



CHUONG DUONG BEVERAGES JOINT STOCK COMPANY

606 Vo Van Kiet, Cau Ong Lanh Ward, HCM City

Tel.: (028) 38367 518

Fax: (028) 38367 176

Website: www.cdbeco.com.vn

Email: info@cdbeco.com.vn

Invitation Letter

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS 2026

Dear: Shareholders of Chuong Duong Beverages Joint Stock Company

Pursuant to the Charter of Chuong Duong Beverages Joint Stock Company, the Board of Directors of Chuong Duong Beverages Joint Stock Company respectfully invites our valued Shareholders to attend the Extraordinary General Meeting of Shareholders (the "Meeting") 2026, as follows:

1. Time and venue:

- Time: **Friday, 9:00 AM, February 27, 2026**

- Venue: Hotel Continental Saigon, at 123-134 Dong Khoi Street, Saigon Ward, Ho Chi Minh City.

2. AGM documents: Will be disclosed and posted in accordance with regulations on the Company's website at www.cdbeco.com.vn and provided to Shareholders attending the General Meeting.

3. Participants: all Shareholders holding Chuong Duong Beverages Joint Stock Company shares who are on the Shareholders list as at **January 09, 2026**.

4. Registration to participate in the AGM: Shareholders are urged to send the *Registration/Power of Attorney* form to Chuong Duong Beverages Joint Stock Company at the respective address below before **16:00 p.m, Feb 26, 2026**

5. Authorization to participate the AGM: if any Shareholder wishes to authorize another person to attend the AGM, please complete and send the *Registration/Power of Attorney* form to Chuong Duong Beverages Joint Stock Company at the respective address below before **16:00 p.m, Feb 26, 2026** or have the authorized person present it when attending the AGM. (*Note: The Power of Attorney form must be the original copy and signed by the Shareholder/mandator and seal affixed in case of a company*).

6. Address for sending documents and support contact

Chuong Duong Beverages Joint Stock Company

Address: 606 Vo Van Kiet, Cau Ong Lanh Ward, Ho Chi Minh City

Phone: (028) 38 367 518 - (028) 38 368 747,

Contact :

Ms. Nguyễn Thúy Phượng – Director

Tel: 090 330 0289

Email: phuongnt@sabeco.com.vn

Ms. Bùi Thị Hạnh – Meeting Secretary

Tel: 0705 241 362

Email: hanhbt@chuongduong.sabeco.com.vn

Shareholders and authorized persons are advised to bring their Identification Card or Passport and The Power of Attorney form if authorized to attend the AGM.

Yours sincerely,



DIRECTOR

NGUYỄN THÚY PHƯỢNG



CHUONG DUONG BEVERAGES JOINT STOCK COMPANY

606 Vo Van Kiet, Cau Ong Lanh Ward HCM City

Tel.: (028) 38367 518

Fax: (028) 38367 176

Website: www.cdbeco.com.vn

Email: info@cdbeco.com.vn

AGENDA EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS 2026 CHUONG DUONG BEVERAGES JOINT STOCK COMPANY

Time : 9:00, Date 27 Month 2 Year 2026

Venue : Hotel Continental Saigon, at 123-134 Dong Khoi Street, Saigon Ward,
Ho Chi Minh City

Time	Agenda
9:00 - 9:30 (30 minutes)	- Welcoming guests - Verifying guests' eligibility to attend the EGM, distributing EGM documents
9:30 - 9:45 (15 minutes)	- Greetings and introduction - Reporting of Shareholders' eligibility verification (% of Shareholders attendance)
9:45 - 10:00 (15 minutes)	Introducing Chairpersons and Secretaries of the EGM - Approving Members for the Vote Counting Committee (election board) - Approving the EGM agenda - Approving the EGM working regulations
10:00 - 10:30 (30 minutes)	Presentation and report Proposal regarding to present to the General Meeting of Shareholders a proposal for an approval of the transfer of the Nhon Trach 3 Plant Investment Project and all associated matters
10:30 - 10:45 (15 minutes)	Q&A
10:45 - 11:00 (15 minutes)	Voting
11:00 - 11:15 (15 minutes)	Tea break
11:15 - 11:30 (15 minutes)	Announcing voting results
11:30 - 11:45 (15 minutes)	Approving meeting minutes and EGM resolution
11:45 (05 minutes)	Closing



CHUONG DUONG BEVERAGES JOINT STOCK COMPANY

606 Vo Van Kiet, Cau Ong Lanh Ward HCM City

Tel.: (028) 38367 518

Fax: (028) 38367 176

Website: www.cdbeco.com.vn

Email: info@cdbeco.com.vn

Draft

HCM City, dated 6/2/2026

**WORKING REGULATIONS OF
THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS 2026
CHUONG DUONG BEVERABES JOINT STOCK COMPANY (CDBECO)**

Pursuant to Law on Enterprises No. 59/2020/QH14 dated 17 June, 2020;

Pursuant to the Charter of CDBECO;

In order to ensure the success of CDBECO's Extraordinary General Meeting of Shareholders in 2026, the Board of Directors (BOD) has set up the following regulations, principles of working, conducting and voting in the Extraordinary General Meeting of Shareholders:

I. OBJECTIVES OF PROMULGATING:

- This Regulations was established for specifically ensuring the order and principles of conducting and voting at the Extraordinary General Meeting of Shareholders of CDBECO in 2025 (hereinafter referred to as EGM).
- All shareholders, the representatives (the authorized persons) and invited guests shall abide by the provisions of this Regulation, the Charter of the Company and current regulations of the law.

II. CONTENT OF THE REGULATION:

1. Condition for convening EGM:

- a. EGM shall be held when it is attended by a number of shareholders/authorized persons represent more than **50%** of votes.
- b. If the first meeting fails to meet the conditions prescribed in Section II, Clause 1, Point a, the EGM must be convened for the second time within thirty (30) days from the proposed date of the first meeting date. The EGM shall be held when it is attended by a number of shareholders/authorized persons represent at least 33% of votes.
- c. If the second meeting is not convened, it shall not be eligible to proceed according to the provisions at Section II, Clause 1, Point b, the EGM shall be convened for the third time within twenty (30) days from the proposed date of the second time, and in this case, the EGM shall be held regardless of the number of shareholders or authorized persons that attend and are considered to be valid and have the power to determine all issues to be approved at the EGM first scheduled.

2. Condition of shareholders attending the EGM:

The shareholders of CDBECO as listed on 9/1/2026 are entitled to attend the EGM; they can directly attend or authorize their representatives to attend. **If more than one authorized representative is appointed, the number of shares and the number of votes of each representative must be specified.**

3. Guest at EGM:

- They are the managers of CDBECO, advisors, guests, members of the EGM's Convening Committee that are not shareholders of the Company but invited to attend EGM.
- Guests do not participate in providing any opinion or speak at the EGM (unless invited by the Chairperson of EGM or registered in advance with the EGM's Convening Committee)

4. Shareholders and guests attending EGM must comply with the following provisions:

- Be punctual, polite, comply with the security check (if any), bring personal documents, etc. as requested by the EGM's Convening Committee.
- Register and receive documents for EGM at the reception.
- Shareholders coming late shall register immediately and then have the right to participate and vote at the meeting. The Chairperson does not have the responsibility for suspending the EGM for the late arrival of shareholders. The voting results of agenda item before attendance of that shareholder will not be affected.
- Keep the phone in vibrate mode or turn off the phone, when necessary, go out for the conversation.
- No smoking in meeting room.
- Comply with the regulations of the EGM's Convening Committee, Chairperson.
- In case shareholders do not comply with the inspection regulations or the above rules and regulations, the Chairperson, after careful consideration, may expel the above shareholders from the place of EGM to ensure that the meeting is in order.

5. Chairperson of EGM:

- The Chairperson of EGM is the Chairman of the BOD. In case the Chairman is absent or temporarily incapable of working, the remaining members shall elect one of the Members of BOD to act as the Chairperson of EGM; In case no person can be the Chairperson, the member of BOD with the highest position shall control EGM to elect the chairperson of EGM among the participants and the person with the highest number of votes shall act as Chairperson of EGM.
- Rights and obligations of the Chairperson:
 - ✓ The Chairperson shall decide the order, procedures and events arising outside the EGM's agenda in accordance with the Laws and the CDBECO's Charter.
 - ✓ Instruct shareholders and the General meeting to discuss the contents of the agenda and conclude the necessary issues for the General meeting to vote.
 - ✓ Response or appoint relevant person to response to issues/question raised by the shareholders and resolve issues arising during EGM.
 - ✓ Other rights and obligations stipulated in the CDBECO's Charter.

6. Secretary of EGM:

- EGM's Secretary shall be appointed by the Chairperson.
- Rights and Obligations of EGM's Secretary:
 - ✓ Carry out the tasks as assigned.
 - ✓ Receive shareholders' query forms and/ or written opinion.

- ✓ Record and reflect true and accurate contents of EGM in the minutes of EGM and the resolutions of EGM.

7. Shareholders' eligibility Examination Committee

- Shareholders' eligibility Examination Committee elected by EGM's Convening Committee.
- Rights and Obligations of Shareholders' eligibility Examination Committee
 - ✓ Shareholders' eligibility Examination Committee is responsible for receiving and checking the documents on eligibility of shareholders attending EGM.
 - ✓ Report on the results of examining eligibility of shareholders before the General meeting.
 - ✓ In case the attendees fail to prove their eligibility for shareholders attending EGM, the Shareholders' eligibility Examination Committee shall have the right to refuse to provide Voting Ballots and EGM's documents.

8. Vote Counting Committee:

- The Vote Counting Committee is nominated by the Chairperson and approved by the General Meeting of Shareholders. Members of the Vote Counting Committee may be employees of CDBECO, shareholders and/ or consultant of the organizing the General Meeting of Shareholders. Members of the Vote Counting Committee are not concurrently Chairperson or Secretary of EGM.
- The Vote Counting Committee has the following tasks:
 - ✓ Check the content, form and number of voting ballot and voting card
 - ✓ Disseminate principles, rules, guidelines on voting method
 - ✓ Inspect and supervise the voting of shareholders and authorized representatives
 - ✓ Organize the counting of votes and make the minutes of counting votes
 - ✓ Announce the results of the vote counting in an honest and accurate manner and take responsibility for the vote counting results before the EGM.

9. Participation at EGM:

- Shareholders who wish to speak must have the consent of the Chairperson of EGM. Shareholders shall make short speeches and focus on the key contents to be discussed, in accordance with the agenda contents approved by the EGM or send written opinions to the secretary of EGM to report to the Chairperson.
- The Chairperson of EGM will arrange for the shareholders to speak in the order of registration, at the same time answer questions at EGM or record for later response in writing.

10. Rules of Voting at EGM:

a. General provisions on voting:

- ✓ Each share owned or represented has one vote counted.
- ✓ Each shareholder attended EGM will be directly provided by the EGM's Convening Committee the following: **01 Voting Card and 01 Voting Ballot** with the code of ownership and/ or representative stamped with the Company's seal for voting of the contents under the EGM's Agenda.

b. Method of voting, order of voting:

Any issues raised at EGM under the authority of the General Meeting of Shareholders shall be voted in the following order:

- ✓ Approve the content as submitted
- ✓ Disapprove the content as submitted
- ✓ Abstain the content as submitted

At EGM, the shareholder shall vote by one of the following forms:

- ❖ **"Voting Card "**: Each shareholder/authorized person(s) is given one (01) Voting Card. When voting at EGM, the shareholders/authorized persons raise the Voting Card towards the Chairperson.
 - ✓ In cases where a shareholder/authorized person(s) does not raise his/her vote in all three votes, it is considered that he/ she voted for agreement with the issue.
 - ✓ In cases where a shareholder/authorized person(s) raises his/her vote in all three votes or two of three votes, it is considered that he/ she voted for disagreement with the issue.
 - ✓ In the form of voting by raising Voting Card, the members of Vote Counting Committee shall mark the voting code and the corresponding number of votes of each shareholder on approval, disapproval or abstain.
- ❖ **"Voting Ballot"**: Each shareholder/authorized person(s) is given one (01) Voting Ballot with three (03) kind of voting: approve, disapprove, and abstain on each agenda. Shareholders/authorized persons may mark "X" or "✓" for the selected vote content.

c. The validity of Voting Ballot:

- ❖ **Valid Voting Ballot:**
 - ✓ Follow the template issued by EGM's Convening Committee and having Company stamp
 - ✓ Not be erased nor changed in printed content. In case of there was any content that needs to be added, the order of such contents must follow the last content. The additional contents shall not be acceptable except for the contents required by EGM's Convening Committee.
 - ✓ Must be signed and, must have full name of shareholder/ authorized person under the signature.
 - ✓ For separate content: Choose one (1) of three (03) voting status on Voting Ballot.
- ❖ **Invalid Voting Ballot:**
 - ✓ The Ballot which does not meet one of above conditions is invalid, except for the voting content that proved to be valid shall be counted and recognized.

d. Record the voting results:

- ✓ The Vote Counting Committee is responsible for recording, checking the number of votes on approval, disapproval and abstain of each content adopted at EGM. At the same time, it is responsible for statistics and reporting results of vote counting at EGM.

e. Minimum rate to be achieved when voting:

- ✓ For decisions on the contents related to the class of shares, the total number of shares of

each type; changing business lines; changing the organizational structure of CDBECO; Investment projects or sales of assets valued at [35] % or more of the total value of assets recorded in CDBECO's latest financial statements; reorganizing, dissolving CDBECO; extension of CDBECO's activities, it shall be approved when having at least [65] % of the total number of votes of all attending shareholders.

- ✓ For other issues, it should be adopted when approved by a number of shareholders representing at least 50 % of the total number of votes of all attending shareholders.

11. Minutes and resolutions of the General Meeting of Shareholders

- Contents of the Extraordinary General Meeting of Shareholders 2026 must be recorded by the Secretariat in the minutes of the EGM.
- Minutes and resolutions of the Extraordinary General Meeting of Shareholders 2026 must be approved before the closing of the General Meeting and be kept at CDBECO's office.

III. IMPLEMENTATION:

- All shareholders, representatives and guests attending the General Meeting are responsible for compliance with the provisions of this Regulation, current regulations, rules and provisions of CDBECO and relevant legal provisions, obey the decisions of the Chairman, the EGM's Convening Committee. If there is any violation, the Chairman shall be entitled to handle and use measurement to restrict a person to speak, expel him/her from the EGM and/ or take necessary legal action in accordance with the law.
- The contents not specified in this Regulation shall be applied in accordance with CDBECO's Charter, Law on Enterprises 2020 and related legal documents.

This Regulation takes effect immediately after being approved by the General Meeting of Shareholders.

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

Tan Teck Chuan Lester



CÔNG TY CỔ PHẦN NƯỚC GIẢI KHÁT CHUÔNG DƯƠNG

606 Võ Văn Kiệt, Phường Cầu Ông Lãnh, TP. Hồ Chí Minh

Điện thoại: (028) 38367 518

Fax: (028) 38367 176

Website: www.cdbeco.com.vn Email: info@cdbeco.com.vn

CHUÔNG DƯƠNG

CÔNG TY CỔ PHẦN

NƯỚC GIẢI KHÁT

CHUÔNG DƯƠNG

THÀNH PHỐ HỒ CHÍ MINH

Số 01/2026/TTr-HĐQT

Tp HCM, ngày 07 tháng 02 năm 2026

Dự thảo
Draft

TỜ TRÌNH

V/v: Trình HĐQT chấp thuận Đề xuất cho chuyển nhượng
Dự án đầu tư nhà máy Nhơn Trạch 3 và các nội dung liên quan.

PROPOSAL

*Re: To present to the General Meeting of Shareholders a proposal for an approval
of the transfer of the Nhon Trach 3 Plant Investment Project and
all associated matters.*

Kính gửi/ To:

CÔNG TY CỔ PHẦN NƯỚC GIẢI KHÁT CHUÔNG DƯƠNG
SHAREHOLDERS OF CHUONG DUONG BEVERAGES JSC

Hội đồng quản trị Công ty Cổ phần Nước giải khát Chuông Dương (“Công ty” hoặc “CDBECO”) kính đề nghị Đại hội đồng cổ đông xem xét và phê duyệt nội dung như trong tờ trình dưới đây.

The Board of Directors of Chuong Duong Beverage Joint Stock Company (“the Company” or “CDBECO”) respectfully submits to the General Meeting of Shareholders for consideration and approval the matters in the Proposal below.

I. Tình hình tài chính công ty/ Company's Financial Situation:

CDBECO P&L	Unit	FY2023	FY2024	FY2025
Volume	Mn liters	8.0	10.7	9.1
Revenue	Bn VND	141.3	191.0	166.8
Deductions	"	(15.0)	(7.7)	(6.4)
Net revenue	"	126.3	183.3	160.4
COGS	"	(99.8)	(133.0)	(119.0)
Gros profit	"	26.5	50.3	41.4
Finance income	"	1.4	3.0	1.9
Finance expenses	"	(21.6)	(40.5)	(43.3)
Selling expenses	"	(85.2)	(49.9)	(52.7)
G&A expenses	"	(28.2)	(21.7)	(20.8)
Net Operating income	"	(107.0)	(58.8)	(73.6)
Other income	"	2.4	2.8	0.6
Other expenses	"	(9.1)	(10.6)	(8.2)
Profit before taxes	"	(113.7)	(66.7)	(81.2)
CIT	"	(5.6)	1.1	0.8
Profit after taxes	"	(119.3)	(65.6)	(80.4)

- Nhìn chung, sản lượng bán hàng năm 2025 giảm 15% so với cùng kỳ do tình hình tiêu thụ khó khăn và cạnh tranh khốc liệt của thị trường. Biên lợi nhuận, do đó cũng bị sụt giảm do áp lực chi phí cố định. Đây là yếu tố lớn nhất khiến khoản lỗ năm 2025 bị tăng thêm so với 2024.

Overall, sales volume in 2025 declined by 15% year-on-year due to weak consumption demand and intense market competition. As a result, profit margins also deteriorated under the pressure of fixed costs. This was the primary factor contributing to the increased loss in 2025 compared to 2024

- Ở chiều ngược lại, mảng cho thuê kho có kết quả cải thiện do tỉ lệ lấp đầy kho bình quân là 55% so với 2024 là 49%. Từ tháng 11/2025, tỉ lệ thuê kho đã đạt 100%. Bên cạnh đó, tiền thuê đất năm 2025 cũng được hỗ trợ bởi nghị định 230/2025 giúp giảm áp lực chi phí trong năm.

Conversely, the warehouse leasing segment showed improved performance, with an average occupancy rate of 55% compared to 49% in 2024. From November 2025 onward, the warehouse occupancy rate reached 100%. In addition, land rental expenses in 2025 were supported by Decree No. 230/2025, which helped ease cost pressures during the year.

- Dù đã có nhiều nỗ lực, kết quả hoạt động kinh doanh của Công ty chưa đạt kỳ vọng, ghi nhận lỗ liên tục trong suốt 5 năm gần đây: năm 2021 lỗ 36 tỷ, năm 2022 lỗ 49 tỷ, năm 2023 lỗ 119 tỷ, năm 2024 lỗ 66 tỷ, năm 2025 lỗ 80 tỷ, lũy kế tới 2025 là 350 tỷ VNĐ, và gây áp lực nặng nề lên vốn chủ sở hữu. Điều này đặt ra yêu cầu cấp thiết cho Hội đồng quản trị phải có những quyết định kịp thời nhằm cải thiện năng lực tài chính và khả năng tự chủ dòng tiền của Công ty.

Despite considerable efforts, the Company's business performance has fallen short of expectations, recording consecutive losses over the past 5 years: year 2021 loss 36B, year 2022 loss 49B, year 2023 loss 119B, year 2024 loss 66B, year 2025 loss 80B, with cumulative losses reaching 350B VND by 2025, placing significant pressure on shareholders' equity. This situation necessitates urgent action by the Board of Directors to make timely decisions aimed at improving the Company's financial capacity and cash flow sustainability.

II. Hội đồng Quản trị trình Đại hội đồng cổ đông Đề xuất phê duyệt / To propose and present to the General Meeting of Shareholders for approval:

Nội dung 1 / Item 1:

Hội đồng Quản trị

- ✓ Căn cứ Luật Doanh nghiệp số 59/2020/QH14 được ban hành ngày 17/6/2020 và có hiệu lực từ ngày 01-01-2021;

- ✓ Căn cứ Điều lệ Công ty Cổ phần Nước giải khát Chương Dương được Đại hội đồng cổ đông thông qua ngày 25/4/2022;
- ✓ Căn cứ Nghị quyết số 04/NQ-HĐQT của Hội đồng Quản trị Công ty ngày 07/02/2026;

trình ĐHĐCĐ Đề xuất cho chuyển nhượng Dự án đầu tư nhà máy Nước giải khát Nhơn Trạch 3, được đầu tư theo Quyết định số 02/QĐ-HĐQT ngày 30/9/2019 và được cấp Giấy chứng nhận đầu tư số 6548698746 ngày 20/10/2020.

Board of Directors:

- ✓ Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020 and effective from 1 January 2021;
- ✓ Pursuant to the Charter of Chuong Duong Beverage Joint Stock Company as approved by the General Meeting of Shareholders on 25 April 2022;
- ✓ Pursuant to Resolution No. 04/NQ-BOD of the Company's Board of Directors dated 7 February 2026;

presents to the General Meeting of Shareholders a proposal for an approval of the transfer of the Nhon Trach 3 Plant Investment Project which was invested pursuantly to Decision No. 02/QĐ-BOD dated 30 September 2019 and had Investment Certificate No. 6548698746 issued on 20 October 2020.

Nội dung 2 / Item 2:

Hội đồng Quản trị đề xuất ĐHĐCĐ chấp thuận chủ trương, giao cho HĐQT thực hiện việc bán những tài sản liên quan tới Dự án (nếu thấy cần thiết), thực hiện đúng quy định của Pháp luật và Điều lệ Công ty

The Board of Directors proposes that the General Meeting of Shareholders to approve in principle and authorize the Board to dispose of assets related to the Project (if deemed necessary), in compliance with applicable laws and the Company's Charter

Nội dung 3 / Item 3:

Hội đồng Quản trị trình ĐHĐCĐ Bản chào giá không ràng buộc của bên mua hiện hữu, lý do vì HĐQT nhận thấy, bản chào này đáp ứng được nhu cầu khẩn thiết về dòng tiền của CDBECO. HĐQT trình ĐHĐCĐ, xin chấp thuận chủ trương cho HĐQT tiếp tục thực hiện.

The Board of Directors submits to the General Meeting of Shareholders the non-binding proposal from the existing buyer. The Board has assessed that this proposal addresses CDBECO's critical cash flow requirements. Accordingly, the Board



requests the General Meeting of Shareholders to approve the policy and authorize the Board to proceed with the execution.

Trân trọng./

Respectfully yours.

Nơi nhận/ Recipients

- Như trên/ *As above*
- Lưu / *Save*: Thư ký HĐQT
BOD Secretary

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

Tan Teck Chuan Lester