BINH DUONG PRODUCING AND TRADING CORPORATION	SOCIALIST REPUBLIC OF VIETNAM
	Independence – Freedom – Happiness
No.: .16../TTr-HĐQT	*Ho Chi Minh City, June 08, 2026*

PROPOSAL

Re: Approval of the Business Strategy and Capital Resources Report of Binh Duong Producing and Trading Corporation for the 2026-2030 Period

To: **2026 Annual General Meeting of Shareholders**
Binh Duong Producing and Trading Corporation

*- Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 (the "**Enterprise Law**");*

*- Pursuant to the Charter on the organization and operation of Binh Duong Producing and Trading Corporation (the "**Corporation**") approved by the General Meeting of Shareholders on October 26, 2018, and amended for the first time on June 22, 2021;*

- Pursuant to the draft Business Strategy and Capital Resources Report of the Corporation for the 2026-2030 period prepared by AASC Consulting Company Limited and Associates;

- Pursuant to Resolution No. 15/NQ-HDQT dated 05/06/2026 of the Board of Directors of the Corporation.

The Board of Directors of the Corporation respectfully submits to the 2026 Annual General Meeting of Shareholders for approval the contents of the Business Strategy and Capital Resources Report of the Corporation for the 2026-2030 period, prepared by AASC Consulting Company Limited and Associates, as a basis for implementing specific programs and action plans, ensuring consistency and synchronization in the Corporation's development orientation for the 2026–2030 period.

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

Sincerely.

Recipients:
- As above;
- Members of the Board of Directors;
- Supervisory Board;
- Board of Management;
- Archive: Secretariat.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRPERSON OF THE BOARD

M.S.D.N: 3700148166-C.T.C.P
TỔNG CÔNG TY SẢN XUẤT-XUẤT NHẬP KHẨU BÌNH DƯƠNG CÔNG TY CỔ PHẦN
TP. THUẬN AN-T. BÌNH DƯƠNG

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BUSINESS STRATEGY AND CAPITAL SOURCES

2026 – 2030

BINH DUONG PRODUCING AND TRADING CORPORATION

Ho Chi Minh City, June 2026

TABLE OF CONTENTS

BINH DUONG PRODUCING AND TRADING CORPORATION

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Ho Chi Minh City, June 2026

BUSINESS STRATEGY AND CAPITAL SOURCES

PERIOD 2026 - 2030

To: - Board of Directors, Board of Management.

In the context of significant global economic fluctuations and an increasingly competitive domestic business environment, establishing a robust business strategy and capital sources is a key factor for the sustainable development of Binh Duong Producing and Trading Corporation ("the Corporation") and its ecosystem of member companies. For the period 2026-2030, the Corporation aims to optimize the capital structure, effectively leverage investment capital, and seek new investment opportunities to support long-term growth strategies.

With a diverse investment portfolio, the strategic capital plan will focus on optimizing cash flow, enhancing competitive advantages and operational efficiency, and capitalizing on opportunities from capital markets and investment support policies.

This plan will propose specific solutions to ensure abundant, flexible, and sustainable financial resources, while also driving development for the entire corporate ecosystem in the upcoming period.

SECTION 1: INTRODUCTION

1. AASC CONSULTING COMPANY LIMITED AND ASSOCIATES ("ACG")

ACG aims for sustainable development by providing strategic solutions and effective risk management, aligned with the Vietnamese context and international practices.

ACG's operations inherit values from AASC Auditing Firm - one of the first two auditing companies established in Vietnam, while integrating experience from over 100 countries within the HLB International network.

The core foundation of ACG's operations: Local Solutions Globally.

2. POSITION OF AASC AUDITING FIRM

AASC is proud to be one of the first two auditing companies established by the Ministry of Finance in Vietnam (1991), ranked in the TOP 5 in Vietnam (after the Big 4), and TOP 1 in Vietnam in construction.

With **34** years of experience, **03** offices; over **500** employees and consultants, **78** auditors; over **100** construction engineers, economic engineers, **31** valuation experts, **35** tax consultants, AASC has been providing extensive consulting services in Finance, Accounting, Management, and Internal Control.

Experience in similar consulting services:

VIETNAM NATIONAL INDUSTRY - ENERGY GROUP	Consultation on the Evaluation of the Restructuring Plan (Including Operational Plan and Cash Flow Plan)
NATIONAL LOAD DISPATCH CENTRE	Consultation on Developing Financial and Business Plans
VIET-TRUNG MINING AND METALLURGY CO., LTD	Consultation on Evaluating Financial and Business Plans to Enhance Operational Efficiency
VINAUSTEEL... and other Enterprises	Consultation on Evaluating Financial Plans and Cash Flows

3. BINH DUONG PRODUCING AND TRADING CORPORATION

Binh Duong Producing and Trading Corporation was established on October 20, 1982, originally as the 3-2 Song Be Rubber Products Factory. Over more than 40 years, the Corporation has expanded its scale and scope of operations, becoming one of the largest enterprises in the former Binh Duong province with 13 member companies and over 8,000 employees.

The Corporation operates in various sectors such as real estate business, construction activities (industrial zones), healthcare activities, care and nursing services; sports, recreation, and entertainment activities (golf courses); food production and processing; transportation and warehousing; paper production and paper products. With its achievements, the Corporation has significantly contributed to the budget of the former Binh Duong province and was honored by the President with the title "Labor Hero - Renovation Era."

Mission: To provide high-quality products and services, contribute to economic development, maximize shareholder value, and optimize capital efficiency.

Vision: To become a global strategic partner, expand product groups, scale, and enter the financial sector for comprehensive development.

Objectives: To leverage local advantages, create economic value, increase employment opportunities, develop human resources, and enhance the quality of life for staff and employees.

SECTION 2: OUTLINE FOR CONSULTING ON BUSINESS CAPITAL STRATEGY DEVELOPMENT

1. STRATEGY OVERVIEW

In 2025, the global context of economic, political, and natural disaster fluctuations negatively impacted the Corporation's business results. It is anticipated that in 2026, the Corporation will face many challenges while simultaneously implementing strategic solutions.

- **Project Investment**: The Corporation plans to convert part of the Song Be Golf Course into a commercial-service-urban area.
- **Capital Investment**: The Corporation is working with a consulting firm to develop a five-year development strategy (2026-2030), focusing on optimizing the investment portfolio, divesting from non-aligned sectors, and strengthening control over member units. Additionally, the Corporation plans to complete the dissolution procedures for Vinh Phu Paper Company Limited in 2026 and KP Apparell Manufacturing Company Limited in 2027.
- **Return of Leased Land**: The Corporation will terminate the lease contract with Binh Duong Investment and Project Management Company Limited Liability Company – One Member

("IMPCo") and plans to relocate its headquarters, completing the return of the leased land by 2027.

- **Ornamental Plant Business:** Despite difficulties due to reduced market demand, the Corporation continues to seek customers and intensify the liquidation of most ornamental plants on the premises.
- **Investment in Prospective Sectors**In light of significant changes from administrative mergers and the need to enhance governance efficiency, the Corporation must proactively seek investment sectors with potential, aligning with development trends and local advantages to establish a sustainable long-term development strategy.

Therefore, the Corporation's strategy focuses on optimizing the investment portfolio, divesting from unsuitable sectors, and strengthening control over subsidiaries, including the following key objectives:

- Resolving outstanding issues related to equitization;
- Converting part of the Song Be Golf Course area, investing in the development of the Commercial - Service - Urban Area Project;
- Dissolving Vinh Phu Paper One Member Company Limited and KP Apparell Manufacturing Company Limited;
- Divesting from certain subsidiaries and associated companies;
- Increasing the ownership ratio in Protrade Garment Joint Stock Company to a controlling level;
- Reorganizing and restructuring subsidiaries to enhance management efficiency;
- Seeking investment opportunities in sectors and fields with future potential.

Other objectives:

- Relocating the Corporation's headquarters to Song Be Golf Course in 2026;
- Liquidating existing ornamental plants in stock;
- Continuing to coordinate with relevant authorities to resolve legal procedure issues regarding the 54.64-hectare land and implementing infrastructure investment to complete the Protrade International Industrial Park investment project;
- Relocating Protrade Garment Joint Stock Company to Protrade International Industrial Park;
- Replanting 6,017.57 hectares of rubber plantation in the second cycle at Dau Tieng Viet Lao Rubber Joint Stock Company according to the 2028-2039 schedule.

2. INVESTMENT PROJECT FOR THE CONSTRUCTION OF A COMMERCIAL - SERVICE - URBAN AREA AT SONG BE GOLF COURSE

The project to convert part of the Song Be Golf Course area into a commercial - service - urban area includes high-rise buildings, a conference and exhibition center, hotels, restaurants, wedding venues, and low-rise villas to align with the socio-economic development trends of Lai Thieu Ward, Ho Chi Minh City, while meeting the Corporation's development strategy. The Corporation is actively working with relevant authorities to complete legal procedures for project implementation.

2.1. Opportunities:

a) Utilizing prime land resources:

The land at Song Be Golf Course (77 Binh Duong Boulevard, Lai Thieu Ward, former Thuan An City) is strategically located with quick access to National Highway 13, My Phuoc–Tan Van Road, and Ho Chi Minh City's Ring Road 3, providing a unique advantage for large-scale urban-commercial service development following the TOD (transit-oriented development) model.

- **Ho Chi Minh City's Ring Road 3:** The 76-kilometer project connects Ho Chi Minh City with the former Binh Duong, Dong Nai, and Long An provinces. According to the plan, sections will open for technical use by late 2025 to April 2026, with the entire route completed and operational before June 2026, helping to reduce congestion at gateways and creating a driving force for inter-regional urban-industrial development. In the former Binh Duong province, packages are being accelerated, focusing on the Tan Van interchange and connecting My Phuoc–Tan Van with Binh Duong Boulevard to allow partial traffic by the end of 2025.

- **My Phuoc–Tan Van** (MPTV): The backbone invested by the former Binh Duong province, partially overlapping with the Ring Road 3 route; Ho Chi Minh City proposes upgrading 15.3 kilometers of MPTV to synchronize with Ring Road 3, with an estimated total capital of 28,279 billion VND, to address intersection conflicts when Ring Road 3 is put into operation.

- **Binh Duong Boulevard** (formerly National Highway 13): The former Binh Duong province has commenced expansion (from 6 to 8 lanes) of a 12.7-kilometer section from Vinh Phu to Le Hong Phong (BOT, approximately 1.4 trillion VND), while also adjusting the expansion scope and total investment to enhance the entire route's capacity, adding overpasses at major intersections; Ho Chi Minh City also plans to upgrade the Boulevard from 2025 to alleviate pressure at the Northeast gateway. The advantage of "following the axis" of the Boulevard's land fund helps reduce travel time and costs and increases commercial exploitation value.

Conclusion: The completion of the transportation infrastructure in 2025–2026 creates a "golden opportunity" to convert part of the golf course into a commercial-service-urban area; the advantage of destination-origin on the Boulevard and Ring Road 3 nodes helps attract inter-regional visitors and goods. Priority is given to planning according to infrastructure phases: commercial-service areas along the Boulevard (to accommodate existing traffic), residential-urban utility areas along Ring Road 3/MPTV opening later (to meet the strong demand increase when the route is completed).

b) Benefiting from rapid urbanization:

Vietnam is rapidly urbanizing, with the urban population rate at approximately 40.2% in 2024, aiming to exceed 50% by 2030 and approximately 70% by 2050; the urban economy is expected to contribute approximately 85% of GDP, leading to a strong increase in housing, service, and commercial demand in growth poles adjacent to Ho Chi Minh City, such as the former Binh Duong province.

- **FDI and industrial momentum in Binh Duong**: Consistently among the leading groups in FDI; in Q1/2025 alone, FDI in industrial parks increased by approximately 232% YoY (588 million USD), bringing the total number of active FDI projects to over 2,500, creating demand for skilled professionals and labor for quality urban, service, and accommodation products. During 2024–2025, the former Binh Duong province continues to attract over 1 billion USD in new capital, focusing on manufacturing, logistics, industrial real estate, and urban development, affirming its position as a "production hub" of the region.

- **Regional linkage and urban integration**: In 2025, Ho Chi Minh City will administratively merge with Binh Duong and Ba Ria–Vung Tau to form an integrated mega-urban area; if all regional linkage and infrastructure mechanisms are fully approved, the increase in urban-commercial land value along the connecting axes will expand significantly.

- **5–10 year macroeconomic outlook:** International organizations forecast Vietnam's GDP growth at approximately 6.5–6.7% for 2025–2027; despite facing trade and tariff risks, it is recommended to enhance public investment, structural reforms, and urban-green economic development to sustain growth momentum. This forms a sustainable demand foundation for the multifunctional urban model.

Conclusion: The company should invest in multiple segments, prioritizing housing for experts, long-term accommodation services, private healthcare and education, flexible offices, and experiential retail serving the expanding industrial-service community. (This trend is sustainable along the urbanization trajectory, not entirely dependent on speculative cycles).

c) Anticipating the trend of integrating commerce - services - urban development:

The mixed-use model integrates retail, entertainment, services, and residential areas, linked to major transportation corridors, allowing for revenue diversification (sales, leasing, operational services) and optimizing asset lifecycle.

- **Infrastructure as a foundation for integration:** The Ring Road 3 – National Highway 13 – MPTV nodes in Binh Duong are forming, with a series of large overpasses and intersections (Binh Chuan, Tan Van). This facilitates TOD and compact urban development along the corridor, increasing commercial-service density while controlling traffic flow through tiered transportation.
- **Planning based on experience chain – long-term revenue sources**:

  Initial phase: Develop destination retail-entertainment areas, integrating F&B, edutainment, and wellness to generate early operational cash flow, while simultaneously launching housing products for experts and young families, leveraging existing traffic.

  Subsequent phase: Add offices, medical services, private education, hotels, and serviced apartments, shifting focus to stable rental income sources.

  Expansion phase: Build a smart city with operational management technology, green energy, and smart water; apply modern asset management models (such as REITs or private funds if legally permissible) to optimize long-term profit margins.
- **Sustainability – green:** Recommendation for green technology (energy efficiency, low-carbon materials), international standards in construction and operation to reduce lifecycle costs and increase FDI attractiveness, aligning with the green growth orientation recommended by the WB/ADB for the upcoming period.

Conclusion: The land fund of Song Be Golf Course, aligned with strategic transportation corridors (Binh Duong Boulevard, MPTV, Ring Road 3) – at the "infrastructure drop point" of 2025–2026 – provides a solid foundation for partial conversion into a commercial-service-urban area following the mixed-use/TOD model. The rapid urbanization trend, FDI-industrial growth in the former Binh Duong province, and macroeconomic drivers over the next 5–10 years reinforce sustainable demand for multifunctional products. A phased implementation roadmap, linked to infrastructure progress, along with a legal-market risk management framework, will optimize asset value and long-term cash flow.

2.2. Challenges:

a) High market risk:

- **Real estate volatility:** The Vietnamese market is currently undergoing adjustments following a heated growth cycle from 2020 to 2022; liquidity is low, and tightened legal regulations have delayed many projects. In the long term, although urbanization trends and housing demand remain strong, the real estate cycle is often influenced by credit policies, interest rates, and purchasing power.
- **Services and finance depend on macroeconomic conditions:** High-end services, experiential retail, and office sectors rely on GDP growth, FDI, and average income. If the global economy declines or Vietnam faces export pressures, consumer demand may slow down, affecting occupancy rates and rental prices.

Conclusion: It is necessary to diversify products (housing, essential services, experiential retail) to reduce dependence on a single segment; simultaneously, investment should be phased according to infrastructure progress and market signals.

b) Large capital requirements – extended payback period:

- **Total investment level is high:** The conversion project from a golf course to an urban-commercial area requires costs for land clearance, technical infrastructure, amenities, and construction to international standards. With this scale, investment capital can reach trillions VND, while cash flow from sales and leasing only materializes after many years.
- **Long payback period:** Integrated urban projects typically have a payback cycle of 8 to 12 years, depending on legal progress, infrastructure, and purchasing power. This necessitates a sustainable financial plan, strict cash flow control, and provisions for interest rate fluctuations.

Conclusion: Develop a flexible financial model, combining equity, loans, and mobilizing strategic partners; study mechanisms to phase the project to reduce initial capital pressure.

c) Limited investment incentives:

- **Not located in special incentive zones:** The project is outside industrial zones or economic areas that enjoy tax incentives, resulting in higher capital costs.
- **Commercial loan interest rates of 8–12% per annum:** In the context of Vietnam's interest rates remaining high compared to the region, financial costs are a significant burden, especially when cash flow is not yet stable.

Conclusion: A robust financial reserve is needed, along with seeking long-term capital partners (investment funds, REITs, joint ventures) to reduce reliance on bank credit.

The project to convert Song Be Golf Course into a commercial-service-urban area promises to effectively utilize land resources and meet regional development trends, while also creating opportunities to attract new capital. The Corporation is actively coordinating with relevant authorities to adjust planning, aiming for effective investment deployment amid economic fluctuations.

2.3. Proposal for investment in the construction of a commercial-service-urban area:

Based on the Land Law 2024, the commercial-service-urban area project at Song Be Golf Course is subject to bidding for investor selection. Therefore, after the approval of the adjustment of the Lai Thieu Ward subdivision plan in Ho Chi Minh City, the Corporation needs to register the Land Use Plan, Housing Development Project Plan, and study other legal procedures to seek strategic partners, joint ventures, and alliances to participate in the bidding for investor selection to implement the project.

The total investment, capital structure, and detailed disbursement schedule of the project will be reviewed and determined by the Corporation based on hiring a consultancy unit with sufficient capacity and experience to conduct research, calculations, and proposals.

The project to convert part of Song Be Golf Course into a commercial, service, and urban area is a significant strategic highlight for the Corporation during the 2026-2035 period. This is not only a real estate investment project but also a multifunctional integrated model, fully exploiting the commercial, service, and urban potential in the dynamic economic center of the former Binh Duong province.

Additionally, the Corporation may proactively research and consider the option of acquiring the entire 32-hectare land fund at Song Be Golf Course to directly organize investment and implement the commercial, service, and urban area projects. The implementation of the option needs to be carefully evaluated to ensure full compliance with relevant legal regulations, particularly the conditions for land use rights transfer, conditions for acquisition, as well as legal requirements for parcel division and consolidation (if any). Should all necessary conditions be met, this option will bring many strategic advantages to the Corporation. Specifically, the Corporation will enhance its proactivity and flexibility throughout the entire investment preparation, implementation, and development process, thereby better controlling the schedule, costs, and overall development direction. Simultaneously, direct participation in project implementation will also contribute to expanding core business activities, gradually increasing the proportion of revenue from main activities, thereby reducing dependence on annual dividend income from member companies, aiming towards a more sustainable and stable revenue structure in the long term.

3. ANALYSIS OF ASSOCIATED COMPANIES

3.1. Hanh Phuc International Multi-Specialty Hospital Joint Stock Company

		Hanh Phuc International Multi-Specialty Hospital Joint Stock Company					
Ratios	**Formula**	**2020**	**2021**	**2022**	**2023**	**2024**	**2025**
Liquidity Ratio							
Current Ratio	Current Assets/Current Liabilities	0.48	1.53	3.23	4.64	6.49	6.07
Quick Ratio	(Current Assets - Inventory)/Current Liabilities	0.30	1.39	3.04	4.52	6.36	5.90
Cash Ratio	Cash/Current Liabilities	0.09	1.00	1.44	2.50	0.84	1.11
• All ratios are high and show an increasing trend over the years. The Company effectively meets its short-term financial obligations with available assets. • The Company's cash reserves are abundant, allowing for continued short-term investments in deposits or the acquisition of fixed assets to support long-term growth.							
Efficiency Measurement Ratios							
Receivables Turnover	Net Revenue/Average Receivables	114.61	279.49	121.57	238.48	385.61	80.64

Inventory Turnover	Cost of Goods Sold/Average Inventory	32.35	39.93	34.50	44.87	44.47	29.60
Working Capital Turnover	Net Revenue/(Current Assets - Current Liabilities)	(14.17)	13.59	3.86	2.17	1.43	1.24

- The turnover of receivables and inventory is very high, indicating that the company effectively utilizes these short-term assets for revenue generation.
- The working capital turnover is high; however, it has been gradually decreasing since 2021. Overall, the ability to utilize working capital remains effective. The company needs to maintain working capital greater than zero to ensure financial balance.

Profitability Ratio

Gross Profit Margin	Gross Profit/Net Revenue	0.22	0.22	0.24	0.28	0.28	0.20
Net Profit Margin	Net Profit after Tax/Net Revenue	0.07	0.10	0.13	0.15	0.14	0.03
Revenue on Total Assets	Net Revenue/Total Assets	1.22	1.11	1.00	0.86	0.65	0.54
Return on Equity	Net Profit/Equity	0.03	0.02	0.03	0.07	0.06	0.01
Return on Assets	Net Profit/Total Assets	0.09	0.11	0.13	0.13	0.09	0.02
Return on Investment	Profit before Interest/(Debt + Equity)	0.03	0.02	0.03	0.07	0.06	0.01

- The ratios are all high and tend to increase over the years. The company demonstrates a strong ability to generate profit from revenue, assets, and equity. This ratio also reflects good profitability for the parent company's investment.
- The net revenue to total assets ratio tends to decrease, which is due to the company's assets increasing significantly in short-term items such as receivables and cash. Actual revenue remains stable, with revenue growth being relatively slow. The company should consider investing in long-term assets to drive future growth.

Debt Ratio

Long-term Debt to Equity	Long-term Debt/Equity	0.00	0.00	0.00	0.00	0.00	0.00
Total Liabilities to Equity	Liabilities/Equity	0.20	0.18	0.13	0.12	0.09	0.09
Long-term Debt to Total Assets	Long-term Debt/Total Assets	0.00	0.00	0.00	0.00	0.00	0.00
Total Liabilities to Total Assets	Liabilities/Total Assets	0.17	0.15	0.12	0.11	0.08	0.09

- The company has no long-term liabilities. These ratios tend to decrease, and the proportion of equity capital increases. The company is less reliant on debt to finance its operations.

Conclusion: The company maintains stable business operations; however, its growth rate is slower than the industry average, with high accumulated losses. The Corporation should consider divestment.

3.2. Tan Thanh Investment and Development Joint Stock Company

		Tan Thanh Investment and Development Joint Stock Company					
Ratios	**Formula**	**2020**	**2021**	**2022**	**2023**	**2024**	**2025**
Liquidity Ratio							
Current Ratio	Current Assets/Current Liabilities	0.05	0.02	0.03	0.01	0.01	0.02
Quick Ratio	(Current Assets - Inventory)/Current Liabilities	0.05	0.02	0.02	0.01	0.01	0.01
Cash Ratio	Cash/Current Liabilities	0.04	0.02	0.02	0.01	0.01	0.01
• The liquidity ratios are very low, below 1. The Company faces high short-term liquidity risk. The Company's cash and short-term assets are insufficient to cover its maturing debts.							
Operating Efficiency Ratios							
Receivables Turnover	Net Revenue/Average Receivables	463.39	152.76	182.57	275.18	1,254.931	4,089
Inventory Turnover	Cost of Goods Sold/Average Inventory	52.61	37.18	38.64	52.54	65.66	57.80
Working Capital Turnover	Net Revenue/(Short-term Assets - Short-term Liabilities)	(0.34)	(0.13)	(0.19)	(0.20)	(0.21)	(0.21)
• The turnover of receivables and inventory is very high, indicating that the Company effectively utilizes these short-term assets for revenue generation. • The working capital turnover is less than zero, resulting in negative working capital for the Company. The short-term receivables are significantly large. The Company may be over-investing in long-term assets without optimizing operational efficiency.							
Profitability Ratios							
Gross Profit Margin	Gross Profit/Net Revenue	0.00	(0.16)	0.23	0.26	0.30	0.36
Net Profit Margin	Net Profit After	(0.71)	(1.05)	(0.30)	(0.24)	(0.10)	(0.03)

	Tax/Net Revenue						
Revenue on Total Assets	Net Revenue/Total Assets	0.07	0.06	0.11	0.13	0.13	0.13
Return on Equity	Net Profit/Equity	(0.11)	(0.12)	(0.07)	(0.06)	(0.02)	(0.01)
Return on Assets	Net Profit/Total Assets	(0.05)	(0.06)	(0.03)	(0.03)	(0.01)	(0.00)
Return on Investment	Profit Before Interest/(Loans + Equity)	(0.02)	(0.03)	0.01	0.01	0.02	0.03

- All profitability ratios are negative. The gross profit margin has improved over the years; however, the management costs are excessively high, resulting in the Company incurring losses.

Debt Ratio

Long-term Debt to Equity	Long-term Debt/Equity	1.17	0.72	0.34	0.37	0.38	0.37
Total Liabilities to Equity	Liabilities/Equity	1.83	2.26	2.55	2.77	2.82	2.82
Long-term Debt to Total Assets	Long-term Debt/Total Assets	0.41	0.22	0.10	0.10	0.10	0.10
Total Liabilities to Total Assets	Liabilities/Total Assets	0.65	0.69	0.72	0.73	0.74	0.74

- Long-term debt is trending downward; however, short-term debt has increased significantly over the years, posing a substantial liquidity risk.

Conclusion: The company operates inefficiently, has not optimized management costs, and has high accumulated losses. The Corporation should consider divestment.

3.3. Prosper Joint Stock Company

		Prosper Joint Stock Company					
Ratios	**Formula**	**2020**	**2021**	**2022**	**2023**	**2024**	**2025**
Liquidity Ratio							
Current Ratio	Current Assets/Current Liabilities	0.79	0.58	0.55	0.45	0.62	0.54
Quick Ratio	(Current Assets - Inventory)/Current Liabilities	0.58	0.21	0.16	0.11	0.19	0.23
Cash Ratio	Cash/Current Liabilities	0.02	0.03	0.02	0.02	0.00	0.02

- Ratios below 1, with a decreasing trend over the years. The company is experiencing liquidity and cash flow difficulties.

Efficiency Ratios

Receivables Turnover	Net Revenue/Average Accounts Receivable	13.06	9.54	15.91	21.03	14.19	14.57
Inventory Turnover	Cost of Goods Sold/Average Inventory	2.82	1.95	2.62	2.42	3.24	4.61
Working Capital Turnover	Net Revenue/(Current Assets - Current Liabilities)	(3.32)	(1.90)	(2.73)	(1.76)	(4.50)	(3.73)

- The ratios are low and tend to decrease. The Company's working capital is negative. Assets and working capital are not being effectively utilized to generate revenue.

Profitability Ratios

Gross Profit Margin	Gross Profit/Net Revenue	0.17	0.10	0.18	0.15	0.17	0.18
Net Profit Margin	Net Profit after Tax/Net Revenue	0.06	(0.06)	0.03	(0.04)	(0.04)	0.02
Revenue on Total Assets	Net Revenue/Total Assets	0.56	0.60	0.85	0.65	0.88	0.76
Return on Equity	Net Profit/Equity	0.21	(0.16)	0.10	(0.09)	(0.08)	0.02
Return on Assets	Net Profit/Total Assets	0.03	(0.04)	0.03	(0.03)	(0.03)	0.01
Return on Investment	Profit before Interest/(Debt + Equity)	0.06	(0.01)	0.06	0.00	(0.00)	0.04

- All profitability ratios are negative. The gross profit margin has shown a decreasing trend over the years, indicating high input costs.
- Negative profits, the Company is experiencing significant accumulated losses.

Debt Ratio

Long-term Debt to Equity	Long-term Debt/Equity	-	-	-	-	-	-
Total Liabilities to Equity	Liabilities/Equity	3.85	2.94	2.19	2.01	1.07	0.78
Long-term Debt to Total Assets	Long-term Debt/Total Assets	-	-	-	-	-	-
Total Liabilities to Total Assets	Liabilities/Total Assets	0.79	0.75	0.69	0.67	0.52	0.44

- The Company has no long-term debt. The proportion of short-term debt is decreasing, yet it remains higher than equity. The Company faces liquidity risks.

Conclusion: The company operates inefficiently, faces difficulties in its main business segment, and has high accumulated losses. The Corporation should consider divestment.

3.4. Protrade Garment Joint Stock Company

Ratios	Formula	Protrade Garment Joint Stock Company					
		2020	2021	2022	2023	2024	2025
Liquidity Ratios							
Current Ratio	Current Assets/Current Liabilities	1.52	1.63	1.85	2.05	2.08	1.90
Quick Ratio	(Current Assets - Inventory)/Current Liabilities	0.90	0.90	1.22	1.36	1.53	1.37
Cash Ratio	Cash/Current Liabilities	0.20	0.08	0.39	0.19	0.11	0.09

- The ratios are all high and show an increasing trend over the years. The company's cash level is relatively low; however, the company can still adequately meet its short-term financial obligations with available assets.

Efficiency Ratios							
Receivables Turnover	Net Revenue/Average Accounts Receivable	9.53	5.64	10.20	7.40	6.86	5.95
Inventory Turnover	Cost of Goods Sold/Average Inventory	4.34	3.09	5.60	5.03	6.40	6.24
Working Capital Turnover	Net Revenue/(Current Assets - Current Liabilities)	6.31	4.23	5.14	3.99	3.92	4.44

- The turnover of receivables and inventory is quite high, indicating that the Company effectively utilizes these current assets to generate revenue.
- Working capital turnover is high, although it is showing a decreasing trend. Overall, the ability to utilize working capital remains effective. The Company needs to maintain working capital > 0 to ensure financial balance.

Profitability Ratio							
Gross Profit Margin	Gross Profit/Net Revenue	0.17	0.15	0.19	0.17	0.17	0.16
Net Profit Margin	Net Profit After Tax/Net Revenue	0.07	0.06	0.11	0.08	0.10	0.08
Revenue to Total Assets	Net Revenue/Total Assets	1.84	1.50	1.75	1.54	1.60	1.52
Return on Equity	Net Profit/Equity	0.74	0.57	0.88	0.49	0.71	0.55
Return on Assets	Net Profit/Total Assets	0.14	0.09	0.20	0.12	0.16	0.12
Return on Investment	Profit Before Interest/(Debt + Equity)	0.41	0.22	0.45	0.31	0.40	0.34

- The gross profit margin is relatively good compared to industry peers and remains relatively stable. The company exercises good control over direct input costs.
- The net profit on equity shows a declining trend, and the company's operational and management expenses may not be optimized.
- The ratios are favorable. The company's revenue experienced a significant increase in 2022 and 2024. The company's substantial investment in long-term assets may serve as a catalyst for future growth.

Debt Ratio

Long-term Debt to Equity	Long-term Debt/Equity	0.03	0.03	0.23	0.17	0.08	0.01
Total Liabilities to Equity	Liabilities/Equity	1.34	1.37	1.06	0.85	0.74	0.63
Long-term Debt to Total Assets	Long-term Debt/Total Assets	0.01	0.01	0.11	0.09	0.04	0.01
Total Liabilities to Total Assets	Liabilities/Total Assets	0.57	0.58	0.51	0.46	0.42	0.38

- Long-term liabilities are low, and the debt ratio has gradually decreased over the years. The company tends to reduce reliance on loans.

Conclusion: The company maintains effective and stable business operations over the years, both in terms of sales and profits.

3.5. Phu My Development Joint Stock Company

		Phu My Development Joint Stock Company					
Ratios	**Formula**	**2020**	**2021**	**2022**	**2023**	**2024**	**2025**
Liquidity Ratios							
Current Ratio	Current Assets/Current Liabilities	0.03	0.03	0.06	0.07	0.06	0.07
Quick Ratio	(Current Assets - Inventory)/Current Liabilities	0.02	0.02	0.05	0.06	0.05	0.06
Cash Ratio	Cash/Current Liabilities	0.02	0.01	0.04	0.03	0.03	0.03

- The ratios are below 1, showing a slight increase over the years but not significantly. The company is experiencing liquidity and cash flow difficulties.

Performance measurement ratios

Receivables turnover	Net revenue/Average accounts receivable	442.83	530.63	261.03	403.06	546.98	273.46
Inventory turnover	Cost of goods sold/Average inventory	15.80	18.88	18.82	23.06	22.37	22.55

Working capital turnover	Net revenue/(Current assets - Current liabilities)	(0.16)	(0.12)	(0.25)	(0.28)	(0.25)	(0.26)

- The high turnover of receivables and inventory indicates that the company effectively utilizes these current assets to generate revenue.
- The company's working capital is negative. The company may face short-term liquidity risks.

Profitability Ratios

Gross Profit Margin	Gross Profit/Net Revenue	0.02	(0.19)	0.30	0.33	0.27	0.31
Net Profit Margin	Net Profit After Tax/Net Revenue	(0.41)	(0.56)	(0.17)	(0.16)	(0.27)	(0.18)
Revenue on Total Assets	Net Revenue/Total Assets	0.12	0.09	0.19	0.22	0.22	0.23
Return on Equity	Net Profit/Equity	(0.05)	(0.05)	(0.03)	(0.03)	(0.05)	(0.04)
Return on Assets	Net Profit/Total Assets	(0.05)	(0.05)	(0.03)	(0.04)	(0.06)	(0.04)
Return on Investment	Profit Before Interest/(Debt + Equity)	(0.01)	(0.01)	0.01	0.02	0.00	0.01

- The gross profit margin increased significantly in 2022 and 2023; however, net profit remains negative. The Company may face issues with ineffective management of operating costs.
- Net revenue over total assets has increased. The utilization of the Company's short-term and long-term assets is gradually becoming more efficient. However, revenue remains low and insufficient to cover operating expenses.

Debt Ratio

Long-term Debt to Equity	Long-term Debt/Equity	-	-	-	-	-	-
Total Liabilities to Equity	Liabilities/Equity	3.08	3.88	4.79	6.20	10.72	20.54
Long-term Debt to Total Assets	Long-term Debt/Total Assets	-	-	-	-	-	-
Total Liabilities to Total Assets	Liabilities/Total Assets	0.76	0.80	0.83	0.86	0.91	0.95

- The company does not have any long-term debt. The debt ratio is showing a strong upward trend. The company may face liquidity risks.

Conclusion: The company operates inefficiently, faces difficulties in its main business segment, has high accumulated losses, and poses significant liquidity risks. The Corporation should consider divestment.

3.6. FrieslandCampina Vietnam Company Limited

		FrieslandCampina Vietnam Company Limited					
Ratios	**Formula**	**2020**	**2021**	**2022**	**2023**	**2024**	**2025**

Current Ratio

Current Ratio	Current Assets/Current Liabilities	1.24	1.08	0.92	0.86	0.77	0.75
Quick Ratio	(Current Assets - Inventory)/Current Liabilities	1.01	0.80	0.57	0.52	0.45	0.43
Cash Ratio	Cash/Current Liabilities	0.47	0.41	0.31	0.32	0.28	0.26

- The payment ratio is trending downward and has fallen below 1 in recent years. The company should be mindful of liquidity and cash flow risks.

Performance Measurement Ratio

Accounts Receivable Turnover	Net Revenue/Average Accounts Receivable	14.64	16.09	13.26	23.52	26.78	22.41
Inventory Turnover	Cost of Goods Sold/Average Inventory	9.31	6.62	5.65	6.95	6.33	5.18
Working Capital Turnover	Net Revenue/(Current Assets - Current Liabilities)	15.88	37.58	(42.11)	(26.47)	(13.23)	(11.09)

- The high turnover of receivables and inventory indicates that the Company effectively utilizes these current assets to generate revenue.
- The Company's working capital has been negative in recent years. The Company may face short-term liquidity risks.

Profitability Ratio

Gross Profit Margin	Gross Profit/Net Revenue	0.43	0.40	0.39	0.38	0.36	0.39
Net Profit Margin	Net Profit/Net Revenue	0.11	0.06	0.01	0.01	(0.03)	0.00
Revenue on Total Assets	Net Revenue/Total Assets	2.34	2.23	2.56	2.85	2.56	2.31
Return on Equity	Net Profit/Equity	2.95	1.44	0.26	0.25	(0.40)	0.02
Return on Assets	Net Profit/Total Assets	0.27	0.14	0.03	0.04	(0.07)	0.00
Return on Investment	Profit Before Interest/(Debt + Equity)	2.96	1.44	0.26	0.25	(0.40)	0.02

- The gross profit margin shows a slight downward trend. The company may face challenges as input costs are gradually increasing.
- Net profit has decreased sharply, indicating that the company may be experiencing market difficulties.
- Net revenue to total assets shows an increasing trend. The company effectively utilizes its assets to generate revenue; however, a decline in revenue, coupled with inefficient cost management, has led to a significant decrease in profit.

Debt Ratio

Long-term Debt to Equity	Long-term Debt/Equity	0.04	0.06	0.08	0.09	0.17	0.15

Total Liabilities to Equity	Liabilities/Equity	1.77	2.53	4.05	3.40	5.65	6.17
Long-term Debt to Total Assets	Long-term Debt/Total Assets	0.01	0.02	0.02	0.02	0.03	0.02
Total Liabilities to Total Assets	Liabilities/Total Assets	0.64	0.72	0.80	0.77	0.85	0.86
• The company has few long-term debts. The debt ratio tends to increase significantly. The company may face liquidity risks.							

Conclusion: The company experiences negative sales growth, faces difficulties in its main business segment, and needs to focus on effective cost management.

3.7. YCH - Protrade Company Limited

		YCH - Protrade Company Limited					
Ratios	**Formula**	**2020**	**2021**	**2022**	**2023**	**2024**	**2025**
Liquidity Ratio							
Current Ratio	Current Assets/Current Liabilities	0.92	1.10	1.53	2.01	2.39	1.72
Quick Ratio	(Current Assets - Inventory)/Current Liabilities	0.92	1.10	1.53	2.01	2.39	1.72
Cash Ratio	Cash/Current Liabilities	0.13	0.06	0.27	0.42	0.87	0.82
• The liquidity ratio is good and tends to increase. The company has good liquidity.							
Performance Measurement Ratio							
Receivables Turnover	Net Revenue/Average Receivables	3.37	3.01	3.32	2.86	3.01	3.59
Inventory Turnover	Cost of Goods Sold/Average Inventory	-	-	-	-	-	-
Working Capital Turnover	Net Revenue/(Current Assets - Current Liabilities)	(31.23)	28.99	7.17	4.13	2.92	4.15
• The accounts receivable turnover is relatively low and shows a declining trend; the Company may be extending excessive credit to customers. • The working capital turnover surged in 2021 and is showing a significant downward trend. Working capital continues to be utilized effectively. The Company needs to maintain working capital > 0 to ensure financial balance.							
Profitability Ratio							
Gross Profit Margin	Gross Profit/Net Revenue	0.09	0.14	0.19	0.20	0.21	0.19
Net Profit Margin	Net Profit after Tax/Net Revenue	0.00	0.04	0.09	0.10	0.10	0.09
Revenue on Total Assets	Net Revenue/Total Assets	1.60	1.68	1.70	1.54	1.34	1.38

Return on Equity	Net Profit/Equity	0.01	0.22	0.45	0.51	0.55	0.49
Return on Assets	Net Profit/Total Assets	0.00	0.07	0.15	0.15	0.14	0.12
Return on Investment	Profit Before Interest/(Debt + Equity)	0.02	0.20	0.45	0.51	0.55	0.49

- The gross profit margin has increased, and the Company is effectively managing input costs.
- Net profit ratios have increased over the years, demonstrating the Company's effective management of operating expenses.
- The Company's revenue is trending upwards, combined with effective cost management, indicating efficient operations.

Debt Ratio

Long-term Debt to Equity	Long-term Debt/Equity	-	-	-	-	-	-
Total Debt to Equity	Total Debt/Equity	1.86	1.45	0.82	0.58	0.49	0.85
Long-term Debt to Total Assets	Long-term Debt/Total Assets	-	-	-	-	-	-
Total Debt to Total Assets	Total Debt/Total Assets	0.65	0.59	0.45	0.37	0.33	0.46

- The Company has no long-term debt. The debt ratio is significantly decreasing. The Company is becoming less reliant on debt to finance its business operations.

Conclusion: The company maintains stable business operations; however, the Corporation does not have control over it.

4. STRATEGY DEVELOPMENT

4.1. Assumptions - Income, Financial Operating Expenses

Financial Investment Provisions: According to the book value method, assumptions are applied to the capital and profits of Subsidiaries and Associates for the period 2026-2030.
Assumption that short-term assets increase annually as deposits with an interest rate of 6% per annum. Interest income from deposits in 2030 is estimated to reach **VND 16.3 billion.**

Dividend Income: Using the construction plan from Subsidiaries and Associates as a basis to determine revenue, profit, combined with the profit distribution plan and the ownership ratio of the Corporation. Dividend income in 2030 is estimated to reach **VND 298.5 billion,** of which dividends from Subsidiaries are **VND 203.8 billion**, dividends from Associates are **VND 94.7 billion**.

4.2. Assumptions - Sales Revenue, Service Provision

Sales Revenue: Arising from the sale/liquidation of inventory ornamental plants. Assumed gross profit is 0%. Assumed growth is 10% per annum. Sales revenue in 2030 is estimated to reach **VND 2.7 billion.**

Service Provision Revenue: Assumed growth is 7.2% per annum. Actual revenue growth is negative, so this assumption rate is based on the growth rate of 2023, which is low but reasonable.

Assumed gross profit is 80%, equivalent to the level of 2023. Service provision revenue in 2030 is estimated to reach **VND 0.4 billion**.

4.3. Assumptions - Administrative Expenses

Salary Expenses: Assumed growth rate of 2% per annum to compensate for inflation. Salary expenses in 2030 are estimated to be **VND 30.6 billion**.

Depreciation Expenses: Fixed over a 5-year period, assuming the Corporation does not acquire new fixed assets, nor receive additional assets/land leases from the state. Annual depreciation expenses are estimated at **VND 0.9 billion.**

Other Expenses: Based on the average ratio in total administrative expenses in the base year of 2025. Provisions for receivables are excluded due to undetermined impact. Other expenses in 2030 are estimated at **VND 29.6 billion.**

Provisions for Other Receivables: Provisions are based on receivables arising from the equitization settlement (year-end 2025 balance: VND 1,060,224,751,454) and Tan Thanh Company (year-end 2025 balance: VND 265,260,855,115). The Corporation cannot assess the recoverability of this amount, thus will continue to provision annually until the principal value is exhausted. Annual provision is estimated at **VND 50.7 billion**.

Provision for Inventory Devaluation: The impact of inventory devaluation provision is undetermined. Therefore, it is assumed not to arise.

Goodwill: Goodwill is evenly allocated until the allocation value is exhausted, with an allocation value of **VND 19.3 billion** each year until the end of 2027.

4.4. Assets, Capital, and Other Assumptions

Long-term assets: Long-term assets are affected by the allocation of goodwill, depreciation of fixed assets, and the provision/reversal of financial investment reserves. Investment in Song Be Golf Company: in 2027 is **VND 50 billion** and in 2028 is **VND 200 billion** using funds from divestments and short-term assets. Long-term assets in 2030 are estimated to reach **VND 3,776 billion**.

Dividend/profit after tax ratio:
- In 2026 and 2027, dividends will be distributed at a rate of 6%/par value/share (VND 180 billion);
- In 2028, dividends will be distributed at a rate of 7%/par value/share (VND 210 billion);
- In 2029, dividends will be distributed at a rate of 10%/par value/share (VND 300 billion).

(This dividend ratio will change immediately after the completion of the equitization settlement)

Total assets and total capital in 2030 are estimated to reach **VND 4,436 billion**.

5. STRATEGIC CONSULTATION

5.1. Consultation on optimal capital utilization

In the context of 2025 witnessing complex macroeconomic fluctuations, global geopolitical situations, and rapid changes in market trends, the leadership has proactively developed and adjusted development strategies for 2026 and the medium-term period of 2026-2030. The overall objective is **to restructure the investment portfolio, focusing resources on core areas with high growth potential**, while **enhancing the efficiency of asset and capital utilization**, aiming for sustainable development.

The strategies are specified as follows:

5.1.1. Resolving outstanding issues related to equitization

To address the recommendations of the State Audit, on November 30, 2020, the Standing Committee of Binh Duong Provincial Party Committee issued Decision No. 35-QD/TU to establish a Task Force to advise on handling the recommendations of the State Audit at Binh Duong Producing and Trading Corporation Limited Liability Company – One Member, led by Mr. Bui Minh Thanh, Provincial Party Member, Chief of the Office of the Provincial Party Committee, as the Head.

By October 25, 2021, the Standing Committee of the Provincial Party Committee had consolidated the Task Force to advise on handling the recommendations of the State Audit at Binh Duong Producing and Trading Corporation, with Mr. Nguyen Hoang Thao, Permanent Deputy Secretary of the Provincial Party Committee, as the Head, under Decision No. 220 – QD/TU.

During its establishment and consolidation, Task Force 35 reached conclusions regarding the handling of recommendations from the State Audit – Region IV and the State Audit – Specialized Sector IB; however, the implementation of these conclusions has not yet been carried out. Subsequently, on March 30, 2023, when the Equitization Steering Committee of Binh Duong Producing and Trading Corporation Limited Liability Company – One Member was consolidated according to Decision No. 673/QD-UBND dated March 30, 2023, by the People's Committee of Binh Duong Province, the Steering Committee continued to work and organize meetings to address the issues concluded by Task Force 35.

The Corporation has actively coordinated with the Equitization Steering Committee to promptly implement according to **Plan No. 01/KH-BCD**, with the objective set as follows: Resolve all 27 outstanding issue groups in the equitization process. Complete the settlement and transfer of the enterprise to the joint stock company model by June 30, 2024. As of now, the Steering Committee has organized seven meetings with conclusions reached on 14 out of 27 tasks. Of the 14 tasks concluded by the Steering Committee, six have been implemented, while the remaining eight are awaiting guidance from relevant departments and agencies. Key issues regarding assets, finance, land use rights, debt settlement, and financial investment remain unresolved.

Strategic Recommendations:

- Following the administrative boundary merger of provinces and cities, the current Equitization Steering Committee has naturally concluded its activities. Therefore, it is necessary to consolidate a new Equitization Steering Committee under the Ho Chi Minh City Party Committee.
- Propose a mechanism for inter-agency coordination at the city and central levels to quickly address legal backlogs, particularly concerning land.
- Separate priority tasks to be thoroughly resolved within six months: Land and fixed asset group; Internal debt and financial investment group.
- Hire independent consultants to review the enterprise's value and technical solutions for equitization settlement.

5.1.2. Project to convert part of Song Be Golf Course into a commercial-service-urban area

This direction aims to optimize land use efficiency, develop a high-end integrated service model suitable for market demand, while maintaining the brand value of the golf course.

Key Features: Song Be Golf Course is located in the center of the former Thuan An City – an area forecasted to develop into the "Northern Service District" of Ho Chi Minh City following the administrative boundary merger. It boasts a prime location adjacent to Binh Duong Boulevard – the main commercial artery of Ho Chi Minh City.

Conversion Value Analysis: The current golf course land has a low utilization rate, primarily relying on golf service activities, which have a low gross profit margin and are significantly affected by weather conditions, with high maintenance costs.

The conversion of a portion (~32 hectares) into a commercial-service-urban area

- will increase the economic efficiency per square meter of land by 3 to 5 times.
- The "Song Be" brand will be maintained, but business operations will be expanded into more profitable sectors.

The Corporation currently holds 100% equity in the entity owning the golf course, allowing for strategic decision-making.

Smart investment strategy: Reasonable investment phasing. Integration and synchronized development with other major projects in the area such as AEON Mall, VSIP residential area.

5.1.3. Investment and restructuring strategy

a. Dissolution of Vinh Phu Paper Company Limited – One Member and KP Apparell Manufacturing Company Limited: This step aims to terminate the operations of entities that no longer align with the overall development direction and do not meet expected efficiency. The dissolution process is implemented in accordance with legal regulations, ensuring transparent and effective handling of assets, liabilities, and obligations to employees.

b. Associated Companies:

The Corporation is adopting a multi-sectoral investment model, with a portfolio of investments in various Associated Companies (holding from 20% to under 50%) operating in multiple fields: garment, dairy-beverage, logistics, healthcare, real estate...

However, the current level of ownership is insufficient to ensure strategic control, leading to the following issues:

- Profits are only recognized using the equity method and are not consolidated into the financial statements, resulting in no significant improvement in consolidated financial indicators such as revenue, profit, and cash flow.
- Financial policies, dividend policies, and development directions cannot be controlled, even when the Associated Company is profitable.
- Intervention in business operations is not possible.
- There exists a situation of "dead investment": capital contributions are not profitable, cannot be recovered, and restructuring intervention is not possible.

Associated Companies can be divided into three groups:

b1. Effective and truly profitable Associated Companies:

Including: Protrade Garment Joint Stock Company.

Status: Good business operations, regular dividend distribution, generating real cash flow to the parent company.

Limitations:

- Not consolidated into the financial statements, the consolidated financial indicators of the Corporation do not accurately reflect the group's actual strength.

Assessment: This is a potential investment, but to fully exploit its value, the Corporation needs to increase its ownership to a controlling level (>50%), thereby:

- Consolidating business results into the consolidated financial statements.
- Proactively planning the development strategy of the garment value chain.
- Increasing cash flow autonomy (dividend distribution, reinvestment...).

b2. Effective Associated Companies but without control

Including: FrieslandCampina Vietnam, YCH-PROTRADE, Hanh Phuc Hospital

Status: These enterprises are profitable and have good growth, but the Corporation has almost no role in management or decision-making.

Reason:

- Intervention in operational strategy is not possible.
- Dispersed capital structure, with the Corporation holding a small percentage (below 30%).
- The controlling shareholder is a foreign/strategic investor.
- No significant voting rights at the General Meeting of Shareholders or the Board of Directors.

Negative impact:

- Profits are recorded but not converted into cash flow for the Parent Company.
- Unable to leverage brand strength, network, or strategic integration capabilities.
- Reduces the overall effectiveness of the investment portfolio, even if the associated company is performing well.

Solution: If increasing ownership or having a clear benefit-sharing agreement is not possible, consider divesting to reinvest in higher-yielding and better-controlled assets.

b3. Group of weakly associated companies with prolonged losses

Includes: Phu My Joint Stock Company, Tan Thanh, Hung Vuong.

Situation: Prolonged losses, low operational efficiency. The Corporation cannot intervene to restructure or cut losses due to low ownership, lacking veto power to decide on significant business operations.

Impact:

- Reduces the book value of the investment.
- Creates financial burdens, making resale difficult (low liquidity).
- Poses risks in consolidated financial statements if investment value declines, requiring provisions.

Strategic solution:

- Proactively reassess the fair value of these investments.
- Propose a planned divestment or seek strategic partners for acquisition.
- If retained, negotiations should aim to increase control or influence - for example, requesting Board of Directors representation, financial control...

Summary and strategic recommendations:

Group	Efficiency	Cash Flow	Control	Strategic Proposal
Group 1	High	Yes	No	Increase ownership to over 50% for consolidation
Group 2	Medium - High	No	No	Divest or renegotiate interests
Group 3	Low	No	No	Cut losses, divest, or negotiate to increase influence

Medium to long-term strategy should focus on: Restructuring the investment portfolio of associated companies, filtering out those that do not provide strategic value or cash flow.

Focus on increasing ownership and control in efficient enterprises such as Protrade Garment Joint Stock Company - this is a key direction to:

- Improve consolidated financial indicators.
- Proactively control cash flow and financial planning.
- Enhance the Parent Company's value in both operational efficiency and financial image.

5.1.4. Increase ownership in Protrade Garment Joint Stock Company to a controlling level.

This is a reasonable and highly feasible strategic direction, given the current fragmented and uneven efficiency of the Corporation's operations.

a. Practical basis of the proposal

Protrade Garment Joint Stock Company is an associated unit that regularly distributes dividends and maintains stable business performance within the Corporation's investment portfolio. Increasing ownership here offers several strategic advantages:

Ensure financial and strategic control: By holding over 50% of charter capital, the Corporation will have decision-making power at the General Meeting of Shareholders and the Board of Directors, thereby controlling development direction, dividend distribution, profit allocation, and investment strategy.

Consolidate business results into the Parent Company's financial statements: With controlling ownership, the revenue and profit of these Companies will be consolidated into the consolidated financial statements of the Corporation, thereby significantly improving financial indicators such as net revenue, profit after tax, ROA, and ROE.

Stabilization of cash flow from investment activities: In the context where many other subsidiaries are incurring losses or are difficult to control, effectively controlling a unit will increase cash flow autonomy and reduce reliance on uncertain profits.

b. Comparison with existing investments

Currently, most of the Corporation's investments in subsidiaries and affiliates fall into one of two categories:

- Profitable operations but difficult to control in terms of management and strategy (such as YCH-Protrade, Hanh Phuc Hospital, Frieslandcampina Vietnam).
- Prolonged loss-making operations or low efficiency, causing financial burdens and not creating value for the parent company (such as Phu My, Tan Thanh, Hung Vuong).

Meanwhile, Protrade Garment Joint Stock Company is a unit with both good business results, stable cash flow, and potential for deeper cooperation. Therefore, prioritizing increasing the ownership ratio here will be a step towards restructuring investments in the direction of "focusing on what is working well" - a fundamental principle in the multi-sector investment strategy.

c. Implementation capability and positive impact

With the current ownership level as a major shareholder but not yet controlling, the Corporation can negotiate to buy back shares from small shareholders or divesting organizations, especially in the context of enterprises restructuring their investment portfolios post-pandemic and reorganizing according to new administrative regions.

The consolidation will provide the Corporation with the advantage of creating a stable garment sector axis, potentially developing an additional value chain (linked with textiles, yarn, exports), increasing the revenue proportion from the manufacturing sector instead of relying solely on real estate or non-manufacturing services, which are more cyclical.

d. Conclusion

Increasing ownership in the Companies to a controlling level is not only a short-term financial solution to improve consolidated report indicators but also a long-term strategic move to build a stable, proactive business pillar capable of expanding the value chain.

This is an appropriate choice in the context of needing to:

- Reinforce the investment portfolio;
- Optimize financial efficiency;
- And enhance the role of internal control, which is currently the biggest weakness in the Corporation's structure.

5.1.5. Restructuring of subsidiaries

The comprehensive restructuring strategy for subsidiaries during the 2026-2030 period is an essential and proactive step to adapt to the rapidly changing market context, while laying the foundation for sustainable, professional, and efficient development of the entire Corporation system. Specific objectives include:

Enhancing operational efficiency and optimizing resources

The restructuring is designed to clarify and strengthen the core competencies of each subsidiary, thereby focusing investment on areas with strengths, high profitability potential, and the ability to create long-term competitive advantages. Non-core activities, which disperse resources or do not yield effective results, will be gradually reduced or transformed. On this basis, each unit will operate with a more streamlined apparatus, more flexible structure, while enhancing labor productivity and financial indicators per unit of assets and personnel.

Standardizing the governance model towards integration - synchronization - transparency

One of the central objectives of the restructuring process is to establish a consistent and professional governance system between the Corporation and its member companies. The new governance model will ensure:

- **Integration of data and operational information** in real-time, supporting quick and accurate decision-making.
- **Synchronization of processes, regulations, and internal control systems**, thereby enhancing compliance and minimizing operational risks.
- **Enhancing financial transparency and business operations**, meeting the requirements of internal audits, risk control, as well as conditions for cooperation with strategic partners and investors in the future.

Clearly delineating the roles of investment - operation - control

The current organizational model at some units still overlaps functions, blurring the boundaries between the roles of the Corporation and member units. The restructuring will redefine boundaries and responsibilities in the direction of:

- **The Corporation retains a strategic and investment role**, deciding on resource allocation, market orientation, and evaluating the overall system's effectiveness.
- **Subsidiaries assume the role of specialized operations**, proactively organizing production and business within the framework of the common strategy.
- **The internal control and performance evaluation mechanism is re-established**, according to the principle of decentralization: clearly assigning responsibilities, while ensuring seamless data flow and transparency in supervision.

In the context of the comprehensive development strategy for the 2026-2030 period, the Corporation is implementing a restructuring plan at three key subsidiaries, prioritized based on operational characteristics, growth potential, and impact on the consolidated system's effectiveness. The roadmap is divided into three phases, with different objectives and focuses as follows:

a. Phase 2025-2026: Palm - Song Be Golf Company Limited

- **Focus**: Repositioning from a mere golf course unit to a high-end commercial - service - urban complex, optimally exploiting the existing land fund.
- **Orientation**: Distinguishing between the two main activities (golf and commercial real estate), digitizing all service processes, collaborating with international management units.
- **Expectation**: Non-golf revenue growth $\geq$ 30%, optimizing land use efficiency, and enhancing brand competitiveness.

b. Phase 2026-2028: Dau Tieng Viet - Lao Rubber Joint Stock Company

- **Focus**: Restructuring the investment portfolio towards risk control, increasing the efficiency of land and investment capital use in Laos.
- **Orientation**: Applying monitoring technology and local cooperation to minimize political and operational risks.
- **Expectations**: Increase asset efficiency, improve ROE, reduce production costs, and gradually restructure towards an investment control model instead of direct operation.

c. **Period 2028-2029: Protrade International One Member Company Limited**

- **Focus**: Upgrade the traditional industrial park development model to an integrated industrial township.
- **Orientation**: Standardize the management apparatus towards professionalization, invest in value-added services (expert housing, on-site logistics), and expand investments to key neighboring areas such as Tay Ninh and Dong Nai.
- **Expectations**: Increase the occupancy rate of industrial land, optimize accompanying services, and reposition the brand as a new generation industrial infrastructure developer.

The strategy to restructure three subsidiaries during the 2026-2030 period is a crucial step to enhance management efficiency, optimize resources, and increase asset value for the Corporation. Each unit will be clearly repositioned in terms of function, operating model, and growth objectives, in line with sustainable development trends and international integration.

Implementing the prioritized roadmap will help effectively control risks, ensure comprehensive and in-depth transformation. This is not only an organizational adjustment process but also a crucial foundation for the Corporation to establish a modern governance model, expand investments, and enhance competitiveness in the next development phase.

5.1.6. Liquidation of Inventory Plants

This will not only help reduce storage and maintenance costs but also demonstrate a commitment to cutting non-value-adding assets for the enterprise.

Proposal for Plant Liquidation:

Current Inventory Status and Reasons for Liquidation Proposal: During the review and evaluation of asset utilization efficiency, the plant segment - a significant part of the Corporation's inventory assets - was identified as no longer aligned with business orientation and resource utilization strategy for the 2026-2030 period. Some prominent issues include:

- **Low utility value, high maintenance costs:** The plants in inventory require specialized care conditions, including water, nutrients, light, and pruning techniques, resulting in significant labor and operational costs.
- **Incompatibility with soil and climate conditions:** Most of the inventory plants were imported from temperate climate countries like Japan, where many species have specific ecosystems, making them difficult to adapt to Vietnam's hot and humid tropical climate, leading to low survival and growth rates.
- **Decline in commercial value:** In recent years, the market demand for high-end plants has sharply declined, especially after the COVID-19 pandemic. Maintaining a large volume of plants not only occupies space and resources but also wastes assets when the selling price is lower than maintenance costs.
- **No longer aligned with the overall development strategy:** The plant segment is not part of the core areas or competitive advantages for the Corporation, and it is no longer suitable to maintain or expand during the upcoming restructuring phase.

During implementation, the most important goal is to **thoroughly resolve the inventory**, avoiding prolonged maintenance and occupying space. Therefore, the proposed plan is to **accept selling below cost price.** This is a situational but necessary solution to mitigate the risk of damage, minimize maintenance costs, and quickly recover part of the capital. This not only helps the

Corporation resolve the inventory burden but also allows for the concentration of resources on core business activities during the restructuring phase.

Branding and Marketing Strategy:

- **Building a brand for each tree line:** Create stories associated with origin, biological characteristics, feng shui value, unique names, etc., to enhance emotional factors and connection with customers.
- **Seasonal Marketing Campaign:** Enhance promotion and aggressively launch products during peak periods such as Lunar New Year, Mid-Autumn Festival, or during openings and inaugurations.
- **Collaboration with Experts:** Connect with interior decoration experts to create engaging media content to stimulate demand.

5.1.7. Implementation of the Corporation Headquarters Relocation Plan

In the context of an increasingly competitive economy and the necessity of corporate restructuring becoming a prevailing trend, reorganizing the operational apparatus and adjusting infrastructure in line with long-term development strategies play a crucial role. The implementation of the Corporation headquarters relocation plan is not only a situational solution but also a strategic step to optimize asset utilization, enhance operational efficiency, and lay the groundwork for sustainable development directions during the 2026-2030 period.

This plan is based on a comprehensive assessment of operational status, land use efficiency, the potential for exploiting existing resources, and development potential in new areas. Additionally, the relocation is linked to the goal of developing infrastructure according to green standards (LEED), promoting environmentally friendly production models, improving labor quality of life, and making positive contributions to the local community.

This plan not only addresses the administrative and technical aspects of relocation but also includes effective asset utilization post-relocation, new investment strategies in potential industrial zones, and an organizational model suitable for the Corporation's next development phase.

a. Basis and Context for the Proposal to Relocate Headquarters

During the comprehensive restructuring phase from 2026-2030, relocating the Corporation's office headquarters not only addresses issues of land use efficiency and reduces operational costs but also aligns with urban development trends and the planning orientation of the southern key economic region.

Song Be Golf Course, with its strategic location in the center of the former Thuan An city, is undergoing the development of a commercial-service-urban complex, making it an ideal location for the new headquarters of the Corporation. Integrating the headquarters into a modern, convenient, and iconic space will elevate the corporate image and facilitate the attraction of high-quality human resources.

b. Advantages of Geographical Location and Socio-Economic Conditions

The Song Be Golf Course area is located within the key economic triangle, experiencing rapid urbanization, with a convenient transportation network connected via Binh Duong Boulevard (National Highway 13), Ring Road 3, and the planned urban railway line.

This is also the new service, financial, and commercial center of Ho Chi Minh City, with a high population density and an increasing demand for office, healthcare, education, and entertainment services.

The initiative to connect regions along with the merger of the former Binh Duong province into Ho Chi Minh City further enhances the geographical and strategic value of the Song Be Golf Course area.

c. Utilizing land resources and development models at Song Be Golf Course

Song Be Golf Course currently plans to convert a portion of its land for the development of a commercial-service-urban area.

The establishment of the new headquarters of the Corporation here leverages existing infrastructure, saving initial construction investment costs compared to developing an independent building in another locality.

Additionally, locating the office within the complex increases interaction with member units, facilitating management operations and connections with domestic and international partners.

d. Integration with regional development strategies and enhancement of asset utilization efficiency

Relocating the old headquarters helps free up the current land (used for office purposes), allowing for restructuring or conversion to more suitable purposes such as leasing, investment cooperation, or transfer.

The integration of new infrastructure helps standardize the management model, apply digital technology, and reduce long-term operational and maintenance costs.

Aligned with the "Green Enterprise" development orientation, the new office building can be designed according to LEED standards, environmentally friendly, energy-saving, contributing to enhancing the corporate image.

Application of LEED standards:

LEED - Leadership in Energy and Environmental Design is an international certification for "green" buildings - applied to the plant as follows:

- Environmentally friendly products: Aiming to use safe materials, save energy, and limit hazardous waste.
- Healthy working environment: Fresh air, natural light, noise reduction - enhancing productivity and worker health.
- Reduction of long-term operational costs: Thanks to smart design, the plant will reduce electricity and water consumption and increase the lifespan of fixed assets.
- Enhancing international competitiveness: Many partners, especially from the U.S. and EU, are prioritizing supply chains with green certifications (LEED, ISO 14001, etc.).

e. Conclusion and Proposal

The relocation of the headquarters to the Song Be Golf Course area is a strategic move, aligned with regional development orientation, corporate restructuring strategy, and modern integration trends. The Corporation needs to:

- Work with Song Be Golf Course to agree on premises, investment scale, and project implementation timeline for the office building.
- Develop an investment plan, phase capital, and asset conversion plan post-relocation.
- Proactively communicate internally and develop an appropriate transition plan to ensure seamless operations without interruption.

Phase 1: Preparation of documentation, strategy approval

Present detailed relocation plans, development orientation according to LEED standards.

Coordinate with the investment department, legal department, and local authorities.

Phase 2: Implementation of new facility construction

Select contractors, consult on green design, and coordinate environmentally friendly technology.

Prepare an operational transition plan and resource training.

Phase 3: Evaluation and official operation

Conduct trial operations, monitor investment efficiency.

Integration of ESG reporting systems, preparation of documents for international partners.

5.2. Advisory on divestment.

5.2.1. Challenges in investment activities at certain affiliated companies:

a. Investment effectiveness of capital is not ensured:

Although investments have been made over a long period, to date, the Corporation has not received dividends from capital contributions to Hanh Phuc International Multi-Specialty Hospital Joint Stock Company, Phu My Development Joint Stock Company, and Tan Thanh Investment & Development Joint Stock Company. This reality indicates that the investment effectiveness in the aforementioned entities is nonexistent, thereby negatively impacting the capital utilization efficiency and long-term investment strategy of the Corporation.

Furthermore, the value of investments in the three companies: Hanh Phuc International Multi-Specialty Hospital, Phu My Development, and Tan Thanh is severely declining. This is clearly reflected in the high provisioning rates for investment losses, which are 33%, 91%, and 57%, respectively. The high level of provisioning has directly eroded asset value and affected the financial capacity of the Corporation.

Regarding the investment in Hung Vuong Joint Stock Company, although capital has been recovered and profits have been made, in the past three years, this company has continuously recorded business losses and shows no prospects for recovery, reducing profitability prospects in the medium and long term.

b. Some units have not been fully staffed with Controllers, making data access difficult during inspection and supervision:

During joint venture operations, many units with capital contributions from the Corporation have not been fully staffed with Controllers. Companies such as FrieslandCampina VN Co., Ltd., Phu My Development Joint Stock Company, Tan Thanh Investment & Development Joint Stock

Company, and YCH-Protrade Co., Ltd. are units without Controllers. The lack of Controllers stems from legacy factors during the initial formation phase.

c. Low capital ratio insufficient to influence key operational and management decisions:

Another risk factor is that the Corporation's capital ownership ratio in these units is below the controlling threshold (usually fluctuating below 35%). This prevents the Corporation from directing, leading, or vetoing important decisions in operational and corporate governance.

Moreover, the low capital ratio also means that personnel nominated by the Corporation to participate in the Board of Management at these units are largely not facilitated to participate substantively in the management process.

In this context, the Corporation's continued holding of capital contributions in these enterprises may lead to consequences:

- It may affect the reputation and image of the Corporation in its role as a state shareholder.
- It may give rise to legal risks, especially in cases where the units are inspected or audited by authorities.
- It may increase costs and prolong the handling process, affecting the overall management resources of the Corporation.

d. The current business sectors are not promising, lack development potential, and do not align with the Corporation's development orientation:

Healthcare services:

Despite its long-term potential, Hanh Phuc Hospital has not leveraged market advantages due to its focus on obstetrics and pediatrics, with slow expansion into other specialties. The transition to a general hospital model faces challenges in attracting personnel, its remote location from the center, and declining birth rates, which have reduced demand for obstetrics and pediatrics. Therefore, this sector no longer aligns with the investment orientation of the Corporation.

Golf Services:

Golf rounds decreased from 1.8 million (2018-2022) to 1.1 million (2024), with forecasts for 2025-2026 showing no increase. The emergence of new courses has intensified competition, while profit margins remain low, and investment and operational costs are high. Without accompanying real estate development, standalone golf courses are ineffective and thus no longer align with the Corporation's strategy.

Wood Product Manufacturing:

Economic fluctuations and the depreciation of the Yen have led to a decline in exports to Japan, the primary market. The enterprise must continuously enhance quality and meet legal origin standards while facing rising costs and intense competition. Additionally, the policy to relocate factories outside the Industrial Zone by 2030 incurs additional costs. This sector no longer aligns with the Corporation's long-term strategy.

Logistics:

The logistics sector is experiencing strong growth but requires significant expertise, technology, and capital. The Corporation lacks experience, competitive advantages, and faces high operational risks, making it difficult to participate in the fiercely competitive market. Therefore, this is not a priority sector at present.

e. **Capital Shortage for Development and Expansion of Effective Investment Sectors as well as New Potential Investments:**

Currently, the Corporation is implementing several key projects that have received investment approval, requiring substantial capital during execution. In this context, effectively divesting from investments that no longer align will generate the necessary financial resources, enabling the Corporation to proactively allocate capital for strategic projects, rather than relying on financial leverage tools such as borrowing or issuing additional shares. This is a practical solution to enhance capital efficiency, optimize financial structure, and ensure sustainable growth.

5.2.2. Recommendations and Proposals

Proactively restructuring and divesting from such units not only eliminates investments lacking strategic value but also significantly contributes to freeing up capital flow, reinvesting in areas where the Corporation has advantages, autonomy, and the potential to create substantial added value for shareholders over the next five years. The focus should include effective subsidiaries, joint ventures, and affiliates such as Palm - Song Be Golf Company Limited, Protrade International One Member Company Limited, Dau Tieng Viet Lao Rubber Joint Stock Company, Protrade Garment Joint Stock Company, and expanding investments into green, sustainable, and environmentally friendly sectors.

Based on the actual operational situation, progress in addressing legal and financial issues, and the need for capital recovery in each phase, the Corporation will flexibly consider, select, and decide the order of divestment from member units to ensure the highest efficiency and market conditions at the time of implementation.

In the immediate term, the proposed roadmap is as follows:

1. **Prosper Joint Stock Company:**

- Basis for Proposal: The enterprise is currently experiencing losses; however, the possibility of selling shares back to major shareholders is feasible due to the demand for increased ownership.
- Expected divestment timeline: within the year 2027.

2. **Phu My Development Joint Stock Company:**

- Basis for proposal: significant accumulated losses, difficulties in finding transfer partners, reducing the feasibility and effectiveness of divestment.
- Solution: continue monitoring the market and seeking potential partners.
- Expected divestment timeline: within the year 2028.

3. **Hanh Phuc International Multi-Specialty Hospital Joint Stock Company:**

- Basis for proposal: stable financial situation, consistently profitable business operations, easy transfer due to major shareholders' interest in repurchasing. However, the timeline is postponed until after Phu My and Hung Vuong have completed divestment, allowing the Corporation sufficient resources to proceed with divestment at Hanh Phuc Hospital.
- Expected divestment timeline: within the year 2029.

For YCH-Protrade Company Limited, operational indicators and liquidity are strong, debt ratio has significantly decreased, and **dividends are distributed,** thus retaining it will still ensure cash flow for the Company. **The only issue**: the Corporation cannot control the strategy, but the investment remains profitable. Therefore, **there is no immediate need for divestment** as it is generating profit and not causing financial pressure; divestment should only occur when a partner offers a high price.

Additionally, the Corporation aims to consider divestment at Thuan An General Trading Joint Stock Company to concentrate resources on fields and projects with higher growth potential in the future. Furthermore, Dau Tieng Rubber Transport Mechanical Joint Stock Company, being a very small-scale investment, should also be considered for divestment to streamline and enhance the efficiency of the investment portfolio. **Expected divestment timeline for the aforementioned companies: Dau Tieng Rubber Transport Mechanical Joint Stock Company in 2026, Thuan An General Trading Joint Stock Company in 2029.**

After divesting from certain investments that no longer align with medium and long-term development orientations, the anticipated use of the proceeds is to reinvest in core projects that yield higher socio-economic efficiency, specifically:

- Development of the commercial-service-urban area at Song Be Golf Course.
- Increase ownership in Protrade Garment Joint Stock Company – strengthen control position.

The consideration and determination of the timing, implementation methods, order of priority for divestment and the utilization of proceeds recovered from divestment shall be made on a case-by-case basis, ensuring compliance with applicable laws, the principles of transparency and disclosure, consistency with market mechanisms, while safeguarding the objectives of preserving and developing capital, enhancing capital utilization efficiency, optimizing investment efficiency and harmonizing the interests of Protrade and its shareholders.

The implementation roadmap for the above-mentioned enterprises has been developed based on the assumptions, capital plans and investment portfolio restructuring requirements of Protrade for the 2026–2030 period. Such roadmap is for strategic guidance purposes only and may be reviewed and adjusted as appropriate, taking into account the actual operating conditions of each enterprise, the progress of handling legal and financial matters, capital requirements and market conditions prevailing at the time of implementation.

5.3. Consultation on building a monitoring and evaluation system for strategies

Establishing a dedicated department to control and monitor capital and financial strategies is essential, especially given the Corporation's large scale and numerous investments across various fields. The dedicated department will focus on monitoring, evaluating, and adjusting capital strategy, ensuring financial decisions are executed professionally and in accordance with internal regulations. Financial specialists, risk management, and data analysis personnel will undertake this task, thereby enhancing management efficiency.

Building a monitoring system:

- Identify key performance indicators (KPIs) such as ROE, ROA, average borrowing cost, debt payment ratio… to guide strategy.
- Integration of Technology: Utilizing ERP, BI, and modern forecasting tools.

Evaluation of Efficiency and Data Analysis:

- Preparation of periodic financial statements on a quarterly and annual basis, comparing actual results with initial forecasts.

- Interdepartmental Coordination: Assisting the leadership in gaining a comprehensive view for strategic decision-making.

- Transparency and Accuracy: Financial information is updated in real-time.

Strategic Adjustment:

- Formulation of Action Plans: If monitoring indicators exceed permissible thresholds, the Corporation must implement restructuring measures (e.g., adjusting debt ratios, converting loan sources, or enhancing equity capital).

- Regular meetings between the finance department and the leadership to update the situation and decide on strategic adjustments.

5.4. Consultation for Operational Efficiency Optimization

In the context of the Corporation having multiple investments in subsidiaries and affiliates, the application of centralized management solutions, shared services, process standardization, and personnel training are key factors that enhance efficiency and reduce long-term operational costs.

Establishment of a Shared Service Center:

- Setting up a dedicated unit responsible for accounting, human resources, information technology, financial management, and administration to serve all subsidiaries and affiliates.

- Implementing unified processes, standards, and technologies to ensure consistency and efficiency in operations.

Optimization of Management Processes:

- Identifying common management processes for the entire group and guiding implementation for subsidiaries to ensure consistency, eliminate redundant and duplicate steps.

- Periodic evaluation of operational efficiency.

Improvement of Human Resource Management:

- Investment in training programs to enhance the professional capacity of managers at subsidiaries and affiliates, helping them understand and apply common management standards.

- Organizing conferences and regular meetings between the Group's leadership and subsidiaries to exchange experiences, share information, and synchronize development strategies.

6. MARKET ANALYSIS AND INVESTMENT OPPORTUNITIES

6.1. Current Operations of the Corporation

a. Analysis of the Corporation's Operational Situation

Fragmented, multi-sectoral, and non-synergistic operational structure

The Corporation currently operates under a Group model, with many subsidiaries and affiliates engaged in various sectors such as agriculture (rubber planting and extraction), light industry (yarn, fabric, paper, wood), commerce, services (logistics, healthcare, golf), and consumer production (dairy, beverages, garments). However, these sectors lack direct linkage or clear value chain support, leading to dispersed investments and inefficiencies in strategic coordination.

Investing in various industries increases management burdens and operational costs. The parent company is unable to leverage synergies among units and faces difficulties in monitoring, risk control, and rational resource allocation. This is a core weakness in the current operational structure of the Corporation.

Dependence on a few financially contributing subsidiaries/affiliates

Despite possessing a broad investment portfolio, the Corporation only derives clear financial benefits from its subsidiary, Protrade International One Member Company Limited (industrial park infrastructure business), and two associated companies, FrieslandCampina Vietnam (dairy and beverage business) and Protrade Garment Joint Stock Company. These entities operate relatively efficiently and regularly distribute dividends to the parent company.

Meanwhile, entities assessed as having high profit potential, such as YCH-Protrade (logistics) and Hanh Phuc International Hospital (medical services), remain outside strategic control. This prevents the parent company from influencing business operations, development directions, or fully exploiting the inherent advantages of these enterprises.

The burden from underperforming companies

Some subsidiaries, such as Phu My Development Joint Stock Company, Tan Thanh Joint Stock Company, and Prosper Joint Stock Company, are underperforming and continuously incurring losses. These companies operate in real estate, golf services, and wood production—industries facing significant risks due to market fluctuations, high maintenance costs, and difficulties in attracting customers or investors.

Not only do these companies fail to generate cash flow, but they also reduce consolidated value and exert financial pressure on the parent company. Additionally, the lack of direct operational control by the parent company creates barriers to restructuring, loss-cutting, or strategic adjustments, leading to "stuck" investments.

b. Market context and impact from administrative merger

Opportunities from the administrative merger of the former Binh Duong province into Ho Chi Minh City

The administrative merger of the former Binh Duong province into Ho Chi Minh City opens up many new opportunities for local enterprises, including the Corporation:

- The technical infrastructure, transportation, and logistics systems will be upgraded, facilitating easier connections with the country's largest economic center.
- Increased opportunities to attract domestic and foreign investment, particularly in supporting industries and high-end services such as healthcare, logistics, and education.
- The value of real estate in industrial and service areas in Binh Duong may significantly increase due to integration into Ho Chi Minh City's development planning.

Accompanying challenges

Alongside opportunities, this merger also brings significant challenges:

- Increased administrative control, requiring stricter compliance with legal, tax, and planning regulations.
- Specialized service models such as golf courses and resource exploitation may be reviewed, restricted in new licensing, or subject to planning adjustments.
- Enterprises with inefficient operational models or unclear strategic directions are easily excluded from the new development flow.

c. Overall assessment of the Corporation's current situation

Strengths:

- Possesses a diverse investment portfolio with presence in many potential sectors such as healthcare, logistics, and real estate.
- Holds strategic links with major partners and strong financial capacity such as FrieslandCampina, YCH, and Ascendas.
- Has a strategic geographical location within the southern industrial development zone.

Major weaknesses and challenges:

- Complex organizational structure, lacking sectoral linkage and centralized management capability.
- Reliance on a limited number of income sources while other investments are unprofitable or difficult to manage.
- Difficulty in effectively capitalizing on market opportunities due to lack of decision-making authority in key units.
- The burden of prolonged loss-making investments without a comprehensive resolution strategy.

Orientation and Recommended Solutions

Develop a comprehensive restructuring plan for the investment portfolio, focusing on reviewing inefficient companies, considering divestment or transfer of ownership.

Restructure investment strategy towards forming complementary industry clusters, for example: logistics - supporting industries - industrial real estate.

Enhance negotiations with effectively linked companies to increase control or strengthen strategic cooperation in depth.

Prepare a roadmap to adapt to new legal and planning requirements in the context of administrative mergers, proactively leveraging the integration trend in the Ho Chi Minh City region.

6.2. Current State of the Vietnamese Economy

In 2025, the Vietnamese economy maintained a positive growth trajectory with GDP increasing by 8.02% compared to the previous year, surpassing the target set by the National Assembly. Macroeconomic stability was achieved, inflation was controlled (CPI increased by 3.31%), major balances were ensured, and social welfare was maintained, contributing to Vietnam's inclusion among the high-growth countries in the region and the world.

Achievements:

- Continuous growth across quarters: Q1 7.05%, Q2 8.16%, Q3 8.25%, Q4 8.0%.
- The industrial production index increased by 9.2%, with significant growth in key sectors such as textiles, footwear, rubber products, and electronics.
- Total retail sales of goods and service revenue increased by 8.4% in Q4; the transportation and related services sectors also achieved impressive growth.
- Tourism was a highlight with international visitors reaching nearly 21.2 million for the year (up 20.4% compared to the previous year).
- Total social investment capital increased by 12.1%; foreign direct investment reached an all-time high of USD 27.62 billion.

- The import-export turnover reached USD 930.05 billion with exports increasing by 17.0% and a trade surplus of USD 20.03 billion.

Limitations :

- Domestic consumption has recovered but has not yet reached pre-COVID-19 levels.
- More than 100,000 enterprises temporarily ceased operations and nearly 226,000 enterprises withdrew, indicating persistent difficulties.
- State budget investment capital was implemented at a low level, affecting the progress of public investment.
- High input production costs exert pressure on enterprises.
- International tourism has not met the set targets.

In summary, despite facing some limitations, the Vietnamese economy in 2025 still recorded impressive achievements with strong growth momentum and macroeconomic stability, contributing to the country's advancement towards a high-growth nation status in the region and the world. Investment opportunities are influenced by three factors: Global trends; National policies; Regional characteristics.

6.3. Global Trends

Digital Transformation and Technological Innovation:

- Economies worldwide are undergoing a robust digital transformation **process.** With the application of artificial intelligence, big data, and the Internet of Things in production and services,
- this trend not only enhances productivity but also creates **opportunities for the development of high-tech industries,** opening new markets for innovative products and digital services.

Diversification of supply chains and economic integration:

- Following disruptions caused by the pandemic and trade tensions (such as the U.S - China competition), many enterprises seek to **diversify supply chains** to mitigate risks.
- Countries with favorable investment environments and competitive production costs, such as Vietnam, benefit by becoming **alternative destinations for traditional supply chains.**

Sustainable development and energy transition:

- Pressure from climate change drives governments and businesses towards **green development,** clean energy, and more efficient resource use.
- This creates a demand for investment in **green technologies,** renewable energy, and improved environmental management, contributing to reshaping global economic development strategies.

Protectionism and trade volatility:

- Trade tensions among major economic powers have led some countries to adopt protectionist measures, causing instability in international markets.
- Changes in trade policies can affect investment flows, commodity prices, and the level of economic integration of countries, including Vietnam.

6.4. National Policy

Integration and market opening policies:

- Vietnam has participated in and signed **numerous free trade agreements** (FTAs) with regional and global partners.
- The open-door policy has facilitated **FDI attraction** and export promotion, especially as global companies seek alternatives to China.

Innovation, digital transformation, and enhancing competitiveness:

- The government is promoting policies to **digitally transform** state management and enterprises, laying the foundation for high-tech production.
- Policies supporting **research, development, and training** are being strengthened, contributing to the formation of a high-quality workforce that meets the demands of production and a robust innovation ecosystem.

Infrastructure investment and administrative reform:

- Investment in transportation, seaports, airports, and **logistics systems** aims to enhance domestic and international connectivity, which is a key focus in economic development programs.
- **Administrative reform,** simplification of administrative procedures, and improvement of the investment environment are being implemented comprehensively, creating confidence for both domestic and foreign investors.

Sustainable development policy

- Policies on environmental protection, **clean energy development,** and climate change response are being prioritized to ensure economic development goes hand in hand with resource and environmental protection.

6.5. Regional Characteristics

Strategic Location and Modern Transportation System:

- The Southern region, particularly Ho Chi Minh City and its surrounding areas, is considered the gateway for national trade with a developed system of seaports, airports, and roadways.
- This facilitates rapid access to international markets and attracts FDI inflows.

Diverse and Dynamic Economy:

- The Southern region boasts a diversity of industries ranging from industrial production, processing and manufacturing, commerce, services, to information technology and tourism.
- The flexibility and dynamism of enterprises here enable the region to easily adapt to fluctuations in the global market.

Developed Business and Startup Ecosystem:

- Ho Chi Minh City and neighboring urban areas are centers of innovative business activities, hosting numerous innovation hubs and startup support programs.
- A young, highly skilled workforce and strong links with universities and research institutes create favorable conditions for the development of technology and service sectors.

Local Support and Incentive Policies:

- Communes, wards, and cities in the Southern region are actively implementing investment incentive policies, supporting enterprises, and improving the business environment.
- Local support combined with national policies creates a competitive incentive system, attracting investment capital and technology transfer.

6.6. Prospective Investment Sectors:

Sectors with high growth potential reflect a combination of **global trends** (digital transformation, diversification), **national policies** (priority on clean energy, vocational training), and **local advantages** (geographical location, labor resources). To optimize opportunities, businesses need to integrate technology investment, cross-sector collaboration, and adhere to sustainable standards.

High Technology and Digital Transformation:

- **Globalization and the Fourth Industrial Revolution:** The trends of automation, AI, and IoT are reshaping global production. Vietnam, especially the Southern region, is becoming a high-tech manufacturing hub thanks to its young workforce and competitive costs.
- **Supportive Policies:** The government is promoting the "National Digital Transformation to 2025" program and the "National Strategy on the Fourth Industrial Revolution," creating a favorable environment for technology investment.
- **Domestic Demand:** The boom in e-commerce (Shopee, Lazada) and digital services (VNG, MoMo) drives IT infrastructure.

Logistics and Supply Chain:

- **Strategic Geographical Location:** The Southern region serves as a gateway connecting the East Sea with Cambodia, Thailand, and Laos. Major seaports (Cai Mep - Thi Vai) and international airports (Long Thanh) are being expanded.
- **E-commerce Boom:** According to the Ministry of Industry and Trade, Vietnam's e-commerce market is growing by 20–25% annually, necessitating a modern logistics system.
- **Free Trade Agreements (FTA):** EVFTA, CPTPP expand export markets, requiring efficient supply chains.

Industrial and Urban Real Estate:

- **FDI Inflows:** Southern Vietnam attracts 60–70% of the country's total FDI (according to the Ministry of Planning and Investment), focusing on manufacturing and technology, which drives demand for factories and offices.
- **Rapid Urbanization:** The urban population in Southern Vietnam is projected to increase by 3–4% annually (General Statistics Office), promoting the development of smart cities and high-end apartments.

Education and Vocational Training

- **Labor Supply-Demand Discrepancy:** According to the World Bank, 70% of Vietnamese workers lack high-tech skills. Industrial zones in Southern Vietnam require skilled labor.
- **National Policy:** The "Vocational Training for Rural Labor by 2030" project and collaboration with enterprises (MOU between Bosch and Ho Chi Minh City University of Technology).

Tourism and Services

- **Post-Pandemic Recovery:** The number of international visitors to Vietnam in 2025 is expected to increase by 20.4% compared to 2024 (Vietnam National Administration of Tourism), focusing on eco-tourism and heritage tourism.
- **Open-Door Policy:** E-visas and the expansion of international flight routes (Vietjet, Vietnam Airlines) attract European and ASEAN tourists.

Renewable Energy

- **Emission Reduction Pressure:** Vietnam's Net Zero commitment at COP26 (2050) necessitates a shift from fossil fuels to clean energy.
- **Increasing Electricity Demand:** According to the Ministry of Industry and Trade, electricity demand is increasing by 8–10% annually, especially in Southern industrial zones. Solar and wind power are sustainable solutions.
- **Investment Incentives:** The FIT (Feed-in Tariff) mechanism and tax incentives for renewable energy projects.

In summary, promising investment sectors are driven by global trends, national policies, and local advantages. Enterprises need to focus on technology investment, cross-sector collaboration, and adherence to sustainability standards to maximize development opportunities.

6.7. Strategic Industry Orientation Suitable for the Corporation

Overview of Internal Situation:

The Corporation's operations currently depend on subsidiaries and affiliates, but lack mutual support, leading to dispersion and failing to create industry synergy. Some sectors have low efficiency or prolonged losses, such as wood, paper, and golf courses. The lack of control over many subsidiaries, even with large ownership stakes, poses challenges in management and profit consolidation.

However, land assets, industrial park land funds, and geographical location are significant strategic advantages for the Corporation. The administrative merger of Binh Duong and Ho Chi Minh City presents a "golden" opportunity to restructure and reposition the Corporation's role in the expanded Ho Chi Minh City urban-industrial ecosystem.

Proposed Strategic Industry Focus

1. Integrated Urban Real Estate

Why is it suitable?

- Binh Duong is undergoing rapid urbanization - merging with Ho Chi Minh City will trigger demand for housing, commercial, and high-end services.
- Existing land funds at golf courses and dormant real estate projects can be leveraged to replan into smart cities and satellite urban areas according to the Ho Chi Minh City regional plan.

Implementation Orientation:

- Restructure current real estate projects, seek strategic investment partners (joint venture), or repurpose usage.
- Connect development with regional traffic planning: Ho Chi Minh City - Chon Thanh Expressway, Ring Road 3, Binh Duong metro line.

2. Development of multi-storey warehouses & smart warehouses

This approach focuses on shifting the Company's operational model from pure land leasing to exploiting added value per square meter of assets through the development of infrastructure services – warehousing. This strategy helps increase profit margins, stabilize cash flow, and reduce dependence on new land funds.

Why is it suitable?

- Optimize land use efficiency: Increase the land use coefficient by expanding floor area to increase revenue per square meter of land on the limited land fund of the industrial park.
- Create a portfolio of long-term income-generating assets: Shift from one-time income (land sale/long-term lease) to recurring income from constructed assets and services.

Implementation orientation:

- Multi-storey warehouse/workshop structure, integrated with:
- Heavy-duty industrial elevators, ramps for light trucks.
- High load-bearing floors (2–3 tons/m^2), suitable for electronics, logistics, and industrial support equipment.
- Smart warehouses applying technology:
- Real-time connected Warehouse Management System (WMS).
- IoT sensors monitoring temperature – humidity – vibration – security.
- Automation of import – export – storage processes, helping tenants reduce logistics and labor costs.

Target tenants / key market:

- Urban logistics and e-commerce: strong demand, especially in Binh Duong – Ho Chi Minh City with high consumption density.
- High-value manufacturing enterprises: electronics, precision parts, pharmaceuticals – industries requiring a well-controlled environment.
- Enterprises wishing to expand quickly without large CAPEX investment → multi-storey warehouses/workshops are an effective solution.

3. Development of commercial housing projects on small-scale clean land (2–3 hectares)

Strategic advantages

- No land clearance issues: land has been fully compensated, with complete legal documentation → reduces project preparation time by 50–70%.
- Small scale but effective: suitable for current financial capacity; easy to raise capital, easy to rotate cash flow.
- Fast market absorption: projects with 1–2 blocks ~ 500–1,000 apartments are easy to sell, with no inventory risk.

Selection criteria

- Near main roads of Binh Duong – Ho Chi Minh City or adjacent to large industrial parks.
- Planning allows for the development of urban/mixed/commercial land.
- Landowners have clear legal documentation, minimizing disputes.

"Asset-light" implementation model – does not require internal construction capabilities

- The Company does not need to develop a construction team but focuses on the role of investor – legal – capital management:

- Hire design consultants
- Hire general construction contractors
- Sell through distribution agents (no need for a large sales team).
- The company focuses on three main areas: Ownership of clean land; Legal control of projects; Financial management & business planning.

Conclusion:

The three strategic directions proposed—(1) integrated urban real estate, (2) multi-story warehouses & smart warehouses, and (3) development of commercial housing projects on clean land—are derived from accurately identifying the internal strengths, limitations, and pivotal opportunities of the Corporation.

In the context of the current ecosystem of subsidiaries being dispersed, lacking cohesion, and not highly effective, refocusing on areas associated **with core assets such as land, industry, and urban development** will help the Corporation establish a new growth axis that is more synchronized and sustainable. These sectors not only maximize the advantages of geographical location, land resources, and industrial park operation experience but also align with the regional development trend following Binh Duong's merger into Ho Chi Minh City—where the demand for high-tech industry, logistics, smart urban areas, and commercial housing is increasing significantly.

The selection of these three strategic directions will enable the Corporation to:

- **Concentrate resources,** avoid dispersion, and eliminate non-performing sectors;
- **Create a unified value chain,** connecting industrial land, logistics, and urban areas;
- **Increase profit margins and stable cash flow**, replacing the traditional land leasing-dependent model;
- **Elevate the role of the Corporation** within the industrial-urban ecosystem of the expanded Ho Chi Minh City region.

As a result, the Corporation will not only restructure its current operations but also build a solid strategic foundation, aiming towards a modern industrial-urban-logistics real estate development group model, in line with long-term vision and regional trends.

7. BUSINESS STRATEGY FOR SUBSIDIARIES

List of Subsidiaries:

No.	Subsidiary Name	Main Business	Investment Capital (VND)	Voting Right	Note
1	Viet Lao Rubber Joint Stock Company	Planting, exploiting, and processing rubber latex	392,565,574,329	51%	Presentation
2	Protrade International One Member Company Limited	Industrial park infrastructure business	511,397,354,195	100%	Presentation
3	Palm Song Be Golf Company Limited	Golf service business	915,047,144,712	100%	Presentation

4	Thuan An General Trading Joint Stock Company	Commercial business	17,597,456,293	62.68%	Presentation
5	KP Apparell Manufacturing Co., Ltd	Manufacturing of yarn, fabric, and garments	62,138,569,749	100%	Not presented due to impending dissolution
6	Vinh Phu Paper Company Limited	Production and business of paper products	84,522,691,475	100%	Not presented due to impending dissolution

7.1. Dau Tieng Viet Lao Rubber Joint Stock Company

Exchange Rate:

Long-term assets have significantly decreased in the past mainly due to the impact of converting reports from the Lao currency to VND. In the past year, the Lao exchange rate has been relatively stable, thus assuming the impact of exchange rate fluctuations is ignored, leading to long-term assets decreasing corresponding to depreciation costs. The assumption remains unchanged from 2025.

Assets, Capital:

Total assets are expected to increase annually corresponding to retained earnings.

Equity is determined to increase corresponding to the retained earnings of the previous year.

Liabilities in the first year decrease corresponding to the unpaid loan principal, and in subsequent years are determined by total assets minus equity.

Other Assumptions:

From 2025, no interest expenses will arise.

The increase in short-term assets compared to 2023 is assumed to be deposited in the bank at an interest rate of 6% per annum.

The dividend payout to the Corporation from 2026 to 2030 is **17.7 billion VND (equivalent to 5% of charter capital)**.

7.2. Protrade International One Member Company Limited

Assets, Capital:

Short-term assets primarily consist of fixed assets and investment properties, assumed to grow by 2.5% annually. Long-term assets are forecasted to decrease by 5% annually, corresponding to depreciation expenses.

Equity is determined by the previous year's balance plus retained earnings after dividend distribution.

Revenue and Profit:

According to the plan, from 2026 to 2030, 3 hectares will be leased annually. The land available for lease is essentially exhausted. New projects will be leased starting in 2029, with a total leasable area of 54 hectares. It is assumed that the new project's land area will not encounter legal issues.

Revenue for 2030 is estimated to reach **369.4 billion VND**. Profit after tax is expected to reach **190.3 billion VND**. Profit remitted to the Corporation is **177.7 billion VND**.

Other Assumptions:

Financial costs incurred in the years are negligible, thus assumed to be zero.

The company pays corporate income tax at a rate of 10% for 15 years from 2007 and a rate of 20% for the remaining period.

The company is exempt from corporate income tax for 4 years from 2015 and receives a 50% tax reduction for the subsequent 9 years.

Protrade International One Member Company Limited hardly allocates to the Development Investment Fund. All profits are assumed to be remitted to the parent company (the Corporation).

7.3. Palm Song Be Golf Company Limited

Assets and Capital:

Since Song Be primarily operates from golf course exploitation, the total asset structure is expected to have little fluctuation, with an assumed total asset growth rate of 1% per annum.

For long-term assets, primarily fixed assets, it is projected to decrease annually corresponding to depreciation expenses, assumed consistently from 2025.

Equity is determined by the previous year's balance plus retained earnings after dividend distribution.

During the 2027-2029 period, it is projected to disburse **1,000 billion VND** for the development project of the commercial-service-urban area at Song Be Golf Course. The projected capital sources include: **230 billion VND** from term bank deposits, **70 billion VND** from receivables on loans, **250 billion VND** from parent company capital contributions, **450 billion VND** from loans with an interest rate of 12% per annum. Interest expenses incurred during the investment phase will be capitalized into the value of long-term assets.

Short-term and long-term assets increase from project investment, assumed at a ratio of 20:80.

Revenue and Profit:

Total revenue for 2030 is estimated to reach **251.7 billion VND**. Post-tax profit is expected to reach **18.6 billion VND.**

Other Assumptions:

The allocation rate for the Reward and Welfare Fund is projected at 20% of profits.

The allocation rate for the Development Investment Fund is projected at 30% of profits, with the remainder distributed as dividends.

7.4. Thuan An General Trading Joint Stock Company

The Corporation plans to divest from Thuan An General Trading Joint Stock Company by the end of 2029.

Assets and Capital:

Short-term assets are forecasted to remain stable and grow by 1% annually.

Long-term assets primarily consist of repair costs, assumed to be allocated over two years, with a 40% growth in the year of occurrence and a 20% allocation over the following two years.

Equity fluctuates in accordance with post-tax profits and the profit distribution situation of the year.

Revenue and Profit:

Sales revenue from 2020 to 2025 experienced irregular fluctuations. It is assumed to resume growth in subsequent years by 5-10%. Rental revenue is estimated to grow steadily at 5% per annum.

Total estimated revenue for 2029 is **VND 298 billion**. Post-tax profit is **VND 2.3 billion**, with dividends distributed to the Corporation amounting to **VND 1.2 billion**.

Other Assumptions:

The rate for setting aside the reward and welfare fund is 20%.

No allocation is assumed for the development investment fund.

8. BUSINESS STRATEGY FOR AFFILIATED COMPANIES

Based on the current financial situation and assumptions, only two affiliated companies are capable of generating profit surplus and paying dividends to the Corporation: FrieslandCampina Vietnam Company Limited and Protrade Garment Joint Stock Company. Therefore, only the growth directions of these two companies are presented.

8.1. FrieslandCampina Vietnam Company Limited:

Sales are assumed to grow by 10% annually. Revenue for 2030 is estimated to reach **VND 5,269 billion**.

Profit after tax on revenue is estimated at 2.7%. The estimated profit for 2030 is **VND 143.7 billion**.

The dividend payout ratio on the previous year's profit is assumed to be the entire profit. Accordingly, the distribution to the Corporation (holding 30%) for 2030 is estimated at **VND 39.2 billion**.

8.2. Protrade Garment Joint Stock Company:

Sales are assumed to grow by 5% annually. Revenue for 2030 is estimated to reach **VND 2,153.9 billion**.

Profit after tax on revenue is assumed to be 6.4%. The estimated profit for 2030 is **VND 137.6 billion**.

The assumed dividend payout ratio is 30%. Accordingly, the distribution to the Corporation for 2030 is estimated at **VND 35.5 billion**.