 has no changes as follows:

STT	Full name	Position
1	Mr. Michael Marc Lee	Chairman of the Board
2	Mr. Callum Fraser	Independent Board Member
3	Mr. Nguyen Ngoc Thuyen	Independent Board Member
4	Mr. Nguyen Van Chien	Executive Board Member
5	Mrs. Truong Dieu Huong	Independent Board Member

**2. Management and supervision work of the Board of Directors in 2024 :**

In 2024 , the Board of Directors held 09 meetings, issued Minutes and Resolutions as a basis for the Board of Directors to implement production and business activities, specifically as follows :

Status	Resolution/Decision Number	Day	Content
1	01/2024/SVN/NQ-HĐQT	March 29, 2024	Regular Board of Directors Meeting Quarter 1/2024
2	02/2024/SVN/NQ-HĐQT	April 26, 2024	Resolution of the Board of Directors passed: <ul style="list-style-type: none"> <li>- Extension of time to hold the 2024 Annual General Meeting of Shareholders.</li> <li>- Organize the 2024 Annual General Meeting of Shareholders.</li> </ul> The last registration date to close the list of shareholders to attend the 2024 Annual General Meeting of Shareholders is May 22, 2024.
3	03/2024/SVN/NQ-HĐQT	05/20/2024	Resolution approving the plan to use credit at TPBank with a value of less than 10% of the Company's total assets
4	04/2024/SVN/NQ-HĐQT	May 31, 2024	Resolution of the Board of Directors passed: <ul style="list-style-type: none"> <li>- Plan to organize the 2024 Annual General Meeting of Shareholders.</li> </ul> Draft documents to be submitted to the 2024 Annual General Meeting of Shareholders.
5	05/2024/SVN/NQ-HĐQT	July 18, 2024	Resolution of the Board of Directors approving the independent auditor and signing a contract with the independent auditor in 2024
6	06/2024/SVN/NQ-HĐQT	06/09/2024	Regular Board of Directors Meeting Quarter 3/2024
7	07/2024/SVN/NQ-HĐQT	12/25/2024	Resolution of the Board of Directors approving divestment at Lung Lo 5 Investment and Development Joint Stock Company



8	08/2024/SVN/NQ-HDQT	12/25/2024	Resolution of the Board of Directors approving divestment at Veridian Joint Stock Company
9	09/2024/SVN/NQ-HDQT	12/31/2024	Regular Board of Directors Meeting Quarter 4/2024

**3. Supervision of activities of the Board of Directors and Management Staff:**

With its role, responsibility and authority, the Board of Directors of the Company has performed the work of supervising, directing and operating the Company in accordance with the provisions of law, the Company's Charter and resolutions of the General Meeting of Shareholders specifically as follows:

- The Board of Directors always closely monitors the activities of the Board of Directors and the Management Staff in the Company and promptly resolves issues arising under the authority of the Board of Directors. Create favorable conditions for the management activities of the Board of Directors and the Management Staff in the Company.
- Require the Board of Directors to regularly review the Company's financial investments, make plans to recover ineffective investments and seek new potential and promising investment opportunities.
- Require the General Director and Management Staff to strengthen direction and regularly report to the Board of Directors on monthly and quarterly production and business results to improve production and business efficiency.
- Supervise the direction and operation of production and business activities according to the Resolution of the General Meeting of Shareholders.
- All production and business activities are inspected and supervised by the Company's Audit Committee and specialized departments to minimize risks as much as possible.
- Direct strict implementation of reporting and information disclosure regimes according to regulations.

In general, in 2024, the Board of Directors of the Company clearly recognized the advantages and difficulties of the Company, so it was flexible in operating production and business activities, and had drastic solutions to improve management and production and business efficiency. Based on the provisions of the Company's Charter and the Board of Directors' Operating Regulations, the coordination between the Board of Directors and the Board of Directors was very close and effective in orienting development as well as resolving difficulties and obstacles in the Company's operations.

**4. General assessment of the Board of Directors' performance:**

- The Board of Directors has directed to amend and supplement the Management Regulations to comply with the provisions of law and the Company's reality.
- The Board of Directors has closely, promptly and regularly coordinated with the Executive Board in directing the implementation of the Resolutions of the General Meeting of Shareholders and the Board of Directors for the Company.
- All decisions of the Board of Directors are discussed and reported fully, promptly and in accordance with regulations to the Executive Board.
- The proposals of the Executive Board to the Board of Directors are all studied, discussed and given timely direction.
- The Company fully and promptly complies with the Resolutions of the General Meeting of Shareholders, the Board of Directors and State regulations.

**5. Board of Directors' remuneration report.**



- The total remuneration and income of the Company's Board of Directors in 2024 is 0 VND.
- The operating expenses, transactions, business expenses , etc. of the Board of Directors during the year are carried out in accordance with the Company's regulations and rules.

**6. Report on transactions between the company, subsidiaries, companies in which SVN controls 50% or more of the charter capital with members of the Board of Directors and related persons of such members; transactions between the Company and companies in which members of the Board of Directors are founding members or business managers within the last 3 years before the time of transaction:**

Status	Full name	Position	Transaction content	Value (VND)
1	Nguyen Van Chien	Member of Board of Directors and General Director	General Director Salary	125,690,000

**7. Activities of independent Board members and results of independent members' assessment of the Board's activities:**

- Activities of independent members of the Board of Directors: Vexilla Vietnam Group Joint Stock Company has 03 independent members of the Board of Directors, namely Mr. Callum Fraser , Mr. Nguyen Ngoc Thuyen and Ms. Truong Dieu Huong . In 2024 , the activities of independent members of the Board of Directors were carried out in accordance with the provisions of the Company's Charter and related legal documents.
- Assessment of the independent members of the Board of Directors on the Board of Directors' activities: In 2024 , the Company's Board of Directors held all Board meetings in accordance with current laws , and issued Minutes and Resolutions as a basis for the Board of Directors to carry out production and business activities.

**8. Activities of the Audit Committee under the Board of Directors**

The Audit Committee (ABC) has 02 members, of which the Chairman of the ABC is an independent member of the Board of Directors, the remaining member is a non-executive member of the Board of Directors. All members properly perform the roles and functions of the ABC in accordance with the provisions of law and the Company Charter, specifically as follows:

- Monitor the implementation of the Resolutions of the General Meeting of Shareholders, the Resolutions of the Board of Directors and the activities of the Board of Directors in managing and operating the Company; promptly record and reflect the Company's activities for early warning and reporting in regular meetings.
- Conduct review of the Company's semi-annual/annual financial statements.
- Control financial risks and investment sources of the Company.

In 2024 , the Audit Committee held 04 meetings and did not detect any unusual cases in the activities of the Board of Directors, the Board of General Directors and other management staff of the Company.

**III. GOALS AND TASKS IN 2025**

Inheriting and promoting the achievements, overcoming the remaining difficulties in 2024 , the Board of Directors of the Company is determined to strive to build a stable and sustainable development Company, continuing to develop and expand production and business activities in 2025 by the following main measures:

- Regularly check and supervise the implementation of signed contracts and use capital effectively, ensuring the completion of the 2025 plan tasks .

- Organize regular meetings between the Board of Directors and managers, leaders of functional departments to understand the Company's operating situation and promptly propose directions and measures to resolve difficulties and problems in business operations .
- Maintain regular quarterly Board of Directors meetings to propose timely and flexible policies and strategies, and resolve issues arising during the production and business operations.
- Monitor and inspect production and business activities of subsidiaries, affiliated companies and capital contributing units.
- Regularly review the Company's investments and make plans to recover capital when detecting ineffective investments.
- Research and seek investment opportunities, contribute capital to businesses with good, stable and potential business operations in fields that the Company is interested in such as real estate, construction, trade, etc.
- To suit the Company's business operations and minimize financial costs, the Company's Board of Directors is proceeding to close the Company's branches, specifically as follows :

**List of closed branches**

STT	Branch name	Address
1	Solavina Joint Stock Company Branch in Dak Lak	No. 185 Giai Phong, Phuoc An Town, Krong Pak District, Dak Lak
2	Solavina Joint Stock Company Branch in Dak Nong	Group 5, Nghia Duc Ward, Gia Nghia City, Dak Nong
3	Branch of Vexilla Vietnam Group Joint Stock Company	15th Floor, Viwaseen Building, 48 To Huu, Trung Van Ward, Nam Tu Liem, Hanoi

- The Board of Directors continues to direct and supervise the Company's Board of Directors to complete and exceed the targets set for 2025 as follows:

Unit: VND

S TT	Target	Perform 202 4	Plan 202 5
1	Total revenue	86.058.856.460	100,000,000,000
2	Profit before tax	590,613,291	1,000,000,000

Above is the report of the Board of Directors of Vexilla Vietnam Group Joint Stock Company summarizing the results of operations in 2024 and the direction of operations in 2025. We hope that our Shareholders will contribute practical ideas to help the Board of Directors of the Company operate better and better and have the best strategy for the stable and sustainable development of the Company.

After the Annual General Meeting of Shareholders approves the report contents, the Board of Directors will develop a specific roadmap and program in the spirit of innovation along with drastic and thorough guidance measures to bring Vexilla Vietnam Group Joint Stock Company to sustainable development.



On behalf of the Board of Directors, I would like to express my gratitude for the support and trust of all Shareholders over the past time.

*Respectfully report to the General Meeting of Shareholders./*

**TM/BOARD OF DIRECTORS  
MEMBER OF BOARD OF DIRECTORS**



**NGUYEN VAN CHIEN**





<b>VEXILLA GROUP VIETNAM JOINT STOCK COMPANY</b> <p style="text-align: center;">-----oOo-----</p> <p><i>Number: 02/ 2025 / SVN/ BC-UBKT</i></p>	<b>SOCIALIST REPUBLIC OF VIETNAM</b> <b>Independence - Freedom - Happiness</b> <p style="text-align: center;">-----oOo-----</p> <p style="text-align: right;"><i>Ho Chi Minh City, June 27 , 2025</i></p>
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## REPORT OF INDEPENDENT BOARD MEMBERS IN THE COMMITTEE AUDIT 2024 AND PLAN 2025

To: Annual General Meeting of Shareholders 2025  
Vexilla Vietnam Group Joint Stock Company

### I. List of independent members of the Board of Directors (“BOD”):

As of the reporting date, the composition of the Board of Directors of Vexilla Vietnam Group Joint Stock Company (SVN ) has 03/05 *independent* members of the Board of Directors, in accordance with the provisions of the Enterprise Law No. 59/2020/QH14 issued on July 17, 2020 and Clause 4, Article 276, Decree 155/2020/ND-CP guiding the Law on Securities.

The list of independent members of the Board of Directors is as follows:

STT	Full name	Appointment period	Position
1	Mr. Callum Fraser	October 26, 2019	Independent Board Member
2	Mr. Nguyen Ngoc Thuyen	June 28, 2021	Independent Board Member and Audit Committee Member
3	Mrs. Truong Dieu Huong	June 29, 2022	Independent Board Member and Chairman of the Audit Committee

### II. Report of the independent member of the Board of Directors in the Audit Committee:

The independent members of the Board of Directors have supervised the activities of the Board of Directors and the Executive Board in fiscal year 2024 in the following specific aspects:

#### 1. Financial reporting, operations, financial situation of SVN:

##### ❖ Financial report:

- Financial statements are prepared and published in accordance with accounting standards and current legal regulations.
- The financial statements fully reflect the company's production, business and financial activities, presented according to prescribed reporting forms.
- The report has honestly and reasonably reflected the Company's financial situation in all material aspects.
- Recording, opening accounting books, classifying economic contents according to accounting standards issued by the Ministry of Finance.

- The Company has periodically reported and disclosed information to public companies in accordance with regulations on information disclosure on the stock market.
- The selected auditing company ensures reliability, honesty, compliance with audit deadlines, compliance with professional regulations, and independence and objectivity when giving audit opinions.
- SVN's 2024 financial report has been audited in accordance with the provisions of the charter and the Resolution of the 2024 Shareholders' Meeting, by AFC Vietnam Auditing Company Limited - Ha Thanh Branch. perform.

❖ **Operating status:**

- Resolutions and decisions of the Executive Board are issued validly, within authority and in compliance with information disclosure regulations for listed companies;
- In 2024, SVN's net revenue reached VND 86,058,856,460, reaching 95.62 % of the plan. During the year, the Company's revenue mainly came from agricultural product trading activities: Corn, cassava,...

❖ **Financial situation:**

- SVN's financial situation in 2024 was maintained healthy, with indicators of solvency, capital structure, operating capacity, and profitability remaining stable compared to 2024.

**2. Results of supervision of the Board of Directors, General Director and other executives of the Company:**

- The management of the Board of Directors and the Board of General Directors of the Company in 2024 complied with the Law on Enterprises, the Law on Securities, the Charter of Operations, the Resolutions of the General Meeting of Shareholders and the Board of Directors, and relevant legal regulations.
- In 2024, the Board of Directors held 09 meetings to manage the Company's operations. The Board of Directors meetings were convened and conducted in accordance with the regulations on procedures stated in the Company's Charter. The contents of the meetings were reported, discussed and fully evaluated in the spirit of openness, fairness and transparency. The Board of Directors regularly monitored the operations and implementation of issued decisions, and supervised the Company's operations through periodic reports of the Board of Directors. The Board of Directors directed, supported and facilitated the Board of Directors and the Company's Audit Committee to perform their functions and tasks as prescribed.
- The Board of Directors of the Company always works actively with a high sense of responsibility. The Board of Directors has fully assessed the advantages and difficulties, regularly implemented risk management to prevent losses and forecast to seize opportunities. At the same time, it focuses on drastic, flexible and close management of all activities of the Company. Implement solutions and promptly deploy policies to overcome difficulties, actively expand the market. Implement effective solutions on personnel management, salaries, bonuses and the Company's governance model to create initiative and flexibility for departments and divisions. Mobilize and improve the efficiency of using all resources of capital, assets and labor, improve the capacity of the management apparatus to help save costs.

**3. Assessment results of the Company's internal control and risk management system:**



- The Board of Directors and the Board of Management have regularly followed market developments, forecasted and proposed appropriate business plans to limit risks of capital, interest rates, stock prices, credit, liquidity, environment, law, industry-specific risks and other risks;
- The Executive Board has reviewed, supplemented and issued new documents, including regulations on the organization and operation of specialized departments, regulations related to operations, and improved the effectiveness of the internal audit system;
- The independent Board member identified changes in legal regulations related to the activities of the Board members, the Audit Committee and internal audit; advised the Board on how to organize in accordance with new legal regulations, market practices and the needs of the Company.

**4. Report on transactions between the company, subsidiaries, companies in which SVN controls 50% or more of the charter capital with members of the Board of Directors, General Director (Director), other executives of the enterprise and related persons of such members; transactions between the Company and companies in which members of the Board of Directors, The General Director (Director), other executives of the enterprise are founding members or managers of the enterprise within the 3 most recent years prior to the transaction.**

Status	Full name	Position	Transaction content	Value (VND)
1	Nguyen Van Chien	Member of Board of Directors and General Director	General Director Salary	125,690,000

**5. Coordination between the Audit Committee, the Board of Directors and the Board of Management :**

- In 2024 , the Audit Committee closely coordinated with the Board of Directors and the Board of Management in performing its assigned functions and tasks. The Board of Directors and the Board of Management created favorable conditions for the Audit Committee to perform its tasks, providing information and documents related to the Company's operations.
- The Audit Committee has closely coordinated with the Board of Directors and the Board of Management in the inspection and supervision of the Company's executive apparatus to take timely measures to handle existing problems in order to improve management efficiency and ensure full compliance with current regulations of State management agencies.

**6. Remuneration, operating expenses and other benefits of the Audit Committee and each member of the Audit Committee in 202 4**

- In 2024, Audit Committee members will not receive remuneration.
- Operating expenses, business expenses , and other benefits of the Audit Committee during the year are implemented in accordance with the Company's regulations and rules.

**III. Audit Committee Meetings, Conclusions and Recommendations:**

**Summary of Audit Committee Meetings**





Thank you very much./.

**Recipient:**

- As above;
- Board of Directors;
- Board of Directors ;
- Save VT, UBKT.

**T.M AUDIT COMMITTEE  
CHAIRPERSON**



**TRUONG DIEU HUONG**





*No: 03/2025/SVN/TTr-HĐQT*

*Ho Chi Minh City, June 27, 2025*

**SUBMISSION**

*(Regarding the approval of the Audited Financial Statements for 2024)*

**To: Annual General Meeting of Shareholders 2025**

**Vexilla Vietnam Group Joint Stock Company**

- Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Securities Law No. 54/2019/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Pursuant to the Charter of Organization and Operation of Vexilla Vietnam Group Joint Stock Company.

Pursuant to the Resolution of the 2024 Annual General Meeting of Shareholders, the Board of Directors of the Company has selected AFC Vietnam Auditing Company Limited - Ha Thanh Branch to audit the Parent Company and Consolidated Financial Statements for 2024. The Board of Directors respectfully submits to the General Meeting of Shareholders for approval of the audited Parent Company and Consolidated Financial Statements for 2024. The Company has disclosed information in accordance with regulations and posted the full text of the audited Parent Company and Consolidated Financial Statements for 2024 on the Company's website, including:

- Balance sheet (separate and consolidated);
- Business performance report (separate and consolidated);
- Cash flow statements (separate and consolidated);
- Notes to the financial statements (separate and consolidated).

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

**Recipient:**

- As above;
- Board of Directors;
- Inspection Committee ;
- Save VT.

**TM. BOARD OF DIRECTORS  
MEMBER OF BOARD OF DIRECTORS**



**NGUYEN VAN CHIEN**

**VEXILLA GROUP VIETNAM**  
**JOINT STOCK COMPANY**

No: 04/2025/SVN/TTr-HĐQT

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**

*Ho Chi Minh City, June 27, 2025*

**SUBMISSION**

*(Regarding the selection of an auditor for the 2025 Financial Statements)*

Dear: Annual General Meeting of Shareholders 2025  
Vexilla Vietnam Group Joint Stock Company

- Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Securities Law No. 54/2019/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Pursuant to the Charter of organization and operation of Vexilla Vietnam Group Joint Stock Company.

The Board of Directors of the Company respectfully submits to the General Meeting of Shareholders (GMS) for approval the plan to select an independent auditing unit to review the Parent Company's Financial Statements and Consolidated Semi-Annual Financial Statements for 2025, and audit the Parent Company's Financial Statements and Consolidated Financial Statements for 2025 of Vexilla Vietnam Group Joint Stock Company as follows:

- AFC Vietnam Auditing Company Limited – Ha Thanh Branch
- CPA VIETNAM Auditing Company Limited.
- KPMG Vietnam Company Limited.

We respectfully request the General Meeting of Shareholders to approve the authorization for the Board of Directors to select a specific auditing company from the above list.

In case of failure to negotiate with the auditing companies in the above list, the General Meeting of Shareholders authorizes the Board of Directors to select another auditing company with reputation, audit quality, appropriate auditing fees and qualified to provide auditing services approved by the State Securities Commission to audit public interest entities in 2025.

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

**Recipient:**

- As above;
- Board of Directors;
- Inspection Committee ;
- Save VT.

**TM. BOARD OF DIRECTORS**  
**MEMBER OF BOARD OF**  
**DIRECTORS**



**NGUYEN VAN CHIEN**



**VEXILLA GROUP VIETNAM**  
**JOINT STOCK COMPANY**  
No: 05 /2025 / SVN / TTr-HĐQT

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**

*Ho Chi Minh City, June 27 , 2025*

**SUBMISSION**

*(Regarding the payment of remuneration to the Board of Directors in 2024 and the payment plan for 2025 ; Profit distribution plan for 2024 and expected for 2025 )*

**To: Annual General Meeting of Shareholders 2025**  
**Vexilla Vietnam Group Joint Stock Company**

- Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Securities Law No. 54/2019/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Pursuant to the Charter of organization and operation of Vexilla Vietnam Group Joint Stock Company.

The Board of Directors of Vexilla Vietnam Group Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval of the remuneration payment plan of the Board of Directors in 2024 and the remuneration plan of the Board of Directors in 2025 ; the profit distribution plan in 2024 and the Company's plan for 2025 as follows:

**1. Board of Directors' remuneration in 2024 :**

The Board of Directors will not receive remuneration in 2024.

**2. Remuneration plan of the Board of Directors in 2025 :**

The Board of Directors submits to the General Meeting of Shareholders for approval of the remuneration payment level for the Company's Board of Directors in 2025: based on the Company's 2025 production and business results .

**3. Profit distribution plan 202 4**

Based on the Company's 2024 production and business results, the Board of Directors submits to the General Meeting of Shareholders for approval not to set up funds and not to pay dividends in 2024 .

**4. Profit distribution plan 202 5**

Dividend payment and fund allocation plan for 2025 : Authorize the Board of Directors to implement based on the Company's 2024 business results .

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

Best regards./.

**Recipient:**

- As above;
- Board of Directors;
- Inspection Committee ;
- Save VT .

**TM. BOARD OF DIRECTORS**  
**MEMBER OF BOARD OF**  
**DIRECTORS**

**NGUYEN VAN CHIEN**

## **SUBMISSION**

*(Regarding authorizing the Board of Directors to approve transactions with related parties)*

### **To: Annual General Meeting of Shareholders 2025 Vexilla Vietnam Group Joint Stock Company**

- Pursuant to the Law on Enterprises 59/2020/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Securities Law No. 54/2019/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Pursuant to the Charter of Organization and Operation of Vexilla Vietnam Group Joint Stock Company;

In order to be proactive in the production and business activities, ensuring the completion of the set plan, the General Meeting of Shareholders (GMS) authorizes the Board of Directors (BOD) to proactively decide and implement the contents of the work approved by the GMS (including implementing the procedures, working with competent state agencies to achieve the planned goals set in 2025 in accordance with current legal regulations). In addition, in the production and business activities, the Board of Directors respectfully submits to the GMS for approval the Company's transactions with related parties of the Company arising in 2025, specifically as follows:

#### **1. Approve transactions between the Company and its related parties**

##### **1.1. M&S Trading Joint Stock Company**

- Transaction content: Contracts, sales transactions, loans, guarantees,...
- Transaction value: Approve and authorize the Board of Directors to approve contracts and transactions with a transaction value of 35% or more or a value that results in the total transaction value arising within 12 months from the date of the first transaction having a value of 35% or more of the total asset value recorded in the Company's most recent audited financial statements based on risk assessment, ensuring safety for the Company.
- Implementation time: From the effective date of the Resolution of the 2025 Annual General Meeting of Shareholders until the date of issuance of the Resolution of the 2026 Annual General Meeting of Shareholders.

#### **2. Authorize the Chairman of the Board of Directors or General Director of the Company and/or the person authorized by the Chairman of the Board of Directors/General Director of the Company:**





- a. Decide on the specific terms and conditions of the above contracts and transactions, decide on agreements and documents related to these contracts and transactions, including agreements to amend, supplement, terminate, and replace such contracts and transactions;
- b. Sign and execute contracts, transactions and related documents, including agreements to amend, supplement, terminate and replace such contracts and transactions (if any).
- c. Disclose information about transactions in accordance with the law.

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

**Recipient:**

- As above;
- Board of Directors;
- Inspection Committee;
- Save VT.

**TM. BOARD OF DIRECTORS**

**MEMBER OF BOARD OF  
DIRECTORS**



**NGUYEN VAN CHIEN**



**SUBMISSION**

*(Regarding Dismissal and Election ) Board of Directors for the term 2025-2030 )*

**To: Annual General Meeting of Shareholders 2025  
Vexilla Vietnam Group Joint Stock Company**

- Pursuant to the Law on Enterprises 59/2020/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Securities Law No. 54/2019/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Pursuant to the Charter of Organization and Operation of Vexilla Vietnam Group Joint Stock Company;

The current Board of Directors of the Company will end its term at the 2025 Annual General Meeting of Shareholders . To ensure that the Company's organizational structure and operations comply with the provisions of law and the Charter of Vexilla Vietnam Group Joint Stock Company , the Board of Directors respectfully submits to the General Meeting of Shareholders for approval the following contents :

1. Dismissal from the position of member of the Board of Directors for:
  - Mr. Michael Marc Lee;
  - Mr. Callum Fraser;
  - Mrs. Truong Dieu Huong;
  - Mr. Nguyen Ngoc Thuyen;
  - Mr. Nguyen Van Chien.
2. Election of Board of Directors Company term 2025 – 2030, as follows:
  - Number and structure of Board of Directors members for the 2025 - 2030 term: 05 (five) members, including at least 01 (one) independent member of the Board of Directors.
  - Standards, conditions of Board of Directors members and election methods: according to the provisions of the Company Charter and relevant legal regulations, specifically announced in the Regulations on election of Board of Directors members for the term 2025 - 2030

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





**Recipient:**

- As above;
- Board of Directors;
- Inspection Committee;
- Save VT.

**TM. BOARD OF DIRECTORS  
MEMBER OF BOARD OF  
DIRECTORS**



**NGUYEN VAN CHIEN**



*Ho Chi Minh City , June 27, 2025*

No : 08 /2025 / SVN / TTr-HĐQT

**SUBMISSION**

*(Regarding introducing personnel to elect members of the Board of Directors for the 2025-2030 term)*

To: Annual General Meeting of Shareholders 2025  
Vexilla Vietnam Group Joint Stock Company

- Pursuant to the Law on Enterprises 59/2020/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Securities Law No. 54/2019/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Pursuant to the Charter of Organization and Operation of Vexilla Vietnam Group Joint Stock Company;

The current Board of Directors of the Company will end its term as a member of the Board of Directors at the 2025 Annual General Meeting of Shareholders . According to the provisions of law and the Charter of Vexilla Vietnam Group Joint Stock Company, the General Meeting of Shareholders will elect the Board of Directors for the 2025-2030 term at the 2025 Annual General Meeting of Shareholders. Based on the election regulations and the summary of the results of receiving candidate applications for candidacy/nomination, the Board of Directors will submit to the General Meeting a list of candidates for the 2025-2030 term, including :

STT	Full name	Year of birth	Current position at the Company	Expected position	Conditions/standards
1	Michael Marc Lee	1960	Chairman of the Board	Chairman of the Board	Meet the prescribed conditions and standards
2	Nguyen Van Chien	1993	General Director and Member of Board of Directors	Board Member	
3	Le Hai Chau	1980		Board Member	
4	Phung The Tai	1979		Board Member	
5	Phan Minh Quang	1981		Board Member	

*The resumes of the candidates are attached to this application.*





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

**Recipient:**

- As above;
- Board of Directors;
- Inspection Committee;
- Save VT.

**TM. BOARD OF DIRECTORS  
MEMBER OF BOARD OF  
DIRECTORS**



**NGUYEN VAN CHIEN**



## **RULES**

### **ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS FOR THE TERM 2025 - 2030 AT THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS VEXILLA GROUP JOINT STOCK COMPANY VIETNAM**

- *Pursuant to Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;*
- *Pursuant to Securities Law No. 54/2019/QH14 dated November 26, 2019;*
- *Pursuant to Decree 155/2020/ND-CP dated December 31, 2020;*
- *Pursuant to the Charter of Vexilla Vietnam Group Joint Stock Company.*

The 2025 Annual General Meeting of Shareholders of Vexilla Vietnam Group Joint Stock Company will elect members of the Board of Directors according to the following contents:

#### **Article 1. Subject of election**

Shareholders owning voting shares and authorized representatives of shareholders owning voting shares according to the list of shareholders of Vexilla Vietnam Group Joint Stock Company as of June 3, 2025.

#### **Article 2. Standards and conditions for membership in the Board of Directors**

Pursuant to the provisions of Clause 1, Article 155 of the Enterprise Law No. 59/2020/QH14 dated June 17, 2020, Clause 3, Article 275 of Decree No. 155/2020/ND-CP dated December 31, 2020, members of the Board of Directors must have the following standards and conditions:

- *Not subject to the right to establish and manage enterprises in Vietnam according to the provisions of the Law on Enterprises of Vietnam.*
- *Have professional qualifications and experience in business administration or in the company's field, industry or business line and do not necessarily have to be a shareholder of the Company.*
- *A member of the Board of Directors of a public company may concurrently be a member of the Board of Directors of a maximum of 05 other companies .*

For independent members of the Board of Directors, it is necessary to meet additional standards according to Clause 2, Article 155, Clause 2, Article 154 of Enterprise Law No. 59/2020/QH14 dated June 17, 2020 and other implementing documents, specifically:

- *Not being a person currently working for the company, parent company or subsidiary of the company; not being a person who has worked for the company, parent company or subsidiary of the company for at least the previous 03 consecutive years;*





- *Not a person receiving salary or remuneration from the company, except for allowances that Board of Directors members are entitled to according to regulations;*
- *Not being a person whose wife or husband, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or biological sibling is a major shareholder of the company; is a manager of the company or a subsidiary of the company;*
- *Not being a person who directly or indirectly owns at least 01% of the total number of voting shares of the company;*
- *Not a person who has been a member of the Board of Directors or Supervisory Board of the company for at least the previous 5 consecutive years, except in the case of being appointed for 2 consecutive terms;*
- *An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms.*

### **Article 3. Nominate candidates for the Board of Directors**

a. Number of Board of Directors: The number of elected members of the Board of Directors of Vexilla Vietnam Group Joint Stock Company is 05 members.

b. Nominate candidates for the Board of Directors

- *Shareholders holding shares have the right to pool their voting rights together to nominate candidates for the Board of Directors, specifically as follows: Shareholders or groups of shareholders holding 10% of the total number of shares with voting rights may nominate one (01) candidate; from over 10% to under 30% may nominate up to two (02) candidates; from 30% to under 40% may nominate up to three (03) candidates; from 40% to under 50% may nominate up to four (04) candidates; from 50% to under 60% may nominate up to five (05) candidates; from 60% to under 70% may nominate up to six (06) candidates; from 70% to under 80% may nominate up to seven (07) candidates; and from 80% to under 90% may nominate up to eight (08) candidates .*
- *In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough, the current Board of Directors may nominate additional candidates. The nomination of candidates for the Board of Directors by the current Board of Directors must be clearly announced and must be approved by the General Meeting of Shareholders before the election .*

### **Article 4. Ballot and ballot paper**

4.1. List of candidates for the Board of Directors

- Arranged in alphabetical order by name, full name written on ballot.

4.2. Ballot and ballot paper

- Ballots are printed uniformly, with total voting rights according to shareholder code;
- Shareholders or authorized representatives are issued ballots to vote for members of the Board of Directors according to shareholder codes (ownership and/or authorization);
- In case of incorrect recording, shareholders may request the Ballot Counting Committee to exchange for another ballot;

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- Shareholders or authorized representatives must personally write the number of votes for each candidate in the blank box of that candidate on the ballot.

#### 4.3. Invalid ballot cases

- The form does not follow the Company's prescribed form and does not have the Company's seal;
- Ballots crossed out, corrected, or added names not on the list of candidates unanimously approved by the General Meeting of Shareholders before voting;
- The total number of votes cast for a shareholder's candidates exceeds the total number of voting rights held by that shareholder (including ownership and/or authorization).

### **Article 5. Election method and principle of cumulative voting**

- Voting to elect members of the Board of Directors is conducted by secret ballot using the cumulative voting method.
- Each shareholder has a total number of votes corresponding to the total number of voting shares (including owned and authorized shares) multiplied by the number of elected Board members.
- Shareholders can cast all their votes for one (01) candidate, or divide their votes equally among all candidates, or only use part/all of their votes to vote for a number of candidates, or not vote (abstain) provided that the total number of votes does not exceed the maximum number of votes that the shareholder owns/represents.

For example: Shareholder Nguyen Van A owns 1,000 shares of the Company, the number of elected members of the Board of Directors is 05 members, on the ballot for Board of Directors members of Shareholder Nguyen Van A, it is written:

- Number of shares owned: 1,000 shares
- Maximum total votes:  $1,000 \times 5 = 5,000$  votes
- Shareholder Nguyen Van A can concentrate his voting rights on 01 candidate or not vote or divide his voting rights to vote for different candidates, provided that the total number of votes does not exceed 5,000 votes.

### **Article 6. Ballot Counting Committee, voting and counting principles**

#### 6.1. Counting Committee

- The Vote Counting Committee is nominated by the Chairman and approved by the General Meeting of Shareholders;
- The Counting Committee is responsible for:
  - o Introduce the content and method of recording and distributing ballots;
  - o Conduct vote counting;
  - o Announce election results before the Congress.
- Members of the Ballot Counting Committee shall not be included in the list of nominees and candidates for the Board of Directors;

#### 6.2. Principles of voting and counting



- The Ballot Counting Committee shall check the ballot boxes in the presence of shareholders;
- Voting begins when the distribution of ballot papers is completed and ends when the last shareholder places his ballot in the ballot box;
- The counting of votes must be carried out immediately after the voting ends;
- The vote counting results are recorded in writing and announced by the Head of the Ballot Counting Committee before the Congress.

#### **Article 7. Principles for election to the Board of Directors**

The principle of election of members of the Board of Directors is determined by the percentage of votes over the total number of voting shares (including owned and/or authorized shares) from high to low, starting from the candidate with the highest number of votes until the number of members specified in this Regulation is sufficient. In case there are 02 or more candidates with the same number of votes for the final member of the Board of Directors, the General Meeting will re-elect among the candidates with the same number of votes.

#### **Article 8. Prepare and publish the Minutes of the Vote Count**

- After counting the votes, the Vote Counting Committee must prepare the Vote Counting Minutes. The Vote Counting Minutes include the following main contents: Vote Counting Committee; List of nominees; Total number of ballots issued, total number of ballots collected, total number of valid ballots, total number of invalid ballots corresponding to the number of shares with voting rights (including the number of shares owned and/or authorized); Vote counting results, and List of winners.
- The minutes of the vote count must be announced before the Congress.

#### **Article 9. Other regulations**

Complaints about voting and vote counting will be resolved by the Chairman of the General Meeting and recorded in the minutes of the General Meeting of Shareholders.

#### **Article 10. Effective Date**

This Charter consists of 10 (ten) Articles, is read publicly at the General Meeting of Shareholders and takes effect immediately after being voted and approved by the 2025 Annual General Meeting of Shareholders.

#### **Recipient:**

- As above;
- Save: VT.

**TM. BOARD OF DIRECTORS  
BOARD MEMBER**



**NGUYEN VAN CHIEN**