

MEETING MINUTES
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025
PHUC THINH DESIGN CONSTRUCTION TRADING CORPORATION

Headquarter: 361 Le Trong Tan, Son Ky Ward, Tan Phu District, Ho Chi Minh City, Vietnam.
Enterprise code: 0302365984

Time: 9:00, April 12th, 2025

Venue: VEGA Hall, Capella Park View - Conference Center

3 Dang Van Sam, Ward 9, Phu Nhuan District, Ho Chi Minh City

PART I: INTRODUCTION AND OPENING OF THE MEETING

I. Shareholder eligibility verification report:

- Presenter: Mr. Nguyen Anh Kiet – Position: Head of the Administration - Human Resources Department
- Content:
 - Total number of shareholders invited to attend: All shareholders named in the shareholder list finalized on 14/03/2025, including 191 shareholders and owning 4,999,933 voting shares of Phuc Thinh Design Construction Trading Corporation.
 - Shareholders attending the meeting: 61 shareholders and shareholder representatives, owning and representing 3.743.988 voting shares, accounting for 74,88% of the total voting shares of the Company.
 - According to the Law on Enterprise and the Company's Charter, the 2025 Annual General Meeting of Shareholders of Phuc Thinh Design Construction Trading Corporation is eligible to proceed.

II. Introduction of attendees

Presidium and Board of Directors:

- | | |
|--------------------------|--|
| - Mr. To Khai Dat | - Chairman of the Board of Directors - Chairman of the Presidium |
| - Mr. Tran Minh Truc | - Board of Directors' member - Member |
| - Mr. Ho Quang Trung | - Independent Board of Directors' member - Member |
| - Mr. Hoang Truong Giang | - Independent Board of Directors' member - Member |
| - Mr. Yang, Pei – Long | - Independent Board of Directors' member - Member |

Secretariat:

- | | |
|---------------------|-----------------|
| - Ms. Phan Ngoc Anh | - Head of Board |
| - Ms. Van Le Van | - Member |

Board of Supervisors:

- Ms. Duong Thi Ngoc Thuy - Head of Board
- Mr. Tran Ngoc Tu - Member
- Ms. Tran Thi Lien - Member

Election and Vote Counting Committee:

- Ms. Tran Huynh Truc Phuong - Head of Board
- Ms. Nguyen Thi Thuy Van - Member
- Mr. Nguyen Minh Kha - Member

Along with all PTD shareholders present in the hall.

The General Meeting unanimously approved the list of the Presidium, the Secretariat, and the Vote Counting Committee.

III. Introduction of the General Meeting Agenda

Opening speech: Mr. Hoang Truong Giang – Position: Independent Board of Directors’ member

The General Meeting approves the Agenda – Presenter: Mr. Nguyen Anh Kiet – Position: Head of Administration - Human Resources Department

PART II: CONTENT OF THE GENERAL MEETING

The General Meeting listened to the presentation of the following contents:

I. Approving the working regulations and voting procedures in the General Meeting.

Presenter: Ms. Tran Huynh Truc Phuong – Position: Head of Vote Counting Committee

II. Report on business activities in 2024.

Presenter: Mr. Nguyen Hoang Vu – Position: Chief Accountant

III. Report of the Board of Supervisors.

Presenter: Ms. Tran Ngoc Tu – Position: Member of the Board of Supervisors

IV. Proposal for profit distribution in 2024.

Proposal for approving the list of independent audit firms and authorizing the Board of Directors to select the 2025 financial statement audit firm according to the criteria;

Proposal for remuneration of the Board of Directors, Board of Supervisors, and Internal Audit Committee in 2025;

Proposal for the approval of the audited financial statements for 2024.

Presenter: Mr. Nguyen Hoang Vu – Position: Chief Accountant

V. Report of the Board of Directors for 2024 and report on the company's business plan for 2025

Presenter: Mr. To Thuan Co – Position: Deputy General Director

VI. Conduct voting on matters at the general meeting

Presenter: Ms. Tran Huynh Truc Phuong – Position: Head of Vote Counting Committee

VII. Speech by a representative of the Presidium

Presenter: Mr. To Khai Dat – Position: Chairman of the Board of Directors

VIII. Announce the voting results on matters requiring approval at the general meeting

Presenter: Ms. Tran Huynh Truc Phuong – Position: Head of Vote Counting Committee

IX. Approval of the Minutes of the General Meeting

Presenter: Ms. Phan Ngoc Anh – Position: Secretariat

XII. Declaration of the meeting's closure

Mr. Nguyen Anh Kiet – Position: Head of Administration - Human Resources Department

PART III: SHAREHOLDER VOTING

(Secret ballot method)

- Content 1: Approve the Report on business performance results in 2024.

No.	Indicator	Code	Current Year	Previous Year	Rate
A	B	C	1	2	3 = 1/2
1	Revenue from sales and services rendered	1	250,104,305,668	463,003,228,610	
2	Revenue deductions	2		39,559,280	
3	Net Revenue from sales and services rendered (10 = 01 – 02)	10	250,104,305,668	462,963,669,330	
4	Costs of Goods Sold	11	233,642,629,118	417,605,029,624	
5	Gross Profit from sales and services rendered (20 = 10 – 11)	20	16,461,676,550	45,358,639,706	
6	Financial income	21	575,482,630	1,299,285,369	
7	Financial expenses	22	8,780,032,613	9,412,473,793	
	<i>In which: Interest expenses</i>	23	8,705,672,233	9,209,917,367	
8	Share of loss in joint-ventures and associates	24	2,298,460	(202,920,673)	
9	Selling Expenses	25	3,005,450,037	4,585,712,755	
10	General administrative Expenses	26	42,206,740,337	28,488,711,535	
11	Operating profit [30 = 20 + (21 – 22) – (24 + 25 + 26)]	30	(36,952,765,347)	3,968,106,319	
12	Other income	31	3,640,497,246	1,750,771,572	
13	Other expenses	32	349,819,766	760,418,598	
14	Other profit (40 = 31 – 32)	40	3,290,677,480	990,352,974	
15	Total net profit before tax (50 = 30 + 40)	50	(33,662,087,867)	4,958,459,293	
16	Current Corporate Income Tax Expenses	51	-	1,900,938,225	
17	Deferred Corporate Income Tax Expenses	52	-	-	
18	Profit after tax (60 = 50 – 51 – 52)	60	(33,662,087,867)	3,058,186,234	
20	Profit after tax attributable to shareholders of the parent company		(33,662,087,867)	3,058,186,234	
19	Profit after tax attributable to non-controlling interests	61	-	-	
21	Basic and Diluted Earnings per Share	70	(6,733)	765	

➤ Result

Content	Number of shares	Voting rate
1. Total number of shares participating in the voting	3.743.988	100%
2. Total number of valid votes	3.743.988	100%
3. Total number of invalid votes	0	0%
4. Total number of approvals	3.742.082	99,95%

5. Total number of disapprovals	0	0%
6. Total number of abstentions	1.906	0,05%

➤ **Conclusion: Content 1 has been approved.**

• **Content 2: Approve the Report on the activities of the Board of Supervisors in 2024.**

➤ Result

Content	Number of shares	Voting rate
1. Total number of shares participating in the voting	3.743.988	100%
2. Total number of valid votes	3.743.988	100%
3. Total number of invalid votes	0	0%
4. Total number of approvals	3.742.082	99,95%
5. Total number of disapprovals	0	0%
6. Total number of abstentions	1.906	0,05%

➤ **Conclusion: Content 2 has been approved.**

• **Content 3: Approve the profit distribution plan.**

➤ Profit distribution plan for 2024

No.	Content	Amount	Note
1	Profit after tax (PAT)	(33,662,087,867)	
2	Retained earnings from previous years	2,923,478,128	
3	Total profit awaiting distribution in 2024	(30,738,609,739)	3=1+2
4	Allocation to funds	-	
a	+ Investment and development fund (10% of distributed PAT)	-	4a=1*10%
b	+ Reward and welfare funds (10% of distributed PAT)	-	4b=1*10%
5	Remuneration for the Board of Supervisors 2024	45,000,000	
6	Remuneration for the Board of Directors 2024	500,000,000	
7	Remaining profit after allocation to funds and remuneration payment	(30,193,609,739)	7=3-4-5-6
8	Dividend payment to shareholders (10%)	-	
9	Retained earnings	(30,193,609,739)	9=7-8

➤ Result

Content	Number of shares	Voting rate
1. Total number of shares participating in the voting	3.743.988	100%
2. Total number of valid votes	3.743.988	100%
3. Total number of invalid votes	0	0%
4. Total number of approvals	3.742.082	99,95%
5. Total number of disapprovals	0	0%
6. Total number of abstentions	1.906	0,05%

➤ **Conclusion: Content 3 has been approved.**

- **Content 4: Approve the proposal to approve the list of independent audit firms and authorize the Board of Directors to select the 2025 financial statement audit firm according to the criteria**

➤ **Result**

Content	Number of shares	Voting rate
1. Total number of shares participating in the voting	3.743.988	100%
2. Total number of valid votes	3.743.988	100%
3. Total number of invalid votes	0	0%
4. Total number of approvals	3.742.082	99,95%
5. Total number of disapprovals	0	0%
6. Total number of abstentions	1.906	0,05%

➤ **Conclusion: Content 4 has been approved.**

- **Content 5: Approve the proposal for remuneration of the Board of Directors, Board of Supervisors, and Internal Audit Committee in 2025**

➤ **Result**

Content	Number of shares	Voting rate
1.Total number of shares participating in the voting	3.743.988	100%
2.Total number of valid votes	3.743.988	100%
3.Total number of invalid votes	0	0%
4.Total number of approvals	3.718.645	99,32%
5.Total number of disapprovals	23.437	0,63%
6.Total number of abstentions	1.906	0,05%

Conclusion: Content 5 has been approved.

- **Content 6: Approve report of 2024 audited financial statements**

➤ **Result**

Content	Number of shares	Voting rate
1.Total number of shares participating in the voting	3.743.988	100%
2.Total number of valid votes	3.743.988	100%
3.Total number of invalid votes	0	0%
4.Total number of approvals	3.742.082	99,95%
5.Total number of disapprovals	0	0%
6.Total number of abstentions	1.906	0,05%

Conclusion: Content 6 has been approved.

- **Content 7: Approve report of the Board of Directors and the business plan for 2025**

- **Result**

Content	Number of shares	Voting rate
7.Total number of shares participating in the voting	3.743.988	100%
8.Total number of valid votes	3.743.988	100%
9.Total number of invalid votes	0	0%
10. Total number of approvals	3.742.082	99,95%
11. Total number of disapprovals	0	0%
12. Total number of abstentions	1.906	0,05%

Conclusion: Content 7 has been approved.

PART IV: SPEECH BY A REPRESENTATIVE OF THE PRESIDIUM

- The Board of Directors would like to apologize to the esteemed shareholders for the Company's underperformance in the past year.
- The proposed dividend payout ratio for 2025 is based on the construction contracts signed from the end of 2024 to Q1 2025.
- The construction market is showing signs of improvement, but there is intense competition from other construction companies. However, with the new policies from the United States this year, we hope that more investors will invest in Vietnam, creating more opportunities for Phuc Thinh Company.
- The Board of Directors will make efforts to address the gaps in the Company's management and the losses in project management.
- The Board of Directors would like to thank the shareholders for submitting questions to the management team during the General Meeting.

PART V: APPROVAL OF THE MEETING MINUTES

Presenter: Ms. Phan Ngoc Anh announces the minutes of the meeting

The General Meeting voted and unanimously approved the full text of the Minutes of the 2025 Annual General Meeting of Shareholders with 100% of the votes in favor.

This minutes are made in 02 copies and are kept at Phuc Thinh Design Construction Trading Joint Stock Company and and is also published on the Company's website.

The meeting ended at 12:00 on the same day.

SECRETARIAT



Phan Ngoc Anh



Van Le Van

**ON BEHALF OF PRESIDIUM
CHAIRMAN**



TO KHAI DAT



**PHUC THINH DESIGN
CONSTRUCTION TRADING JOINT
STOCK COMPANY**

-----o0o-----
No: 01/NQ-ĐHĐCĐ-2025

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness
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Ho Chi Minh City, April 12th, 2025

RESOLUTION
GENERAL MEETING OF SHAREHOLDERS 2025

2025 Annual General Meeting of Shareholders of Phuc Thinh Design Construction Trading Joint Stock Company:

Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of The Socialist Republic Of Vietnam at the XIV session, 9th meeting on 17/06/2020, effective from 01/01/2021;

Pursuant to the Charter of Organization and Operation of Phuc Thinh Design Construction Trading Joint Stock Company;

Pursuant to the Minutes of the 2025 Annual General Meeting of Shareholders of Phuc Thinh Design Construction Trading Joint Stock Company, No. 01/BBH-ĐHĐCĐ/2025 dated 12/04/2025.

DECISION:

Article 1: Approval of the Business Performance Report for 2024.

Article 2: Approval of the report of the Board of Supervisors for 2024.

Article 3: Approval of the Proposal for Profit Distribution in 2024.

No.	Content	Amount	Note
1	Profit after tax (PAT)	(33,662,087,867)	
2	Retained earnings from previous years	2,923,478,128	
3	Total profit awaiting distribution in 2024	(30,738,609,739)	3=1+2
4	Allocation to funds	-	
a	+ Investment and development fund (10% of distributed PAT)	-	4a=1*10%
b	+ Reward and welfare funds (10% of distributed PAT)	-	4b=1*10%
5	Remuneration for the Board of Supervisors 2024	45,000,000	
6	Remuneration for the Board of Directors 2024	500,000,000	
7	Remaining profit after allocation to funds and remuneration payment	(30,193,609,739)	7=3-4-5-6
8	Dividend payment to shareholders (0%)	-	
9	Retained earnings	(30,193,609,739)	9=7-8



Article 4: Approve the proposal to approve the list of independent audit firms and authorize the Board of Directors to select the 2025 financial statement audit firm according to the criteria.

Article 5: Approve the proposal for remuneration of the Board of Directors, Board of Supervisors, and Chief Accountant in 2025.

Article 6: Approval of the audited financial statements for 2024.

Article 7: Approve the Report of Board of Directors and the company's business plan for 2025.

- | | |
|--|---------------------|
| - Total revenue: | 500,000,000,000 VND |
| - Percentage of profit after tax/equity: | 15% |
| - Expected dividend rate for 2025: | 5% - 10% |
| - Expected interim dividend rate for 2025: | 5% |

Article 8: The General Meeting agrees to assign the Board of Directors and the Board of Management the responsibility to implement the contents resolved by the meeting on the basis of complying with the state laws and the Company's Charter of Organization and Operation.

Article 9: The Board of Supervisors is responsible for supervising and inspecting the activities of the Board of Directors and the Board of Management in implementing the resolutions of the General Meeting, ensuring compliance with the law and the Company's Charter.

This Resolution is unanimously approved in full by the 2025 Annual General Meeting of Shareholders and takes effect from the date of signing./.

Recipients:

- PTD Shareholders;
- BOD, BOS, BOM;
- File: VT, TCHC.
- SSC, HNX, VSDC

**ON BEHALF OF THE GENERAL
MEETING OF SHAREHOLDERS**

CHAIRMAN OF BOD



TO KHAI DAT

REPORT

BUSINESS PERFORMANCE RESULTS IN 2024

To: General Meeting of Shareholders of Phuc Thinh Design Construction Trading Joint Stock Company

Based on the 2024 business production plan of Phuc Thinh Design Construction Trading Joint Stock Company presented at the 2025 Annual General Meeting of Shareholders. The Company's Board of Management reports on the implementation of the 2024 business performance results as follows:

Unit: VND

No.	Indicator	Code	Current Year	Previous Year	Rate
A	B	C	1	2	3 = 1/2
1	Revenue from sales and services rendered	1	250,104,305,668	463,003,228,610	
2	Revenue deductions	2		39,559,280	
3	Net Revenue from sales and services rendered (10 = 01 – 02)	10	250,104,305,668	462,963,669,330	
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	<i>In which: Interest expenses</i>	23	8,705,672,233	9,209,917,367	
8	Share of loss in joint-ventures and associates	24	2,298,460	(202,920,673)	
9	Selling Expenses	25	3,005,450,037	4,585,712,755	
10	General administrative Expenses	26	42,206,740,337	28,488,711,535	
11	Operating profit [30 = 20 + (21 – 22) – (24 + 25 + 26)]	30	(36,952,765,347)	3,968,106,319	
12	Other income	31	3,640,497,246	1,750,771,572	
13	Other expenses	32	349,819,766	760,418,598	
14	Other profit (40 = 31 – 32)	40	3,290,677,480	990,352,974	
15	Total net profit before tax (50 = 30 + 40)	50	(33,662,087,867)	4,958,459,293	
16	Current Corporate Income Tax Expenses	51	-	1,900,938,225	
17	Deferred Corporate Income Tax Expenses	52	-	-	
18	Profit after tax (60 = 50 – 51 – 52)	60	(33,662,087,867)	3,058,186,234	
20	Profit after tax attributable to shareholders of the parent company		(33,662,087,867)	3,058,186,234	



19	Profit after tax attributable to non-controlling interests	61	-	-	
21	Basic and Diluted Earnings per Share	70	(6,733)	765	

The above figures have been audited by the Southern Auditing and Accounting Financial Consulting Services Company Limited (AASCS).

This is the report on the production and business performance results in 2024 of Phuc Thinh Design Construction Trading Joint Stock Company. Respectfully reported to the General Meeting of Shareholders.

Ho Chi Minh City, April 12th, 2025

On behalf of the Board of Management

General Director

Recipients:

- General Meeting of Shareholders
- BOD
- BOM
- BOS
- Archived: Administration - HR Department



TRAN MINH TRUC





REPORT ON THE ACTIVITIES OF THE BOARD OF SUPERVISORS

FISCAL YEAR 2024

AT PHUC THINH DESIGN CONSTRUCTION TRADING JOINT STOCK COMPANY

To: General Meeting of Shareholders of Phuc Thinh Design Construction Trading Joint Stock Company

Exercising the responsibilities and authorities prescribed by the Law on Enterprise and the Company's Charter, in the fiscal year 2024, the Board of Supervisors has carried out supervisory work with the following results:

I. REPORT ON THE ACTIVITIES OF THE BOARD OF SUPERVISORSBOARD OF SUPERVISORS

- The Board of Supervisors's personnel structure consists of 03 members: Ms. Duong Thi Ngoc Thuy - Head of the Board, Mr. Tran Ngoc Tu - Member; Ms. Tran Thi Lien - Member.
- Reviewed and evaluated the activities of the Board of Directors, the Board of Management, and the company's management system throughout the fiscal year related to the implementation of the company's 2024 plan, which was approved by the General Meeting of Shareholders.
- The Board of Supervisors has held periodic quarterly meetings.
- The Board of Supervisors attended several periodic meetings at the Company's office with the Board of Directors and the Board of Management regarding the implementation of business plans, new investor projects, and ongoing construction projects, which were thoroughly discussed and aligned with the company's development strategy.
- Supervised the construction organization and inspected the implementation costs of some projects the company is currently implementing: Final settlement of AB Louvre package C + yarn dyeing workshop, Cu Thanh office building, Bo Wei package 2 phase 1, Billion outdoor yard, etc.
- Reviewed the separate financial statements and the consolidated semi-annual and annual financial statements of 2024, which were audited by Phuc Thinh Design Construction Trading Joint Stock Company in accordance with Vietnamese Accounting Standards.
- Participated in controlling the management document system throughout the Company according to ISO 9001:2015 standard.

II. SUMMARY OF MEETINGS AND DECISIONS OF THE BOARD OF SUPERVISORS

- The Board of Supervisors continued to maintain a mailbox to collect feedback and contributions from shareholders regarding the management of the Company's production and business activities in 2024: The result is that there were no contributions from shareholders.

- Proposed to the Board of Directors to approve the selection of AASCS (Southern Auditing And Accounting Financial Consulting Services Company Limited) as the independent audit unit to review the semi-annual and annual financial statements of 2024 for the parent company and consolidated.
- Proposed to the Board of Directors to approve the separate financial statements and the consolidated semi-annual and annual financial statements of 2024, which were audited by AASCS (Southern Auditing And Accounting Financial Consulting Services Company Limited).

III. RESULTS OF MONITORING THE COMPANY'S OPERATIONAL AND FINANCIAL STATUS

- In 2024, the company signed construction contracts including: Bo Wei package 2 phase 1, Billion outdoor yard, Baikai mezzanine floor, Truong Hung; these projects are currently under construction and are expected to be handed over in 2025.
- In 2024, the company also completed the handover of several projects such as Cu Thanh Industrial Park Nhon Trach 3 phase 2, Huahe phase 3, Da Fang rest stop, etc. The Board of Supervisors has supervised some ongoing projects such as Cu Thanh office building, Bo Wei package 2 phase 1, Billion outdoor yard, Baikai mezzanine floor, Truong Hung, but no significant errors have been detected during the construction process.
- Business performance results in 2024 are as follows:

Unit: Million VND

Indicator	Actual 2024	Plan 2024	Actual 2024/ Plan 2024
Revenue	250,104	500,000	50%
Profit after tax	(33,662)	4,800	(114%)
Profit after tax/Contributed Capital	(67%)	15%	(122%)

- Revenue in 2024 was lower than in 2023, and profit after tax and the ratio of profit after tax to contributed capital decreased compared to 2023; the company's production and business activities did not achieve the set plan, reasons:

- + General economic difficulties, competition between construction companies, the company did not have many design contracts, design and construction of new projects, leading to total revenue and profit not reaching the plan.
- + The company's 2024 business results suffered a special loss due to the provision for doubtful receivables from the Khai Hoan International project.

- The company's financial situation is facing difficulties due to doubtful accounts receivable from the Khai Hoan International project - Dat Do 1 Industrial Park, Ba Ria - Vung Tau province.

IV. RESULTS OF SUPERVISING THE COMPLIANCE WITH THE CHARTER AND ACTIVITIES OF THE BOARD OF DIRECTORS AND BOARD OF MANAGEMENT

- The Board of Supervisors recognizes that the Board of Directors and the Board of Management have seriously fulfilled their responsibilities and fully complied with the Company's Charter and legal regulations in directing the company's production and business activities.

V. REPORT ON THE ASSESSMENT OF COOPERATION BETWEEN THE BOARD OF SUPERVISORS, THE BOARD OF DIRECTORS, THE BOARD OF MANAGEMENT, AND SHAREHOLDERS

- During its operation, the Board of Supervisors has received smooth coordination from the Board of Directors, the Board of Management, and management staff in providing necessary reports and documents for inspection and supervision, and assigning staff to work with the Board of Supervisors upon request.

VI. REMUNERATION AND OPERATING EXPENSES OF THE BOARD OF SUPERVISORS

No.	Name	Title	Remuneration, operating expenses
1	Duong Thi Ngoc Thuy	Head of the Board	15.000.000
2	Tran Ngoc Tu	Member	248,152,000
3	Tran Thi Lien	Member	169,872,000
	Total		433.024.000

VII. Report evaluating transactions between the company, Company's subsidiaries, companies controlled by Phuc Thinh Design Construction Trading Joint Stock Company with over 50% charter capital with members of the Board of Directors, General Director, other executives, and related persons; transactions between the company and companies in which members of the Board of Directors, General Director, other executives are founders or managers of the enterprise within the last 3 years before the transaction date.

- Phuc Thinh (Cambodia) Corporation is a Company's subsidiaries, Phuc Thinh Design Construction Trading Joint Stock Company holds 60% of the charter capital, in 2024 there were no transactions and the Board of Directors decided to dissolve the Company's subsidiaries Phuc Thinh (Cambodia) Corporation according to the Minutes of the Board of Directors' Meeting No. 15/BBH/HĐQT-2021 and Decision No. 15/QĐ/HĐQT-2021 dated November 8th, 2021. However, up to now, the Company's subsidiaries has submitted the dissolution documents to the Cambodian tax authority pending resolution and there are no resolution results yet.

VII. THE BOARD OF SUPERVISORS' 2025 ACTION PLAN

- Participate in the 2024 Annual General Meeting of Shareholders.
- Organize internal meetings of the Board of Supervisors periodically.
- Supervise the activities of the Board of Directors, the Board of Management, and management staff according to ISO 9001:2015, the Company's Charter, and the implementation of targets according to the plan set out in the General Meeting of Shareholders;
- The Board of Supervisors compiles a list and proposes to the Board of Directors to select an independent audit unit for the 2025 fiscal year.
- Rotate and assign supervisory tasks to each member in the activities of the Board of Supervisors.
- Continue selecting samples to monitor some typical contracts.

- Encourage shareholders to contribute opinions through the suggestion box, then work with the Board of Directors and the Board of Management to address shareholders' opinions.
- Continue to promote, enhance professionalism, and further improve the monitoring work in 2025.

Above is the report on the performance of the Board of Supervisors presented to the 2025 Annual General Meeting of Shareholders.

Sincerely thanks, shareholders.

Ho Chi Minh City, April 12th, 2025

**ON BEHALF OF THE
BOARD OF SUPERVISORS
HEAD OF THE BOARD**



DUONG THI NGOC THUY

Recipients:

- *General Meeting of Shareholders*
- *BOD*
- *BOM*
- *BOS*
- *Archived: Administration - HR Department*



REPORT

OF THE BOARD OF DIRECTORS

ON ACTIVITIES IN 2024 AND THE BUSINESS PLAN FOR 2025

Dear: General Meeting of Shareholders of Phuc Thinh Design Construction Trading Joint Stock Company

Based on the business results of 2024, the Board of Directors reports the plan, direction, and operation of business in 2025 as follows:

I. SITUATION ASSESSMENT:

Vietnam is an attractive destination for FDI, especially in manufacturing and industry, due to lower labor and material costs compared to China and Thailand. According to the Ministry of Planning and Investment, total FDI into Vietnam in 2024 is expected to exceed 40 billion USD.

The government is promoting infrastructure development (highways, seaports, airports), creating favorable conditions for factory construction.

Tax incentives and land tax exemptions for industrial workshop construction projects.

Multinational companies are diversifying their supply chains, reducing dependence on China, and expanding production to Southeast Asia, including Vietnam.

The demand for factory and industrial zone construction in Vietnam is increasing sharply to welcome this shifting wave.

However, the industrial factory construction industry in Vietnam is facing fierce competition from large corporations such as Cotecons, Hoa Binh, Ricons, Central, Delta, Vinaconex, as well as foreign contractors.

Construction industry profit margins tend to decrease due to competitive pressure on prices, and material prices in 2025 tend to increase, such as steel, cement, aluminum, sand, etc., due to the general influence of the global geopolitical situation and the demand for highway construction in Vietnam.

Construction permitting procedures, site clearance, and environmental regulations are still complex, causing project delays.

Some localities still face difficulties in issuing Investment Certificates, approving 1/500 planning, and Construction Permits.

II. REPORT OF THE BOARD OF DIRECTORS

1. General activities of the Board of Directors:

The Board of Directors always identifies its responsibilities and obligations in directing and supervising the company's operations in compliance with the Law, Charter, Corporate Governance Regulations, and Resolutions of the General Meeting of Shareholders, while continuing to improve the company's management capacity, in line with domestic and international practices.

In 2024, the Board of Directors held seven meetings. In these meetings, the Board of Directors approved the company's operating results for each quarter, six months, and the whole year, assessed the market, developed plans for the next quarter, and approved other matters within its authority.

Details of the Board of Directors' Resolutions in 2024 are as follows:

No.	Resolution No.	Date	Content
1	01/HĐQT/QĐ-2024	01/03/2024	Select the date for the 2024 Annual General Meeting of Shareholders
2	02/HĐQT/QĐ-2024	08/03/2024	Issue the Company's Information Disclosure Regulations
3	03/HĐQT/QĐ-2024	03/05/2024	Regarding the implementation of the share issuance plan to increase charter capital from owner's equity
4	04/HĐQT/QĐ-2024	25/06/2024	Closing date for registration to exercise the right to receive shares issued due to the increase of charter capital from owner's equity
5	05/HĐQT/QĐ-2024	18/07/2024	Provision for doubtful debts for the Khai Hoan International construction and design project.
6	06/HĐQT/QĐ-2024	29/07/2024	Regarding the amendment of the Charter and the adjustment of the Business Registration Certificate, supplemental securities registration and supplemental listing of securities
7	07/HĐQT/QĐ-2024	31/12/2024	Incurred transactions for office lease with a related party involving Internal Person - Deputy General Director: To Thuan Co

2. Remuneration and operating expenses of the Board of Directors

No.	Name	Title	Remuneration, operating expenses
1	Mr. To Khai Dat	Chairman	1,932,000,000
2	Mr. Tran Minh Truc	Members of the Board of Directors General Director	1,101,798,000
3	Mr. Hoang Truong Giang	Independent members of the Board of Directors	50,000,000
4	Mr. Ho Quang Trung	Independent members of the Board of Directors	50,000,000
5	Mr. Yang Pei Long	Independent members of the Board of Directors	50,000,000
	Total		3,183,798,000

3. Activities of Independent members of the Board of Directors

- The Independent members of the Board of Directors have coordinated smoothly with the general activities of the Board of Directors, fully fulfilling their functions, duties, and powers.

4. Supervisory activities of the Board of Directors with the Executive Board

Pursuant to the company's charter, the Board of Directors supervises the General Director and other management departments in implementing the Resolutions of the General Meeting of Shareholders, the Board of Directors, and the daily operations of the company.

The coordination of activities between the Board of Directors and the General Director is carried out in accordance with the provisions of the Charter and Corporate Governance Regulations. Due to the proper implementation of processes and procedures, the coordination of activities between the Board of Directors and the Executive Board has been smooth and effective. The operation of the Executive Board's production and business activities is not hindered, and the Board of Directors' supervision is maintained regularly and closely, ensuring that the company's operations comply with the Resolutions of the General Meeting of Shareholders and the Board of Directors. The members of the Board of Directors and the Executive Board conduct corporate governance according to modern governance standards, uphold professional ethics, and always act in the best interests of the company's shareholders.

5. Regarding transactions between the company, Company's subsidiaries, companies controlled by Phuc Thinh Design Construction Trading Joint Stock Company with over 50% charter capital, with members of the Board of Directors and their related persons; transactions between the company and companies where Board members are founders or managers within the last 3 years before the transaction date.

- Boi Long Joint Stock Company is an affiliated company, Phuc Thinh Design Construction Trading Joint Stock Company holds 45% of the charter capital, there were no transactions in 2024, and Boi Long Joint Stock Company agrees to use the real estate at Land Parcel No. 84, Map Sheet No. 50, Binh Chanh Dong Quarter, Khanh Binh Ward, Tan Uyen City, Binh Duong Province as collateral for Phuc Thinh Design Construction Trading Joint Stock Company's loan at Military Commercial Joint Stock Bank - Nam Binh Chanh.

- Phuc Thinh (Cambodia) Corporation is a Company's subsidiaries, Phuc Thinh Design Construction Trading Joint Stock Company holds 60% of the charter capital, there were no transactions in 2024, and the Board of Directors has decided to dissolve the Company's subsidiaries, Phuc Thinh (Cambodia) Corporation, according to the Minutes of Meeting of the Board of Directors No. 15/BBH/HĐQT-2021 and Decision No. 15/QĐ/HĐQT-2021 dated November 8th, 2021. However, as of this time, the Company's subsidiaries has submitted the dissolution documents to the Cambodian tax authorities and is awaiting resolution, with no results yet.

- Guarantee Commitment: Mr. To Khai Dat - Chairman of the Board of Directors - agrees to use the property at 57 Nguyen Binh Khiem St., Da Kao Ward, District 1, Ho Chi Minh City, valued at 18,732,300,000 VND, as collateral for the company's loan at Asia Commercial Joint Stock Bank - Tan Binh Branch.

III. BUSINESS PRODUCTION PLAN FOR 2025

1. Long-term goals:

1.1. Continue to develop the field of design consulting, construction and installation of industrial and civil works, with the orientation of becoming a large enterprise in the construction industry in terms of capital and labor force.

2. Business strategy:

- 2.1. Strengthen and develop relationships with partners and investors. Proactively seek customers through various sources and information channels. Enhance the company's image promotion to customers.
- 2.2. Maintain good relationships with existing customers, carry out post-construction customer care with optimal services, thereby grasping the needs of customers for production expansion.
- 2.3. Continuously improve to enhance the quality of products and services from design, bidding to construction, fully and promptly meeting the requirements of customers and investors. Focus on improving bidding and negotiation capabilities in business.



- 2.4. Maintain and develop construction and export trading activities to the Cambodian market.
- 2.5. Exploit other registered business lines according to the Business License (leasing construction equipment, factories, offices...).

IV. OPERATIONS MANAGEMENT:

1. In organization and management: Enhance management capacity according to ISO 9001 - 2015 standards. Strengthen management and guidance so that departments fully perform their functions and tasks according to the company's organizational regulations and those of each department.
2. Regarding human resources: Plan human resource management strategies to improve the management and technical skills of the management and executive apparatus, and the professional and technical qualifications of engineers and staff, corresponding to the organization's professional capacity. Build and develop a strong force of subcontractors and suppliers to meet the requirements of achieving the Company's objectives.
3. Regarding business activities: Continue investing in construction equipment to enhance the position in construction bidding. Organize project management according to the decentralization mechanism, emphasizing individual responsibility, closely combining remuneration, material rewards, and promotion with the work results of individuals achieving the overall efficiency and quality goals of the project. Strengthen the guidance, inspection, and supervision of the management apparatus on the construction site.
4. Regarding finance: Implement proactive and comprehensive financial risk management. Identify and prevent market, credit, liquidity, and business production risks. Tightly manage customer debts (if any) and minimize overdue debts. Balance financial resources, meeting investment and development requirements.

V. Planned business production plan:

- Total revenue	:	500,000,000,000 VND
- Percentage of profit after tax/contributed capital	:	15%
- Expected dividend rate for 2025	:	5% - 10%
- Expected interim dividend rate for 2025	:	5%

Respectfully reported to the General Meeting of Shareholders.

Ho Chi Minh City, Date April 12th, 2025

ON BEHALF OF THE BOARD OF MANAGEMENT

General Director

Recipients:

- General Meeting of Shareholders
- BOD
- BOM
- BOS
- Archived: Administration - HR Department



TRAN MINH TRUC

PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS
(Regarding profit distribution for the year 2024)

- Pursuant to the Charter of Phuc Thinh Design Construction Trading Joint Stock Company;
- Pursuant to the Business Performance Results of 2024 of Phuc Thinh Design Construction Trading Joint Stock Company;
- Pursuant to the functions and duties of the Board of Directors.

The Board of Directors proposes the profit distribution plan for the year 2024 of Phuc Thinh Design Construction Trading Joint Stock Company as follows:

Unit: VND

No.	Content	Amount	Note
1	Profit after tax (PAT)	(33,662,087,867)	
2	Retained earnings from previous years	2,923,478,128	
3	Total profit awaiting distribution in 2024	(30,738,609,739)	3=1+2
4	Allocation to funds	-	
a	+ Investment and development fund (10% of distributed PAT)	-	4a=1*10%
b	+ Reward and welfare funds (10% of distributed PAT)	-	4b=1*10%
5	Remuneration for the Board of Supervisors 2024	45,000,000	
6	Remuneration for the Board of Directors 2024	500,000,000	
7	Remaining profit after allocation to funds and remuneration payment	(30,193,609,739)	7=3-4-5-6
8	Dividend payment to shareholders (10%)	-	
9	Retained earnings	(30,193,609,739)	9=7-8

The balance of the funds after allocation and the remaining profit after profit distribution in 2024 are as follows:

1. Investment and development fund: Opening balance: 7,139,233,866 dong, allocated in 2025: no changes, spent on issuing bonus shares: 6,487,330,000 dong, Total balance currently available: 651,903,866 dong.
2. Reward and welfare funds: Opening balance: 4,555,941,027 dong, spent: 10,000,000 dong, allocated in 2025: no changes, Total balance currently available: 4,545,941,027 dong.
3. Remaining profit: Opening balance 2,923,478,128 dong, remaining profit after profit distribution in 2024 is: (30,193,609,739) dong.

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

Recipients:

- General Meeting of Shareholders
- BOD
- BOM
- BOS
- Archived: Administration - HR Department



Ho Chi Minh City, April 12th, 2025

PROPOSAL

(Regarding the Approval of the List of Independent Audit Firms and Authorization for the Board of Directors to Select the 2025 Financial Statement Audit Firm based on Criteria)

**To: GENERAL MEETING OF SHAREHOLDERS OF PHUC THINH DESIGN
CONSTRUCTION TRADING JOINT STOCK COMPANY**

- Pursuant to the Charter of Phuc Thinh Design Construction Trading Joint Stock Company;
- Pursuant to the functions and duties of the Board of Directors.

To ensure the selection of an experienced, professional, and suitable audit firm, the Board of Directors of Phuc Thinh Design Construction Trading Joint Stock Company (the Company) respectfully submits to the General Meeting of Shareholders for approval the following list of vetted and recommended independent audit firms:

1. Southern Auditing and Accounting Financial Consulting Services Company Limited (AASCS);
2. Nam Viet Auditing and Accounting Financial Consulting Services Company Limited (AASCN);
3. CPA Vietnam Auditing Company Limited;
4. RSM Vietnam Auditing and Consulting Company Limited;

And authorizing the Board of Directors to select an auditing firm from the aforementioned list for the 2025 financial statement audit, based on the following criteria:

1. The audit firm must be on the list of audit firms approved by The State Securities Commission;
2. The audit firm must meet the Company's requirements for audit quality and audit report completion time;
3. Reasonable costs;

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

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN



TO KHAI DAT

Recipients:

- General Meeting of Shareholders
- BOD
- BOM
- BOS
- Archived:
Administration - HR
Department

Ho Chi Minh City, April 12th, 2025

PROPOSAL

(Re: Remuneration of the Board of Directors, Board of Supervisors, Company Secretary;
And bonus level for exceeding revenue and profit targets)

To: General Meeting of Shareholders

- Pursuant to the Enterprise Law of the National Assembly of The Socialist Republic of Vietnam and current guiding documents;
- Pursuant to the Charter of Phuc Thinh Design Construction Trading JSC.

The Board of Directors of Phuc Thinh Design Construction Trading JSC respectfully submits to the General Meeting of Shareholders for approval the remuneration and expenses of the Board of Directors, Board of Supervisors, and Company Secretary as follows:

I. Remuneration Report for the Board of Directors (BOD), Company Secretary (CS), and Board of Supervisors (BOS) in 2024

- Total remuneration for the Board of Directors, Company Secretary: 500 million VND/year;
- Total remuneration for the Board of Supervisors: 45 million VND/year;

The Company temporarily collects Personal Income Tax according to the provisions of the Law.

II. Proposal for approval of remuneration levels for the Board of Directors (BOD), Board of Supervisors (BOS), and Company Secretary (CS) in 2025 as follows:

- Minimum remuneration for the BOD, Company Secretary is 500 million;
- Minimum remuneration for the BOS is 45 million;
- If revenue exceeds 500 billion, profit after tax/contributed capital exceeds 15%, and guarantees a minimum dividend payout to shareholders of 10%/contributed capital, the BOD, BOS, and CS will receive an additional remuneration of 20%/remaining profit of 2025 after setting aside funds and distributing dividends to shareholders.

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

Recipients:

- General Meeting of Shareholders
- BOD
- BOM
- BOS
- Archived: Administration
- HR Department
- Human Resources Department

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



TO KHAI DAT

PROPOSAL

Re: Approval of Audited Financial Statements for 2024

**To: General Meeting of Shareholders of Phuc Thinh Design
Construction Trading Joint Stock Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated 26 November 2019;
- Pursuant to the Charter of Organization and Operation of Phuc Thinh Design Construction Trading Joint Stock Company;
- Pursuant to the audited Financial Statements of 2024;

According to Clause f, Article 15 of the Charter of Phuc Thinh Design Construction Trading Joint Stock Company, which outlines the rights and obligations of the General Meeting of Shareholders concerning the approval of the Company's annual audited Financial Statements.

The Board of Directors of Company respectfully presents to the General Meeting of Shareholders the 2024 Financial Statements (Separate and Consolidated) audited by:

- Southern Auditing And Accounting Financial Consulting Services Company Limited (*the complete text of the 2024 audited Financial Statements is attached*).

Respectfully submitted to the General Meeting of Shareholders for consideration.

Sincere thanks!

ON BEHALF OF THE BOD
CHAIRMAN

TO KHAI DAT