

**RESOLUTION**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025**

**GENERAL MEETING OF SHAREHOLDERS**  
**C.E.O GROUP JOINT STOCK COMPANY**

**Pursuant to:**

- *The Law on Enterprises No. 59/2020/QH14 and its guiding documents;*
- *The Law on Securities No. 54/2019/QH14 and its guiding documents;*
- *The Charter of C.E.O Group Joint Stock Company;*
- *The Company's internal regulations on corporate governance;*
- *The Minutes of the 2025 Annual General Meeting of Shareholders dated May 08<sup>th</sup>, 2025;*
- *The Vote Counting Minutes of the 2025 Annual General Meeting of Shareholders dated May 08<sup>th</sup>, 2025.*

**RESOLVES:**

**Article 1. The 2025 Annual General Meeting of Shareholders of C.E.O Group Joint Stock Company (“CEO Group”) unanimously approves the following:**

1. Approval of the Report of the Board of General Directors on the 2024 business performance and the 2025 business plan (*attached report*).
2. Approval of the Report on the activities result of the Board of Directors in 2024 and the orientation activities for 2025 (*attached report*).
3. Approval of the Report on the activities result of the Supervisory Board in 2024 and the operational plan for 2025 (*attached report*).
4. Approval of the audited financial statements for 2024 and the profit distribution plan for 2024 (*attached proposal*).
5. Approval of the Proposal on the selection of the auditing firm for the fiscal year 2025 (*attached proposal*).
6. Approval of the Proposal on the approval of remuneration for the Board of Directors and the Supervisory Board in 2025 (*attached proposal*).
7. Approval of the dismissal and election of a replacement member of the Board of Directors for the 2022–2027 term
- 7.1. Approval of the Proposal on the dismissal and election of a replacement member of the Board of Directors for the 2022–2027 term;
- 7.2. Approval of the election result: Mr. Doan Duc Anh was elected as a member of the Board of Directors for the 2022–2027 term.



## Article 2. Implementation Provisions:

1. This Resolution was unanimously approved by 100% of the shareholders present in person or through authorized representatives and shall take effect from the date of signing.
2. The members of the Board of Directors, Supervisory Board, and the Executive Board shall, within the scope of their functions, duties, and authority, be responsible for organizing and implementing the contents of this Resolution./.

### *Recipients:*

- SSC, HNX;
- As specified in Clause 2, Article 2;
- Archives.

**ON BEHALF OF GENERAL MEETING OF SHAREHOLDERS**  
**CHAIRMAN OF BOD**



**Doan Van Binh**





**MINUTES OF MEETING**  
**2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**C.E.O GROUP JOINT STOCK COMPANY**

At 08:00 AM on May 08<sup>th</sup>, 2025, the 2<sup>nd</sup> session of the 2025 Annual General Meeting of Shareholders of C.E.O Group Joint Stock Company (*Enterprise Registration Number: 0101183550, initially issued by the Hanoi Department of Planning and Investment on March 29<sup>th</sup>, 2007, and amended for the 27<sup>th</sup> time on August 14<sup>th</sup>, 2024 – Headquarters: 5<sup>th</sup> Floor, CEO Tower, HH2-1, Me Tri Ha New Urban Area, Pham Hung Street, Me Tri Ward, Nam Tu Liem District, Hanoi, Vietnam*) was held at 6<sup>th</sup> Floor, CEO Tower, HH2-1, Me Tri Ha New Urban Area, Pham Hung Street, Me Tri Ward, Nam Tu Liem District, Hanoi.

**I. LEGAL VALIDITY OF THE MEETING**

**1. Basis for Convening the Meeting**

The 2<sup>nd</sup> session of the 2025 Annual General Meeting of Shareholders of C.E.O Group Joint Stock Company (hereinafter referred to as the “Meeting” or “AGM”) is held in accordance with the provisions of the law and the Company’s Charter.

**2. Report on Verification of Shareholder Eligibility to Attend the Meeting**

- The total number of shareholders of the Company is **49,847** shareholders (according to the list of shareholders as of March 10<sup>th</sup>, 2025 provided by the Vietnam Securities Depository and Clearing Corporation), representing **540,406,432** shares.
- At the time of commencement of the Meeting, the total number of shareholders directly attending and through valid authorized representatives attending the AGM: **156** shareholders, representing **188,610,520** shares, equivalent to **188,610,520** voting rights, accounting for **34.90%** of the total voting shares of the Company.
- Before the voting time, the total number of shareholders directly attending and through valid authorized representatives attending the AGM: **183** shareholders, representing **189,073,097** shares, equivalent to **189,073,097** voting rights, accounting for **34.99%** of the total voting shares of the Company.

Pursuant to the provisions of the term 2, Article 18 of the Company’s Charter, the 2<sup>nd</sup> session of the AGM is held when the number of shareholders attending the meeting represents 33% or more of the total number of votes, so that the 2<sup>nd</sup> session of the 2025 Annual General Meeting of Shareholders of C.E.O Group Joint Stock Company satisfies the conditions for valid conduct.

**II. CONTENT OF THE MEETING**

**1. Approval of the list of the Presidium, including:**

- Mr. Doan Van Binh - Chairman of the Board of Directors (“BOD”) – Chairman
- Mr. Doan Van Minh - Member of BOD - Member
- Mrs. Vu Thi Lan Anh - Member of BOD - Member

- Mr. Nguyen Van Dong - Independent member of BOD – Member
- Mr. Cao Van Kien - General Director - Member
- 2. Approval of the Secretariat of the Meeting, including:
  - Mrs. Pham Thi Lan Chi - Head of the Committee
  - Mrs. Nguyen Thi Huong - Member
- 3. Approval of the Vote Counting Committee, including:
  - Mr. Nguyen Tien Thang - Head of the Committee
  - Mrs. Nguyen Thi Thanh Thuy - Member
  - Mrs. Hoang Thi Nhung - Member
  - Mrs. Nguyen Thi Hoa - Member
  - Mrs. Kieu Thi Thuy - Member

The list of the Presidium, the Secretariat, and the Vote Counting Committee was approved by shareholders representing 100% of the total voting shares of all shareholders attending the Meeting

4. Approval of the Meeting Agenda

The Meeting approved the Agenda of the Annual General Meeting (details attached).

Result: 100% of the total voting shares of all shareholders attending the Meeting voted in favor of the Agenda.

5. Approval of the Regulations on the Organization and Operation of the Meeting and the Election Regulations for Members of the Board of Directors for the 2022–2027 Term (*details attached*).

Result: 100% of the total voting shares of all shareholders attending the Meeting voted in favor of the Regulations on the Organization and Operation of the Meeting, and the Election Regulations for Members of the Board of Directors for the 2022–2027 term.

### III. MATTERS PRESENTED AT THE MEETING

1. Mr. Cao Van Kien - General Director presented the following matters:

- Report of the Board of General Directors on the 2024 business performance and the 2025 business plan;
- Report on the activities result of the Board of Directors in 2024 and the orientation activities for 2025;

2. Mrs. Tran Thi Thuy Linh – Head of the Supervisory Board presented the following matters:

- Report on the activities result of the Supervisory Board in 2024 and the operational plan for 2025;
- Proposal on the selection of the auditing firm for the fiscal year 2025.

3. Mrs. Vu Thi Lan Anh – Member of BOD presented the following matters:

- Proposal on the approval of the audited financial statements for 2024 and the profit distribution plan for 2024;



- Proposal on the approval of remuneration for the Board of Directors and the Supervisory Board in 2025;
- Proposal on the dismissal and election of a replacement member of the Board of Directors for the 2022–2027 term.

#### IV. DISCUSSION AT THE GENERAL MEETING

During the discussion session, shareholders' questions and opinions were addressed and/or duly recorded by the Presidium.

#### V. VOTING ON THE CONTENTS OF THE GENERAL MEETING

Mr. Nguyen Tien Thang – Head of the Vote Counting Committee – provided instructions on the voting procedures for the contents of the General Meeting by means of ballot voting.

Detailed voting results for the contents presented at the General Meeting are recorded in the Vote Counting Minutes prepared by the Vote Counting Committee and read aloud by Mr. Nguyen Tien Thang – representative of the Vote Counting Committee – before the General Meeting.

##### Voting and election results as below:

- Number of ballots issued: 183 ballots, representing 189,073,097 shares, equivalent to 189,073,097 voting rights of shareholders/authorized representatives attending the Meeting.
  - Number of ballots collected: 174 ballots, representing 188,593,534 shares, equivalent to 188,593,534 voting rights of shareholders/authorized representatives attending the Meeting.
  - Valid ballots: 174 ballots, representing 188,593,534 shares, equivalent to 188,593,534 voting rights shareholders/authorized representatives attending the Meeting.
  - Invalid ballots: 0 ballots
1. **Approval of the Report of the Board of General Directors on the 2024 business performance and the 2025 business plan** (Report No. 65-3/2025/BC/CEO-BTGD dated 18/3/2025 attached)
    - Affirmative votes: 188,549,034 votes, accounting for 99.98% of the total voting shares of shareholders/authorized representatives attending the Meeting;
    - Negative votes: 0 votes, accounting for 0% of the total voting shares of shareholders/authorized representatives attending the Meeting;
    - Abstentions Votes: 44,500 votes, accounting for 0.02% of the total voting shares of shareholders/authorized representatives attending the Meeting.
  2. **Approval of the Report on the activities result of the Board of Directors in 2024 and the orientation activities for 2025** (Report No. 66-3/2025/BC/CEO-HĐQT dated 18/3/2025 attached)
    - Affirmative votes: 188,549,034 votes, accounting for 99.98% of the total voting shares of shareholders/ authorized representatives attending the Meeting;
    - Negative votes: 0 votes, accounting for 0% of the total voting shares of shareholders/authorized representatives attending the Meeting;
    - Abstentions Votes: 44,500 votes, accounting for 0.02% of the total voting shares of shareholders/authorized representatives attending the Meeting.



3. **Approval of the Report on the activities result of the Supervisory Board in 2024 and the operational plan for 2025** (Report No. 67-3/2025/BC/CEO-BKS dated 18/3/2025 attached)
  - Affirmative votes: 188,548,526 votes, accounting for 99.98% of the total voting shares of shareholders/authorized representatives attending the Meeting;
  - Negative votes: 0 votes, accounting for 0% of the total voting shares of shareholders/authorized representatives attending the Meeting;
  - Abstentions Votes: 44,508 votes, accounting for 0.02% of the total voting shares of shareholders/authorized representatives attending the Meeting.
4. **Approval of the audited financial statements for 2024 and the profit distribution plan for 2024** (Proposal No. 68-3/2025/TTr/CEO-HĐQT dated 18/3/2025 attached).
  - Affirmative votes: 188,548,526 votes, accounting for 99.98% of the total voting shares of shareholders/authorized representatives attending the Meeting;
  - Negative votes: 0 votes, accounting for 0% of the total voting shares of shareholders/authorized representatives attending the Meeting;
  - Abstentions Votes: 44,508 votes, accounting for 0.02% of the total voting shares of shareholders/authorized representatives attending the Meeting.
5. **Approval of the Proposal on the selection of the auditing firm for the fiscal year 2025** (Proposal No 69-3/2025/TTr/CEO-BKS dated 18/3/2025 attached).
  - Affirmative votes: 183,691,251 votes, accounting for 97.4% of the total voting shares of shareholders/authorized representatives attending the Meeting;
  - Negative votes: 4,857,275 votes, accounting for 2.58% of the total voting shares of shareholders/authorized representatives attending the Meeting;
  - Abstentions Votes: 44,508 votes, accounting for 0.02% of the total voting shares of shareholders/authorized representatives attending the Meeting.
6. **Approval of the Proposal on the approval of remuneration for the Board of Directors and the Supervisory Board in 2025** (Proposal No 70-3/2025/TTr/CEO-HĐQT dated 18/3/2025 attached).
  - Affirmative votes: 183,691,251 votes, accounting for 97.4% of the total voting shares of shareholders/authorized representatives attending the Meeting;
  - Negative votes: 4,857,275 votes, accounting for 2.58% of the total voting shares of shareholders/authorized representatives attending the Meeting;
  - Abstentions Votes: 44,508 votes, accounting for 0.02% of the total voting shares of shareholders/authorized representatives attending the Meeting.
7. **Approval of the dismissal and election of a replacement member of the Board of Directors for the 2022–2027 term**
- 7.1. **Approval of the Proposal on the dismissal and election of a replacement member of the Board of Directors for the 2022–2027 term** (Proposal No 05-4/2025/TTr/CEO-HĐQT dated 18/3/2025 attached).
  - Affirmative votes: 188,549,034 votes, accounting for 99.98% of the total voting shares of shareholders/authorized representatives attending the Meeting;
  - Negative votes: 0 votes, accounting for 0% of the total voting shares of shareholders/authorized representatives attending the Meeting;
  - Abstentions Votes: 44,500 votes, accounting for 0.02% of the total voting shares



of shareholders/authorized representatives attending the Meeting

**7.2. Approval of the Election Result for Replacing BOD Member for the 2022–2027 term**

- Number of election ballots issued 183 ballots, representing 189,073,097 shares, equivalent to 189,073,097 votes.
- Number of election ballots collected: 174 ballots, including:
  - Valid election ballots: 173 ballots.
  - Invalid election ballots: 01 ballot.
- **Result:**

Full name	Total votes	Percentage (%)
Mr Doan Duc Anh	183,680,508	97.41%

**VI. APPROVED RESOLUTIONS**

Based on the voting results, and in accordance with the Regulations on Organization and Operation of the 2<sup>nd</sup> session of the 2025 Annual General Meeting of Shareholders – C.E.O Group Joint Stock Company, the Company Charter, and the relevant laws, the 2025 Annual General Meeting of Shareholders of .CE.O Group Joint Stock Company has approved the following contents:

1. Approval of the Report of the Board of General Directors on the 2024 business performance and the 2025 business plan;
2. Approval of the Report on the activities result of the Board of Directors in 2024 and the orientation activities for 2025;
3. Approval of the Report on the activities result of the Supervisory Board in 2024 and the operational plan for 2025;
4. Approval of the audited financial statements for 2024 and the profit distribution plan for 2024;
5. Approval of the Proposal on the selection of the auditing firm for the fiscal year 2025;
6. Approval of the Proposal on the approval of remuneration for the Board of Directors and the Supervisory Board in 2025;
7. Approval of the dismissal and election of a replacement member of the Board of Directors for the 2022–2027 term
- 7.1. Approval of the Proposal on the dismissal and election of a replacement member of the Board of Directors for the 2022–2027 term;
- 7.2. Approval of the election result: Mr. Doan Duc Anh was elected as a member of the Board of Directors for the 2022–2027 term.

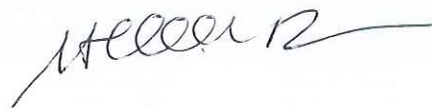
**VII. APPROVAL OF THE MINUTES**

These Minutes were recorded accurately and completely by the Secretariat of the Meeting, read aloud before the entire General Meeting of Shareholders, and were

unanimously approved by 100% of the total voting shares of the shareholders attending the Meeting.

The meeting was adjourned at 11 hours 30 minutes on the same day

**HEAD OF THE SECRETARIAT**



**Pham Thi Lan Chi**

**CHAIRMAN**



**Doan Van Binh**





**AGENDA**  
**2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**C.E.O GROUP JOINT STOCK COMPANY**

**Meeting Time: From 8:00 AM on May 8<sup>th</sup>, 2025**

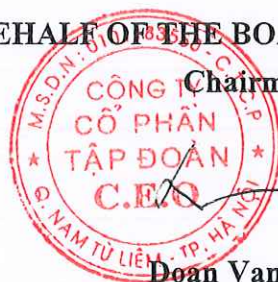
**Meeting Venue: 6th Floor – CEO Tower – Pham Hung – Nam Tu Liem – Hanoi**

Time	Agenda Items	Chairman
<b>I. Opening procedure</b>		
08h00 - 08h30	- Welcome delegates and shareholders - Shareholder registration and distribution of meeting documents	Organizing Committee Shareholder Eligibility Verification Committee
08h30 - 08h35	Report on the verification of shareholder eligibility	Head of the Shareholder Eligibility Verification Committee
08h35 - 08h40	Introduction and approval of the Presidium and Chairperson of the Meeting	Organizing Committee
08h40 - 08h45	Opening of the Meeting Introduction and approval of the Meeting Secretary and Vote Counting Committee	Presidium
08h45 - 08h50	Approval of the Meeting Agenda	Presidium
08h50 - 9h00	Approval of the Regulations on Organization and Operation of the General Meeting	Presidium
<b>II. Meeting Content</b>		
9h00- 10h00	<b>Agenda Item 1:</b> Report by the Board of General Directors on the 2024 business performance and the 2025 business plan	Board of General Directors
	<b>Agenda Item 2:</b> Report on the activities result of the Board of Directors in 2024 and the orientation activities for 2025	Presidium
	<b>Agenda Item 3:</b> Report on the activities result of the Supervisory Board in 2024 and the operational plan for 2025	Supervisory Board
	<b>Agenda Item 4:</b> Audited financial statements for 2024 and profit distribution plan for 2024	Presidium
	<b>Agenda Item 5:</b> Proposal on the selection of the auditing firm for the fiscal year 2025	Supervisory Board
	<b>Agenda Item 6:</b> Proposal on the approval of remuneration for the Board of Directors and the Supervisory Board in 2025	Presidium
	<b>Agenda Item 7:</b> Proposal on the dismissal and election of a replacement member of the Board of Directors for the 2022–2027 term	Presidium

Time	Agenda Items	Chairman
<b>III. Discussion and Voting</b>		
10h00 - 10h30	Discussion and exchange of opinions	Presidium
10h30 - 11h15	Voting on the matters of the General Meeting	Vote Counting Committee
	Vote counting	Vote Counting Committee
	Break	
11h15 - 11h25	Announcement of vote counting results	Vote Counting Committee
<b>IV. End of the General Meeting</b>		
11h25 - 11h30	Approval of the Minutes and Resolution of the General Meeting	Presidium
	Closing of the Meeting	

ON BEHALF OF THE BOARD OF DIRECTORS

Chairman



Doan Van Binh





*Hanoi, May 08<sup>th</sup>, 2025*

**REGULATIONS**  
**ON ORGANIZATION AND OPERATION OF**  
**THE 2<sup>nd</sup> SESSION OF THE 2025 ANNUAL GENERAL MEETING OF**  
**SHAREHOLDERS OF C.E.O GROUP JOINT STOCK COMPANY**

**Pursuant to:**

- *The Law on Enterprises No. 59/2020/QH14 dated June 17<sup>th</sup>, 2020, as amended and supplemented, and its guiding documents;*
- *The Law on Securities No. 54/2019/QH14 dated November 26<sup>th</sup>, 2019, and its guiding documents;*
- *The Charter of C.E.O Group Joint Stock Company;*
- *The Company's internal corporate governance regulations.*

The 2<sup>nd</sup> session of the 2025 Annual General Meeting of Shareholders of C.E.O Group Joint Stock Company shall be organized and conducted in accordance with the following provisions:

**CHAPTER I**  
**GENERAL PROVISIONS**

**Article 1: Scope of Application**

- 1.1. These Regulations apply to the organization of the 2<sup>nd</sup> session of the 2025 Annual General Meeting of Shareholders (“General Meeting”) of C.E.O Group Joint Stock Company (“CEO Group”).
- 1.2. These Regulations specifically provide for the rights and obligations of shareholders and participants in the General Meeting, as well as the conditions and procedures for conducting the General Meeting.

**Article 2: Applicable Subjects**

Shareholders or their authorized representatives attending the General Meeting and all participants are responsible for complying with the provisions of these Regulations.

**CHAPTER II**  
**RIGHTS AND OBLIGATIONS OF SHAREHOLDERS, AUTHORIZED**  
**REPRESENTATIVES, AND PARTICIPANTS IN THE GENERAL MEETING**

**Article 3: Rights and Obligations of Shareholders or Authorized Representatives**

- 3.1. Conditions for Attending the General Meeting

Participants must be shareholders or authorized representatives (in writing) of

shareholders whose names appear on the list of shareholders of CEO Group on the record date for the General Meeting

3.2. Rights of Shareholders Attending the General Meeting

- a. To attend the General Meeting directly or authorize another person to attend via a valid written Power of Attorney;
- b. To discuss and vote on all matters within the authority of the General Meeting in accordance with the Law on Enterprises, the Charter of CEO Group, internal corporate governance regulations, and applicable laws;
- c. To be notified of the Meeting's agenda, content, and accompanying documents by the Organizing Committee;
- d. Each shareholder or authorized representative will receive a Voting Card, Ballots, Election Ballots, and other relevant documents after registering to attend the General Meeting from the Shareholder Eligibility Verification Committee;
- e. Shareholders or authorized representatives arriving late (before the conclusion of the General Meeting) may register and vote on matters not yet voted upon. The Chairman is not obligated to pause the General Meeting for late registration, and prior voting results will remain effective

3.3. Obligations of Shareholders Attending the General Meeting

- a. Shareholders or authorized representatives must bring the following documents:
  - For individual shareholders: (1) Meeting invitation; (2) Original ID card/Passport (valid for use); (3) Original valid Power of Attorney (if attending as a proxy). A proxy is not allowed to re-authorize another person to attend.
  - For corporate shareholders: (1) Meeting invitation; (2) Certified copy of the Business Registration Certificate (valid certification); (3) Original ID card/Passport (valid for use) of the legal representative.

In case the legal representative authorizes another person to attend, the proxy must bring: (1) Meeting invitation; (2) Original ID card/Passport (valid for use) of the proxy; (3) Certified copy of the Business Registration Certificate (valid certification); (4) Original valid Power of Attorney.

- b. During the General Meeting, shareholders must follow the instructions of the Organizing Committee and the guidance of the Presidium, behave politely and respectfully, refrain from causing disturbances, smoking, or using mobile phones during the General Meeting. Phones must be turned off or set to silent mode;
- c. It is not allowed to record audio, video, or transmit information about the General Meeting content externally before official conclusions are announced;
- d. Shareholders must state and vote in accordance with the instructions of the Organizing Committee and respect the conduct of the Presidium;
- e. Comply fully with any regulations on epidemic prevention and control (if applicable) as required by the Organizing Committee;



- f. Strictly executive these Regulations and respect the outcomes of the General Meeting.

#### **Article 4: Rights and Obligations of the Shareholder Eligibility Verification Committee**

The Shareholder Eligibility Verification Committee consists of one (01) Head and other members appointed by the Organizing Committee of the General Meeting, with the following functions and duties:

- 4.1. Verify the eligibility of shareholders or their authorized representatives attending the General Meeting. Request shareholders or their authorized representatives to present the documents as stipulated in Article 3 of these Regulations;
- 4.2. Distribute to shareholders or their proxies attending the General Meeting: Voting Cards, Ballots, Election Ballots, and other relevant meeting materials;
- 4.3. Report to the General Meeting on the results of shareholder or proxy eligibility verification at the following times:
  - Before the opening of the General Meeting;
  - Before each voting or election session if there are changes in the number of shareholders registered to attend (e.g., late-arriving shareholders)
- 4.4. The Shareholder Eligibility Verification Committee is entitled to establish supporting units to fulfill its assigned duties.

#### **Article 5: Rights and Obligations of the Presidium and the Secretary/Secretariat of the General Meeting**

- 5.1. The Presidium
  - a. The Presidium is introduced by the Organizing Committee and approved by the General Meeting through voting. The Chairman of the Board of Directors shall serve as the Head of the Presidium and preside over the General Meeting ("Chairman"), with the following functions and responsibilities:
    - Direct the proceedings of the General Meeting in accordance with the approved agenda. Carry out necessary tasks to ensure the orderly conduct of the General Meeting;
    - Guide shareholders and the General Meeting in discussing items listed in the agenda;
    - Present drafts and conclude necessary matters for the vote of General Meeting;
    - Respond to questions raised by shareholders;
    - Has the right to refrain from answering or only acknowledge shareholders' opinions if the comments or proposals are outside the scope of matters under the Meeting's consideration;
    - Resolve any issues that arise during the course of the General Meeting.
  - b. The decisions of the Presidium regarding order, procedure, or unexpected events beyond the agenda of the General Meeting shall be final and binding.
  - c. The Chairman has the right to request competent authorities to maintain order during the General Meeting and to expel individuals who do not comply with the Chairman's

authority, intentionally disrupt order, or obstruct the normal progress of the General Meeting.

- d. The Chairman has the right to postpone the General Meeting to another time or change the meeting venue if:
  - A participant acts disruptively or poses a threat to the fair and lawful conduct of the General Meeting;
  - The venue does not provide adequate seating or facilities for all participants;
  - Communication facilities at the venue do not meet the requirements for shareholder participation, discussion, and voting

The maximum postponement period shall not exceed three (03) working days from the originally scheduled meeting date.

- e. The Presidium operates on the principle of collective decision-making and shall decide by majority vote.

#### 5.2. Secretary/Secretariat of the General Meeting

- a. The Secretary/Secretariat of the General Meeting is nominated by the Presidium and approved by the General Meeting through voting. They are responsible to the Presidium and the General Meeting for performing their duties under the direction of the Presidium.
- b. Duties of the Secretary/Secretariat:
  - Accurately and faithfully record all proceedings of the General Meeting, including matters approved or noted by shareholders or their authorized representatives;
  - Draft the Resolution of the General Meeting and other resolutions for matters approved during the General Meeting (if any);
  - Perform other tasks as assigned by the Presidium.

#### **Article 6: Rights and Obligations of the Vote Counting Committee**

- 6.1. The Vote Counting Committee consists of one (01) Head and other members nominated by the Presidium and approved by the General Meeting through voting
- 6.2. Duties of the Vote Counting Committee:
  - Guide the procedures for voting and election;
  - Supervise the voting and election process conducted by shareholders and their authorized representatives attending the General Meeting;
  - Conduct the vote counting and prepare the Vote Counting Minutes.
- 6.3. Head of the Vote Counting Committee shall report the vote counting results to the General Meeting.
- 6.4. The Vote Counting Committee is responsible for the accuracy and truthfulness of the announced vote counting results.
- 6.5. The Vote Counting Committee is entitled to establish a support team to fulfill its



duties.

### **CHAPTER III**

#### **CONDUCTING THE GENERAL MEETING**

##### **Article 7: Conditions for conducting the General Meeting**

The General Meeting shall be conducted when the shareholders or authorized representatives represent 33% of the total voting shares, based on the list of shareholders compiled on the record date for attending the General Meeting.

##### **Article 8: Discussion at the General Meeting**

###### **8.1. Principles:**

- Shareholders who wish to raise questions or need clarification must write their inquiries on the Question Slip and submit it to the Secretary/Secretariat to be forwarded to the Presidium;
- Discussions shall take place only within the allotted time and on matters presented in the Meeting Agenda.

###### **8.2. Responding to Shareholders' Questions:**

- The Presidium or members nominated by the Presidium shall respond to shareholders' comments and questions;
- The Chairman shall manage the discussion based on the meeting schedule and may prioritize shareholders who registered to speak earlier or whose questions are directly related to the agenda.

##### **Article 9: Voting Method and Approval of Resolutions at the General Meeting**

Each shareholder shall be provided with a Voting Card, Ballots, and Election Ballots printed and sealed for control by the Company. Voting at the General Meeting shall be conducted in the following forms:

###### **9.1. Direct Voting**

- Direct voting shall apply to the following matters:
  - + Approval of the members of the Presidium, the Secretary/Secretariat, and the Vote Counting Committee;
  - + Approval of the Meeting Agenda, Regulations on the Organization and Operation of the General Meeting, Election Rules, Minutes/Resolutions of the General Meeting;
  - + Other matters as decided by the Presidium (if any).
- During the voting process, under the direction of the Chairman, shareholders shall vote in favor, against, or abstain according to the instructions of the Chairman or the Presidium.
- For each voting session, members of the Vote Counting Committee shall record the number of votes in favor, against, and abstentions, and announce the vote counting results to the General Meeting.

## 9.2. Voting by Ballot

- a. The matters subject to voting by ballot will be listed on the Ballot. Shareholders or authorized representatives shall cast their votes by selecting either “*agree*,” “*disagree*,” or “*no opinion*” for each item (by marking an (X) or (V) in the appropriate box).
- b. Voting method:
  - Voting shall commence upon the signal given by the Chairman of the General Meeting or the Head of the Vote Counting Committee and shall conclude when the last shareholder has cast their vote into the ballot box, or after thirty (30) minutes from the start of voting—whichever comes first. Once voting is closed, the ballot box shall be sealed. Shareholders who do not submit their ballots shall be considered as having no opinion.
  - If a shareholder makes an error while completing their ballot (and has not yet placed it in the ballot box and the voting time has not ended), they may directly contact the Head of the Vote Counting Committee to request a replacement ballot to ensure their voting rights are protected.
- c. Vote Counting method:
  - Vote counting shall be carried out immediately after the conclusion of the voting session.
  - The vote counting process shall proceed as follows:
    - + The Vote Counting Committee shall operate in a separate room or area;
    - + The Committee may use electronic devices to facilitate the vote counting process;
    - + Verify the validity of each ballot;
    - + Examine and record each ballot in sequence;
    - + Calculate and exclude shares held by shareholders who are not eligible to vote on specific matters (if any in each matter to be voted);
    - + Seal all ballots and hand over to the Chairman.
  - Invalid ballots include the following:
    - + Ballots not in the format issued by the Organizing Committee or lacking the Company’s seal;
    - + Ballots that are torn, erased, or altered;
    - + Ballots containing additional information or markings;
    - + Ballots with multiple conflicting votes for the same item—such votes shall be deemed invalid for that specific item.

Voting for each agenda item is conducted independently. The invalidity of one item shall not affect the validity of the others.



- Upon completion of vote counting, the Vote Counting Committee shall prepare a Vote Counting Minutes, which must include following content:
  - + The time and location of the vote counting;
  - + The list of Vote Counting Committee members;
  - + The total number of shareholders with voting rights attending the General Meeting;
  - + The total number of voting rights shareholders who participated in the vote;
  - + The number and percentage of valid and invalid ballots;
  - + The number and percentage of votes for each item;
  - + Signatures of the Vote Counting Committee members.
- 9.3. The voting results shall be announced by the Vote Counting Committee after compiling the results for all items on the Meeting's agenda.
- 9.4. The election of members to the Board of Directors shall be conducted in accordance with a separate election regulation approved by the General Meeting

#### **Article 10: Approval of decisions of the General Meeting**

- 10.1. Items listed in the agenda of the 2<sup>nd</sup> Annual General Meeting of Shareholders in 2025 shall be approved when more than 50% of the total voting shares of shareholders or authorized representatives participate in the General Meeting and the vote agree.
- 10.2. The following matters shall be approved when at least 65% of the total voting shares of shareholders or authorized representatives participate in the General Meeting and the vote agree:
- Amendments to business lines, industries, and fields of operation.
  - Changes in the organizational and management structure of the Company.
  - Types and quantity of shares to be offered.
  - Reorganization or dissolution of the Company.
  - Decisions on investment in or disposal of assets valued at 50% or more of the total asset value recorded in the latest audited financial statements of the Company.

#### **Article 11: Minutes of the General Meeting**

- 11.1. The proceedings of the General Meeting must be recorded in official minutes. The Chairman and the Secretary shall be responsible for the accuracy and integrity of the Minutes of the General Meeting.
- 11.2. The Minutes of the General Meeting must be announced before the General Meeting and approved by the General Meeting before its conclusion.
- 11.3. The Minutes of the General Meeting must be published on the Company's website within twenty-four (24) hours from the end of the General Meeting.
- 11.4. The minutes shall serve as the basis for the issuance of the General Meeting's Resolution.

## **Article 12: Resolution of the General Meeting of Shareholders**

- 12.1. Based on the results of the General Meeting, the Chairman shall issue the Resolution of the General Meeting of Shareholders for the approved matters. The Resolution must be disclosed in accordance with laws on information disclosure in the securities market;
- 12.2. Shareholders or groups of shareholders as defined in Clause 2, Article 115 of the Law on Enterprises have the right to request a court or arbitration to review and annul part or all of the Resolution of the General Meeting of Shareholders, in accordance with the provisions of Article 151 of the Law on Enterprises.

## **CHAPTER IV**

### **IMPLEMENTATION PROVISIONS**

## **Article 13: Effectiveness of the Regulations**

- 13.1. These Regulations consist of 4 Chapters and 13 Articles, and shall be publicly read before the commencement of the General Meeting. They shall take effect immediately upon approval by the General Meeting through voting.
- 13.2. These Regulations may be amended from time to time based on the proposal of the Chairman and must be approved by the General Meeting through voting.

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



**Doan Van Binh**



Hanoi, May 08<sup>th</sup>, 2025

**ELECTION REGULATIONS  
FOR MEMBERS OF THE BOARD OF DIRECTORS – TERM 2022–2027  
C.E.O GROUP JOINT STOCK COMPANY**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17<sup>th</sup>, 2020, as amended and supplemented, and its guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26<sup>th</sup>, 2019, and its guiding documents;
- Pursuant to the Charter of C.E.O Group Joint Stock Company;
- Pursuant to the Company's internal corporate governance regulations.

The General Meeting of Shareholders (“GMS”) of C.E.O Group Joint Stock Company conducts the election of members of the Board of Directors (“BOD”) for the 2022–2027 term in accordance with the following provisions:

**Article 1. Scope of Application, Principles, and Eligible Voters**

- 1.1. These Regulations apply to the election of replacement members of the Board of Directors for the 2022–2027 term of C.E.O Group Joint Stock Company (“CEO Group”) at the 2<sup>nd</sup> session of the 2025 Annual General Meeting of Shareholders.
- 1.2. Principles of Election
  - a. The election shall be conducted in accordance with the law, the Charter of CEO Group, and these Regulations to ensure democracy and protect the lawful rights of all shareholders;
  - b. The election shall be conducted openly via secret ballot at the General Meeting.
- 1.3. Eligible voters: are shareholders owning voting shares or their authorized representatives attending the General Meeting (according to the shareholder list prepared by the Vietnam Securities Depository and Clearing Corporation on March 10<sup>th</sup>, 2025) and present at the General Meeting.

**Article 2. Number and Eligibility Criteria for Board of Directors Candidates**

- 2.1. Number of BOD members to be elected as replacements for the 2022–2027 term: 01 member;
- 2.2. Eligibility criteria for BOD members:

Candidates for the Board of Directors must meet the qualifications and conditions prescribed in Article 155 of the Law on Enterprises, the Charter of CEO Group, and the Company’s internal regulations (if any), specifically:

- Must have full legal capacity and not fall under any category prohibited from establishing or managing enterprises under the Law on Enterprises;



- Must possess qualifications and experience in business administration or in the field/industry in which the Company operates;
- Must not concurrently serve as a member of the Board of Directors in more than five (05) other companies;
- Must meet other standards and conditions as prescribed by law, the Charter of CEO Group, and the Company's internal regulations (if any).

### **Article 3. Nomination and Candidacy for the member of the Board of Directors**

The nomination and candidacy for members of the Board of Directors shall be conducted as follows:

- 3.1. The number of candidates to be elected to the Board of Directors: At least 01 person.
- 3.2. Shareholders or groups of shareholders holding 10% or more of the total voting shares have the right to nominate candidates for election to the Board of Directors
- 3.3. In cases where shareholders/groups of shareholders do not nominate a sufficient number of candidates, or if the nominated candidates do not meet the eligibility requirements, the incumbent Board of Directors shall have the right to nominate additional candidates in accordance with the Law on Enterprises, the Charter of CEO Group, and the Company's internal governance regulations. The list of candidates nominated by the incumbent Board of Directors shall be announced at the General Meeting of Shareholders prior to the election.
- 3.4. Shareholders or groups of shareholders nominating or candidating for the Board of Directors shall be legally and personally responsible to the General Meeting of Shareholders for the accuracy and truthfulness of the nomination or candidacy documents

### **Article 4. Dossier for Nomination and Candidacy for the member of the Board of Directors**

- 4.1. A nomination/candidacy dossier must include:

- Nomination/Candidacy Letter for the member of the Board of Directors (as per the prescribed form);
- Curriculum Vitae (CV) self-declared by the candidate (as per the prescribed form);
- A certified copy of the Citizen Identity Card/Passport of the nominating shareholder and the candidate, or a certified copy of the Business Registration Certificate (for nominating shareholders being organizations);
- Certified copies of degrees and certificates proving the candidate's professional qualifications.

Form of the CV and Nomination/Candidacy Letter are available on the Company's website: [www.ceogroup.com.vn](http://www.ceogroup.com.vn), Investor Relations/Information Disclosure /General Meeting of Shareholders.

- 4.2. Nomination/Candidacy dossiers **must be submitted to the General Meeting Organizing Committee no later than 17:00 PM on March 28<sup>th</sup>, 2025**, at the following address:
  - Organizing Committee of the 2025 Annual General Meeting of Shareholders - CEO Group



- Address: 5th Floor, CEO Tower, HH2-1, Me Tri Ha New Urban Area, Pham Hung Street, Me Tri Ward, Nam Tu Liem District, Hanoi, Vietnam
- Phone: (+84 24) 3787 5136 (Extensions: 143 or 107) Fax: (+84 24) 3787 5137

The dossier envelope must be clearly marked:

*"Nomination/Candidacy Dossier for Member of the Board of Directors – Term 2022–2027"*

Only nomination/candidacy dossiers that meet all conditions, are submitted by the deadline above, and whose candidates fully satisfy the eligibility criteria for BOD members under applicable laws, the Charter of CEO Group, the Company's internal governance regulations, and other internal regulations (if any), will be included in the official list of candidates for the Board of Directors for the 2022–2027 term.

## **Article 5. Election Method**

- 5.1. The election of the Board of Directors members shall be conducted by secret ballot at the General Meeting of Shareholders using the cumulative voting method. Under this method, each shareholder or authorized representative attending the meeting will have a total number of votes equal to the number of shares they own or represent multiplied (x) by one (1) - which is the number of Board of Directors members to be elected, as specified in Clause 2.1, Article 2 of these Regulations.
- 5.2. Shareholders or their authorized representatives may allocate all or part of their total votes to a single candidate or distribute them among multiple candidates. However, the total number of votes cast must not exceed the total number of votes they are entitled to.

### **Example:**

- *A shareholder owning 1,000 shares of CEO Group will have:  
 $1,000 \text{ (shares)} \times 1 \text{ (BOD member to be elected)} = 1,000 \text{ votes}$   
 (The number of votes each shareholder is entitled to will be pre-filled on the ballot by CEO Group)*
- *The shareholder may choose to allocate all 1,000 votes to one candidate or distribute them among several candidates, provided that the total number of votes cast does not exceed 1,000.*

## **Article 6. Voting Procedure**

### **6.1. Election Ballots:**

The election ballot of members of the Board of Directors is issued by CEO Group. It contains the shareholder ID code, number of shares owned, and number of votes (calculated based on the number of BOD members to be elected), as well as the list of candidates nominated for the Board of Directors.

### **6.2. Regulations on Completing and Validating the Election Ballots**

- a. A valid election ballot must meet all the following criteria:
  - Issued by the General Meeting Organizing Committee and stamped with CEO Group's seal;
  - Signed by the shareholder or their authorized representative;

- Must not be torn, crossed out, erased, or altered.
- b. An invalid election ballot is one that has any of the following issues:
  - Not issued by the General Meeting Organizing Committee;
  - Does not bear the stamp of CEO Group;
  - Torn, crossed out, erased, altered, or contains added names not on the approved candidate list;
  - Lacks the signature of the shareholder or authorized representative;
  - Contains extra information or symbols;
  - The total number of votes for candidates exceeds the number of votes the shareholder is entitled to;
  - The number of candidates voted for exceeds the number of BOD members to be elected;
  - Submitted to the Vote Counting Committee after the ballot box has been sealed.
- Invalid election ballots will not be counted in the election results.
- c. Instructions for Completing the Election Ballot
  - To vote for a candidate, the shareholder writes the number of votes they wish to assign in the "Number of Votes" column corresponding to that candidate's name;
  - If not voting for a candidate, the shareholder may write "0" or leave the "Number of Votes" column blank for that candidate;
  - Shareholders or their authorized representatives may allocate their votes to one or more candidates or may choose not to vote for any candidate;
  - If a shareholder makes a mistake while filling out the election ballot (and has not yet placed it in the ballot box), they may directly contact the Head of the Vote Counting Committee to request a new election ballot to ensure their voting rights are protected.

### **6.3. Voting Principles**

- Before voting begins, the Vote Counting Committee shall inspect the ballot box in the presence of shareholders;
- Voting will begin at the signal of the Head of the Vote Counting Committee and will conclude either when the last shareholder has cast their vote or 30 minutes from the start time—whichever comes first;
- Shareholders or their authorized representatives shall place their ballots into the box. Once voting ends, the ballot box will be sealed by the Vote Counting Committee;
- Vote counting will be carried out immediately after the ballot box is sealed.

### **6.4. Vote Counting Regulations:**

- a. The Vote Counting Committee shall include one (01) Head and other members nominated by the Chairman and approved by the General Meeting of Shareholders to carry out the vote counting for the election of BOD member.
- b. The Vote Counting Committee shall conduct vote counting in accordance with the following rules:
  - The Vote Counting Committee shall operate in a separate room or area;



- The Vote Counting Committee may use electronic tools and technical staff to assist with vote counting;
- Check the validity of each election ballot;
- Examine each election ballot in sequence and record the results;
- Seal all election ballots and hand over to the Head of the Vote Counting Committee.
- c. Preparation and Announcement of the Vote Counting Minutes:
  - Upon completion of the vote counting, the Vote Counting Committee shall prepare the Vote Counting Minutes, which must include the following:
    - + Time, location of the vote counting session;
    - + Members of the Vote Counting Committee;
    - + Total number of shareholders attending the meeting;
    - + Total number of shareholders who participated in the voting;
    - + Number and percentage of valid and invalid election ballots;
    - + Number and percentage of votes received by each candidate;
    - + Signatures of all Vote Counting Committee members.
  - The vote counting results shall be announced by the Vote Counting Committee before the General Meeting

Based on the Vote Counting Minutes, the election results shall be officially announced and included in the Meeting Minutes and Resolution of the General Meeting.

#### **Article 7. Election Result Determination for member of the BOD**

- 7.1. Candidates elected to the Board of Directors shall be determined in descending order of votes received, starting from the candidate with the highest number of votes until the required number of Board members is met as specified in these Regulations.
- 7.2. In the event of a tie between two or more candidates for the final BOD member, the General Meeting shall conduct a re-vote among the tied candidates. The candidate with the higher number of votes shall be elected.

#### **Article 8. Complaints Regarding Voting and Counting**

Any complaints related to the voting or vote counting process shall be resolved by the Chairman of the Meeting and recorded in the Minutes of the General Meeting.

#### **Article 9. Effectiveness**

These Regulations consist of 09 Articles and shall take immediate effect upon approval by the General Meeting of Shareholders and only apply for the election of member of the Board of Directors for the 2022–2027 term at the 2025 Annual General Meeting of Shareholders of CEO Group.

ON BEHALF OF  
THE GENERAL MEETING OF SHAREHOLDERS  
CHAIRMAN





No.: 65.73./2025/BC/CEO-BTGĐ

Hanoi, March 18<sup>th</sup>, 2025**REPORT OF THE BOARD OF GENERAL DIRECTORS**  
*(on the 2024 Business Performance and the 2025 Business Plan)***To: The General Meeting of Shareholders**

In 2024, the global landscape experienced numerous fluctuations. Rising conflicts and confrontations posed significant challenges to the trend of cooperation and joint development in international relations. The global economy was deeply affected by ongoing geopolitical tensions and the rivalry among world powers. Despite this, the global economy continued its recovery cycle, with inflation cooling down albeit at a slow pace. Amid this global context, Vietnam's economy in 2024 maintained a clear recovery trajectory with strong growth momentum. Inflation remained below target, key economic balances were preserved, and results in many crucial sectors met or exceeded expectations—positioning Vietnam as a bright spot for economic growth both in the region and globally.

In addition, the real estate market recorded positive signs of recovery, driven by major strides in finalizing the legal framework, as well as close and consistent guidance from the Party, the State, and the Government. The market witnessed improved transparency and clarity of information. The year 2024 served as a pivotal year, laying a strong foundation to propel the real estate sector into a new era—the Era of Vietnam's Rise.

Thanks to the strong and decisive leadership of the Board of Directors, the proactive and flexible management of the Board of General Directors, and the concerted efforts of all employees across the Group and its subsidiaries, CEO Group successfully fulfilled the Business Plan (“BP”) approved at the 2024 Annual General Meeting of Shareholders.

The Board of General Directors hereby respectfully presents the 2024 Business Performance Results and the 2025 Business Plan as follows:

**PART I****THE 2024 BUSINESS PERFORMANCE**

- I. Implementation of 2024 Business Plan Targets (According to the 2024 audited consolidated financial statements)**
1. Revenue:  
Total consolidated revenue in 2024 reached VND 1,403 billion, achieving 66.8% of the planned target.
  2. Profit After Tax:  
Consolidated profit after tax in 2024 reached VND 165 billion, fulfilling 110% of the planned target

## **II. Performance of Core Business Sectors in 2024**

### **1. Real Estate Sector**

- On April 20<sup>th</sup>, 2024, CEO Group officially inaugurated the Wyndham Garden Sonasea Van Don Resort, part of the Sonasea Van Don Harbor City Complex located in Van Don, Quang Ninh Province. The resort comprises 200 hotel rooms and beachfront villas and is the first internationally branded 5-star resort to be put into operation in Van Don. Immediately following the inauguration ceremony, the Group also held a ribbon-cutting event for the unveiling of the "Tribute to Builders" Monument—a symbol expressing CEO Group staff's heartfelt appreciation for the humble, hardworking individuals who dedicate themselves to the construction industry.
- On October 18<sup>th</sup>, 2024, the People's Committee of Quoc Oai District, Hanoi issued two Decisions approving the establishment of the CEO Private Kindergarten, invested by CEO Group, within Sunny Garden City Urban Area. This approval is highly meaningful for the residents of the urban area in particular, and for the community in Quoc Oai District in general. For residents of the urban area, the new schools will provide access to high-quality education close to home, allowing children to study in a safe and familiar environment, and helping families feel secure with the available amenities—contributing to the building of a modern, civilized community.
- Throughout 2024, the Group actively accelerated legal procedures for key projects and promoted the development of mixed-use urban areas and industrial parks in major cities and high-potential provinces across the country.

### **2. Construction Sector**

- In 2024, the Group focused on the construction of the Wyndham Garden Sonasea Van Don Hotel, Sonasea Silk Path, and other components within the Sonasea Van Don Harbor City Project, ensuring timely grand openings and handovers to customers;
- The Group also commenced construction of a primary school and kindergarten to complete the educational infrastructure within Sunny Garden City Urban Area, with the goal of inaugurating the facilities in early 2025.

### **3. Service Sector**

#### **3.1. *Tourism and Hotel Management Services:***

- Shortly after becoming operational, the Wyndham Garden Sonasea Van Don Resort quickly attracted significant attention from customers, becoming a favorite destination among both domestic and international tourists. With a high occupancy rate, it has emerged as a prominent highlight in the Northern region's resort tourism market.
- Shortly after becoming operational, the Wyndham Garden Sonasea Van Don Resort quickly attracted significant attention from customers, becoming a favorite destination among both domestic and international tourists. With a high occupancy rate, it has emerged as a prominent highlight in the Northern region's resort tourism market.



### 3.2. *Education and Human Resource Development Services*

- In 2024, the Group implemented a restructuring plan for its tourism, training, and human resource supply operations within the Service sector to meet the requirements of its sustainable development strategy and optimize resource utilization.
- Additionally, the Group concentrated on the development of preschool and general education levels that were already included in the planning of its urban development projects. This represents a fundamental and essential educational service that contributes to the completion of the Group's mixed-use urban ecosystem across the country.

### **III. On ESG Implementation (Environmental – Social – Governance)**

- In 2024, CEO Group actively participated in and organized numerous charitable and community-oriented activities, such as: supporting people affected by Typhoon Yagi, contributing to the Fund for the Poor of Hanoi and Hai Phong, assisting disadvantaged patients, awarding scholarships to underprivileged yet outstanding students, and giving Mid-Autumn Festival gifts to schoolchildren across various localities., etc;
- In addition, the Group collaborated with the United Nations Children's Fund (UNICEF Vietnam) to support children with disabilities and those in difficult circumstances through meaningful and practical initiatives. As part of this partnership, all of CEO Group's resorts nationwide implemented promotional campaigns for the program launched by UNICEF Vietnam. At reception areas of resorts such as Wyndham Garden Sonasea Van Don, Best Western Premier Sonasea Phu Quoc, and Novotel Phu Quoc Resort, program visuals and information were prominently displayed, enabling both domestic and international guests to easily access and participate in supporting UNICEF's activities during check-in and check-out.;
- Alongside its charitable efforts, the Group also initiated environmentally responsible actions, contributing to reduced environmental impact. This included the adoption and investment in green design elements, energy-efficient solutions, and the use of eco-friendly materials across its project developments;
- Despite ongoing difficulties and challenges in 2024, the Group remained committed to ensuring employment and income for its staff, steadily moving toward the goal of becoming a company with a happy and fulfilled workforce.

### **IV. On Awards and Recognitions**

In 2024, CEO Group's key projects in Van Don and Phu Quoc were honored with several prestigious awards, affirming the Group's reputation and contribution to Vietnam's real estate and tourism sectors:

- In Van Don:
  - Sonasea Van Don Harbor City was named one of the Top 10 Most Outstanding and Attractive Real Estate Projects of 2024, as recognized by the Vietnam Association of Realtors (VARs).
  - Wyndham Garden Sonasea Van Don Resort was awarded "Most Favorite Resort of 2024" by Enterprise Forum Magazine (under VCCI). Additionally, it was listed among the Top 10 Best Resorts of 2024, organized by Reatimes e-magazine and the Vietnam Institute for Real Estate Studies (VIREs).



- In Phu Quoc:
  - Novotel Phu Quoc Resort received four prestigious awards at the Haute Grandeur Global Awards 2024, and was recognized as the Pioneering Hotel in Developing the National Tourism Brand 2024 and Leading Hospitality Service Provider of 2024 by the Vietnam Institute for Development Strategy (VIDS) – Vietnam Union of Science and Technology Associations.
  - Best Western Premier Sonasea Phu Quoc was honored as one of the most luxurious beachfront resorts in Vietnam.

## PART II

### THE 2025 BUSINESS PLAN

In 2025, Vietnam's real estate market is expected to show more positive and optimistic signs than in 2024, thanks to a more robust legal framework, favorable economic growth prospects, and the return of investor confidence. However, challenges remain due to multiple factors affecting the market, such as the implementation of new policies, the restructuring of ministries and agencies, the risk of trade wars, and mounting pressure from maturing bond payments., etc.

With the goal of continuous development, enhancing brand position, and making meaningful contributions to national progress, the Board of General Directors respectfully submits the following 2025 Business Plan targets to the General Meeting of Shareholders:

#### **1. Projected Key Business Targets for 2025**

- Projected Key Business Targets for: VND 1,543 billion
- Consolidated profit after tax: VND 182 billion
- Expected dividend: Minimum 5%

#### **2. Business Plans for Core Sectors in 2025**

##### **2.1. Real Estate Sector:**

- Focus on completing legal procedures, construction, and commencing operations (when eligible) for key projects including: Sonasea Residences in Phu Quoc, CEOHomes Hana Garden in Me Linh, Hanoi, Sonasea Van Don Harbor City in Van Don, Sonasea Premier Nha Trang in Nha Trang., etc;
- Allocate resources and promote project development activities (including potential M&A opportunities), prioritizing industrial real estate projects and mixed-use urban developments in high-potential localities nationwide;
- Strengthen development of services and amenities within the Group's projects to enhance value and customer satisfaction.

##### **2.2. Construction Sector:**

- Execute the Group's internal projects ensuring timely delivery and high-quality standards;
- Undertake external construction projects beyond the Group's portfolio;
- Expand construction activities to include the private housing market.



### 2.3. Service Sector

\* *Tourism – Hotel Management Services*

- Implement solutions to attract more tourists and enhance operational efficiency at the Group's hotels;
- Enhance the guest experience at the Group's resorts;
- Gradually elevate the Sonasea hotel management brand to new heights.

\* *Education and Training Services*

- Continue restructuring the Service sector in accordance with the Group's strategic direction.
- Officially commence operations of the CEO Primary School at Sunny Garden City Urban Area.

### 3. Other Activities

- Implement and fulfill the 2025 Business Plan as approved by the Annual General Meeting of Shareholders;
- Review and enhance human resource quality, improve labor productivity, and promote the application of technology in management and operations;
- Continue reviewing and refining internal processes and regulations to align with new operational realities;
- Strengthen internal control, seek and expand capital mobilization channels, and ensure optimal use of resources to meet business needs;
- Roll out the "Happy Enterprise" Project and implement ESG initiatives in accordance with the Board of Directors' strategic direction.

The above is the report of the Board of General Directors on the 2024 Business Performance and the 2025 Business Plan. We respectfully submit it to the General Meeting of Shareholders for review and approval.

Sincerely,./.

**Recipients:**

- As above
- Archive



**GENERAL DIRECTOR**

**Cao Van Kien**

No.: 66-3/2025/BC/CEO-HĐQT

*Hanoi, March 18<sup>th</sup>, 2025***REPORT ON THE ACTIVITIES RESULT OF THE BOARD OF DIRECTORS  
IN 2024 AND THE ORIENTATION ACTIVITIES FOR 2025****(To be submitted to the 2025 Annual General Meeting of Shareholders)****To: The General Meeting of Shareholders**

In 2024, the global economy showed signs of improvement, though recovery remained uneven and unsustainable across regions. Escalating wars and geopolitical tensions, climate change with increasingly extreme weather events, and the breakthrough of artificial intelligence (AI) continued to shape the global landscape. Despite these challenges, Vietnam's economy grew impressively by over 7%.

The real estate (RE) market began showing clear signs of recovery after five years of hardship, marked by a number of positive developments. The issuance and upcoming enforcement of three new laws—on land, housing, and real estate business—represents a major milestone in the completion of Vietnam's legal framework for the RE market. The sector has passed through its most difficult phase and now stands on firm foundations, with favorable conditions to enter a new growth cycle.

Within this broader context of Vietnam's economy and real estate market, the Board of Directors (BOD), Board of General Directors (BGD), and all employees of CEO Group have made concerted efforts and have basically fulfilled the business plan approved by the General Meeting of Shareholders (GMS), achieving the following results:

**I. BUSINESS PERFORMANCE IN 2024**

- Total consolidated revenue in 2024: VND 1,403 billion;
- Consolidated profit after tax in 2024: VND 165 billion.

**II. ACTIVITIES OF THE BOARD OF DIRECTORS IN 2024****1. General Activities**

In 2024, BOD convened both regular and extraordinary meetings, issuing resolutions to approve several key strategic policies related to the Group's operations and development direction. Notable activities include:

- Completed procedures for issuing shares to pay dividends for 2023, in accordance with the Resolution passed by the 2024 Annual General Meeting of Shareholders. After the issuance, the total number of listed shares of the Group reached 540,406,432 shares, equivalent to charter capital of VND 5,404,064,320,000.
- Adjusted investment projects in accordance with legal regulations and the Company's Charter;
- Carried out restructuring of subsidiaries operating in the Service sector;
- Appointed key management positions under the BOD's authority and adjusted the internal organizational structure;
- Performed other activities within the BOD's scope of authority;



- All resolutions and decisions of the Group's BOD were issued in compliance with the Company's Charter, the Law on Enterprises, and the Law on Securities. A full list of resolutions and decisions is disclosed in the 2024 Corporate Governance Report;
- Related-party transactions between the Group and affiliated parties were conducted in accordance with the Law on Enterprises, the Law on Securities, the Company Charter, and internal corporate governance regulations. All such transactions approved by the BOD have been disclosed in detail in the 2024 Corporate Governance Report.

## **2. *Supervisory Activities of the Board of Directors***

In accordance with the Company Charter, internal management regulations, and applicable laws, the Board of Directors (BOD) fulfilled its supervisory responsibilities through the following actions:

- Led and directed the successful organization of the 2024 Annual General Meeting of Shareholders;
- Directed and accelerated the implementation of the Group's key projects;
- Supervised the allocation and use of capital for business operations, ensuring proper usage and efficiency;
- Oversaw the preparation and compliance with periodic reporting requirements, including quarterly financial statements, reviewed semi-annual financial statements, and audited annual financial statements for 2024;
- Monitored the execution of resolutions of the BOD and GMS, and examined the operational management of the Board of General Directors in executing the business plan;
- Supervised and directed the information disclosure process to ensure transparency, timeliness, and compliance with legal regulations;
- Oversaw and inspected the implementation of internal regulations, rules, and procedures across the Group and its subsidiaries.

### **Result:**

Under the management and direction of the BOD, the Board of General Directors effectively implemented the BOD's resolutions and decisions in full compliance with the law, the Company Charter, and all internal management regulations issued by the BOD.

## **3. *Activities of the Independent Member of the Board of Directors and Evaluation of the BOD's Performance by the Independent Member***

### **3.1. *Activities of the Independent BOD Member***

The Board of Directors includes one (01) independent member. In 2024, the Annual General Meeting of Shareholders approved the election of a new independent BOD member to replace a resigning member. The newly elected independent member holds a Doctorate from Japan and possesses strong professional expertise and experience in the Group's core business areas (architecture and construction). The independent member has made important contributions to the BOD's governance and operations. The independent member attended all BOD meetings and provided

comments on decisions under the BOD's authority to ensure transparency and protect the lawful rights and interests of both the Group and its shareholders.

### 3.2. *Evaluation of the BOD's Performance by the Independent Member*

- In 2024, despite facing various business and operational challenges, the BOD demonstrated flexibility and timely decision-making, issuing effective directives for the Group and its subsidiaries, enabling successful restructuring efforts and ensuring the fulfillment of business targets approved by the Annual General Meeting.
- The BOD promptly issued necessary decisions within its authority to manage and adjust the Group's corporate governance and business operations. It also provided close oversight and guidance to the Board of General Directors in implementing the Group's business strategies, goals, and plans.

### 4. *Remuneration, Operating Expenses, and Other Benefits of the BOD*

In 2024, the remuneration and other benefits of each member of the Board of Directors were disclosed in a separate section of the audited 2024 Financial Statements. The remuneration paid to BOD members was in accordance with the level approved by the 2024 Annual General Meeting of Shareholders:

#### 4.1. *Approved Remuneration Level:*

No.	Title	Quantity	Salary/ month	Time (month)	Total amount (VND)
1	Chairman of the Board of Directors	1	10.000.000	12	120.000.000
2	Member of the Board of Directors	4	7.000.000	12	336.000.000
	<b>Total</b>				<b>456.000.000</b>

#### 4.2. *Actual Remuneration Paid:*

No.	Title	Quantity	Salary/ month	Time (month)	Total amount (VND)
1	Chairman of the Board of Directors	1	10.000.000	12	120.000.000
2	Member of the Board of Directors	4	7.000.000	12	336.000.000
	<b>Total</b>				<b>456.000.000</b>

## III. OPERATIONAL ORIENTATION FOR 2025

### 1. *Factors Influencing the Group's Operations in 2025*

#### 1.1. *Favorable Factors*

- International organizations such as S&P Global, Goldman Sachs Research, and the Organisation for Economic Co-operation and Development (OECD) have recently forecast that global economic growth in 2025 will reach 3.3%, despite ongoing geopolitical uncertainties and the risk of trade wars.



- 2025 is considered a pivotal year for Vietnam as it enters a New Era – the Era of National Ascent.
- The institutional framework has been further improved, with increased decentralization, empowering local authorities with more decision-making and accountability.
- The Vietnamese real estate market is expected to enter a more stable and sustainable growth phase, supported by: An estimated 8% economic growth; Reorganization of the state apparatus; Strategic breakthroughs in science and technology alongside the three national strategic breakthroughs; Strong emphasis on private sector development as a key driver of the economy; Continued efforts to improve Vietnam's enabling, high-capacity governance model.
- 2025 is also expected to mark a strong comeback for the tourism sector post-COVID-19. Vietnam aims to welcome 22-23 million international visitors, 120-130 million domestic travelers, and generate revenue of VND 980 trillion to 1.05 quadrillion. This will lay a solid foundation for the growth of the tourism real estate segment.

## **1.2. Challenges**

- The global economy remains vulnerable to geopolitical conflicts, protectionism, trade wars, climate change, and environmental pollution.
- Three major issues remain pressing in the domestic real estate market including Legal hurdles: The new laws will require time to be implemented effectively in practice; Market imbalance: There is a mismatch between supply and demand, with an oversupply in the high-end segment and a shortage of affordable housing; Rising housing prices: Home prices have increased beyond the reach of the majority of the population.
- Intensifying competition among real estate developers adds further pressure to the market landscape.

## **2. Operational Orientation of the Group in 2025**

### **2.1 Key Targets:**

- Total consolidated revenue: VND 1,543 billion
- Consolidated profit after tax: VND 182 billion
- Expected dividend: Minimum 5%

*CEO Group will focus on:*

- (1) Formulate a new strategy for the New Era with a broader and longer-term vision — focusing on sustainable yet faster and more efficient development — delivering greater value to shareholders, customers, and partners while making stronger contributions to the country.
- (2) Enhance brand competitiveness and increase corporate value.
- (3) Human resources: Restructure for greater efficiency; Train, rotate, and appoint young talents; Develop “5-star personnel” characterized by Skills, Dedication, Teamwork, Aspiration, and Efficiency; Improve income and welfare for employees.
- (4) Refine internal systems: corporate governance principles, corporate culture, risk management, and brand identity in alignment with the Group's and the country's new context.

- (5) Smart governance: Research and apply technology and artificial intelligence (AI) in management and operations to improve productivity, optimize costs, and enhance work efficiency.
- (6) Expand production resource base: Increase the number and diversity of development sites. Priority will be given to mixed-use urban areas and industrial parks.
- (7) Continue to develop and complete the tourism and resort ecosystem.
- (8) Diversify financial resources to meet production and business needs.
- (9) Research and implement the “Happy Enterprise” initiative.
- (10) Fulfill the 2025 business plan in accordance with the Resolution of the 2025 Annual General Meeting of Shareholders.

This concludes the Board of Directors’ Report on 2024 Activities and 2025 Operational Orientation. We respectfully submit this report to the General Meeting of Shareholders for consideration and feedback to finalize the report as the basis for implementation.

Sincerely./.

***Recipients:***

- As above;
- Archive

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**



**Doan Van Binh**





No.: 67-3/2025/BC/CEO-BKS

*Hanoi, March 18<sup>th</sup>, 2025*

## REPORT ON THE ACTIVITIES RESULT OF THE SUPERVISORY BOARD IN 2024 THE AND OPERATIONAL PLAN FOR 2025

(To be submitted to the 2025 Annual General Meeting of Shareholders)

**To: The General Meeting of Shareholders**

The Supervisory Board of C.E.O Group Joint Stock Company (“CEO Group”) has conducted supervision over the Company’s activities for the fiscal year ended December 31, 2024, with the following specific content:

## PART I: REPORT ON SUPERVISORY BOARD ACTIVITIES IN 2024

**1. Number and Composition of the Supervisory Board:**

The Supervisory Board of C.E.O Group Joint Stock Company consists of three (03) members, as follows:

- Ms. Trần Thị Thụy Linh - Head of the Supervisory Board
- Mr. Bui Duc Thuyen - Member of the Supervisory Board
- Ms. Nguyen Thu Phuong - Member of the Supervisory Board

## 2. Report on the Supervision of Business Results and Financial Position of the Group

- The Supervisory Board has conducted a review of the quarterly, semi-annual, and annual financial statements of the Company. It assesses that the Company's financial statements ensure systematic presentation, consistency, and strict compliance with current financial reporting standards and regulations.
- The financial statements accurately reflect the financial position of the Group as of December 31<sup>st</sup>, 2024, as well as the results of operations and cash flows for the fiscal year from January 1<sup>st</sup>, 2024 to December 31<sup>st</sup>, 2024.
- The Supervisory Board concurs with the data presented in the 2024 consolidated financial statements, prepared by the Board of General Directors and audited by Vietnam Auditing and Evaluation Company Limited (VAE). Specifically:
  - + Revenue: VND 1,403 billion
  - + Profit after tax: VND 165 billion
  - + Total assets: VND 8,957 billion

### 3. Evaluation of the Performance of the Board of Directors and the Board of General Directors

The Supervisory Board received full access to information from the Board of Directors (BOD) and the Board of General Directors (GD), including all resolutions and decisions issued. The Supervisory Board maintained regular communication with the BOD and GD

regarding the implementation of the business plan and resolutions passed by the General Meeting of Shareholders. Based on its monitoring activities, the Supervisory Board provides the following assessments:

- The resolutions and decisions issued by the BOD and GD were made within the scope of their authority, in accordance with applicable laws, the Company Charter, and the Resolution of the 2024 Annual General Meeting of Shareholders.
- The management and operation of business activities by the BOD and GD complied with legal regulations, the Company Charter, and the Company's internal corporate governance policies.
- Transactions between the Group and related parties were conducted and disclosed in compliance with the Law on Enterprises and the Law on Securities.
- The Board of Directors demonstrated proactive supervision and management of business operations, showing flexibility in adjusting business strategies and making timely, concrete decisions in governance.
- The Board of General Directors closely followed the strategic direction and decisions of the BOD, making active efforts to implement business activities and manage operations effectively.
- The Supervisory Board did not detect any violations of the law, the Company Charter, internal regulations, or policies by any member of the BOD or GD.
- The Supervisory Board agrees with the content of the 2024 Business Performance Report presented by the Board of General Directors.

#### **4. Evaluation of Coordination Between the Supervisory Board and Shareholders**

As of the record date for shareholders to exercise their rights to attend the 2025 Annual General Meeting of Shareholders, the Supervisory Board had not received any feedback, complaints, or allegations from shareholders regarding violations committed by the Board of Directors, the Board of General Directors, or the Supervisory Board in the performance of their assigned duties.

#### **5. Evaluation Report on the Performance of the Supervisory Board**

- In 2024, the Supervisory Board of CEO Group diligently carried out its supervisory duties, monitoring business operations, financial and accounting activities, and ensuring legal compliance in the activities of the Board of Directors, the Board of General Directors, and other company executives. It also oversaw coordination between the Supervisory Board and the BOD, CEO, shareholders, and fulfilled other responsibilities in accordance with the law and the Company's Charter to protect the legitimate interests of the Company and its shareholders.
- With a spirit of constructive cooperation and responsibility, the Supervisory Board carried out its duties entrusted by shareholders, maintaining open, honest dialogue and feedback with the BOD and the GD, particularly during the formulation of operational regulations, resolutions, and decisions.



- Closely monitored the implementation of resolutions adopted at the 2024 Annual General Meeting of Shareholders;
- Supervised and ensured the execution of resolutions and decisions issued by the BOD and the GD;
- Proactively developed and implemented supervision plans in line with legal regulations and the Company Charter;
- Coordinated actively with the BOD, GD, and relevant departments in the execution of its duties;
- Fully attended BOD meetings and contributed comments and recommendations regarding the oversight of the Company's organizational and business operations;
- Appraised and reviewed the completeness, legality, and accuracy of the Company's quarterly, semi-annual, and annual financial statements;
- Reviewed the transparency of information disclosure, ensuring compliance with legal regulations;
- Supervised the implementation of the Company's internal regulations and procedures as promulgated.

#### 6. Self-Assessment Report of Supervisory Board Members

- In 2024, all members of the Supervisory Board fully attended meetings as detailed in the 2024 Corporate Governance Report.
- Under the assignment of the Head of the Supervisory Board, each member proactively carried out monitoring and inspection tasks aligned with their respective areas of expertise. This included supervision of the Board of Directors, Board of General Directors, relevant departments of the Group, and its subsidiaries.
- All Supervisory Board members self-assessed that they fulfilled their functions and duties in accordance with applicable laws, the Company Charter, the internal corporate governance regulations, and the Supervisory Board's operational rules and procedures.

#### 7. Remuneration and Operating Expenses of the Supervisory Board

The total remuneration for the Supervisory Board in 2024, as approved by the General Meeting of Shareholders, was VND 120,000,000/year. The actual remuneration paid to the Supervisory Board in 2024 was in line with the approved amount, specifically as follows:

No.	Title	Quantity	Salary/ month	Time (month)	Total amount (VND)	Note
1	Head of the Supervisory Board	1	4.000.000	12	48.000.000	
2	Member of the Supervisory Board	2	3.000.000	12	72.000.000	
	<b>Total</b>				<b>120.000.000</b>	

## PART II: OPERATIONAL PLAN FOR 2025

In 2025, the Supervisory Board will focus on implementing the following key tasks:

- Monitor and review the implementation of the 2025 Annual General Meeting of Shareholders' Resolution, as well as resolutions and decisions issued by the Board of Directors and the Board of General Directors.
- Oversee the management and operational activities of the Board of Directors and the Board of General Directors.
- Review financial statements and reports on business performance of the Company.
- Supervise the implementation of the 2025 business plan as approved by the 2025 Annual General Meeting of Shareholders.
- Attend and participate in discussions at meetings of the Board of Directors and other Company meetings; provide recommendations for adjustments and improvements in the governance model, oversight, and business operations in accordance with the Company's development direction, Charter, and applicable legal regulations.
- Coordinate with the Board of Directors and the Board of General Directors in corporate management and operations, ensuring the effective implementation of the resolutions and decisions of the General Meeting of Shareholders.

The above constitutes the report on supervisory activities in 2024 and the operational plan for 2025 of the Supervisory Board. We respectfully submit this report to the General Meeting of Shareholders./.

***Recipients:***

- As above;
- Archive

**ON BEHALF OF THE SUPERVISION BOARD  
HEAD OF BOARD**



**Tran Thi Thuy Linh**



**PROPOSAL****Regarding the approval of the audited financial statements for 2024  
and the profit distribution plan for 2024****To: General Meeting of Shareholders**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 and its guiding documents;
- Pursuant to the Charter of C.E.O Group Joint Stock Company;
- Pursuant to the audited 2024 Financial Statements of C.E.O Group Joint Stock Company.

The Board of Directors of C.E.O Group Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval the 2024 Financial Statements (including the separate and consolidated financial statements), and the proposed profit distribution plan for 2024, as follows:

**I. The parent company financial statements and the consolidated financial statements for 2024 were audited by Vietnam Auditing and Evaluation Company Limited (VAE) and include the following documents:**

1. Report of the Board of General Directors;
2. Independent Auditor's Report;
3. Balance Sheet as of December 31<sup>st</sup>, 2024;
4. Income Statement for the year 2024;
5. Cash Flow Statement for the year 2024;
6. Notes to the Financial Statements for the year 2024.

**II. Profit Distribution Plan**

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the proposed plan for profit distribution and dividend payment for 2024 as follows:

**1. Profit Distribution Plan for 2024:**

No.	Content	Unit	Amount
1	Profit after corporate income tax in 2024	VND	164,054,665,126
2	Appropriation to Development Investment Fund (5% of profit after tax)	VND	8,202,733,256
3	Appropriation to Employee Bonus Fund (3% of profit after tax)	VND	4,921,639,954

4	Appropriation to Collective Welfare Fund (3% of profit after tax)	VND	4,921,639,954
5	Appropriation to Bonus Fund for the Board of Directors and Board of General Directors (4% of profit after tax)	VND	6,562,186,605
6	Undistributed profit carried forward to 2025	VND	139,446,465,357

## 2. 2024 Dividend Payment Plan:

- Form of payment: Dividend to be paid in shares to existing shareholders
- Implementation ratio: 100:5 (Shareholders holding 100 shares will receive 5 new shares)
- Implementation timeline: After approval by the 2025 Annual General Meeting of Shareholders and upon written confirmation from the State Securities Commission regarding the receipt of all required issuance documents. The issuance is expected to take place within 2025.

*(Detailed issuance plan attached)*

We respectfully submit this plan to the General Meeting of Shareholders for consideration and approval./.

### **Recipients:**

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**ONE BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN**



**Doan Van Binh**



*Hanoi, March 18<sup>th</sup>, 2025***STOCK DIVIDEND ISSUANCE PLAN***(Attached to the Proposal No: 62.333/2025/TTr/CEO- HDQT dated March 18<sup>th</sup>, 2025)***I. PURPOSE OF THE ISSUANCE:** To issue shares for the 2024 dividend payment**II. ISSUANCE PLAN:**

Name of the shares:	Shares of C.E.O Group Joint Stock Company (“CEO Group”)
Stock code:	CEO
Type of shares:	Ordinary shares
Par value per share:	VND 10,000/share
Charter capital:	VND 5,404,064,320,000
Total number of shares before issuance:	540,406,432 shares
Number of outstanding shares before issuance:	540,406,432 shares
Number of treasury shares as of December 31 <sup>st</sup> , 2024:	0 shares
Type of securities to be issued::	Ordinary shares
Number of shares to be issued:	27,020,321 shares, equivalent to 5% of the total number of outstanding shares
Par value of the issued shares:	VND 10,000/share
Total par value of shares to be issued:	VND 270,203,210,000
Source of capital for the issuance:	Undistributed after-tax profits accumulated up to December 31 <sup>st</sup> , 2024, as stated in the audited consolidated financial statements of CEO Group for the fiscal year 2024.
Issuance timeline:	After receiving approval from the 2025 Annual General Meeting of Shareholders (“AGM”) and upon written confirmation from the State Securities Commission of Vietnam (“SSC”) acknowledging the receipt of the complete



	issuance dossier. The issuance is expected to be completed in 2025.
Eligible recipients:	Existing shareholders whose names appear on the shareholder list as of the record date for exercising the right to receive stock dividends.
Issuance ratio:	5%, equivalent to a ratio of 100:5 (For every 100 shares held on the record date, shareholders will receive 5 additional shares as dividends).
Rounding principle and treatment of fractional shares (if any):	For fractional shares (if any) arising from shareholders exercising their rights, the number of shares to be received will be rounded down to the nearest whole number. Any remaining fractional shares (in decimals) will be cancelled <i>Example: As of the record date for exercising the right to receive stock dividends, if Shareholder A holds 335 shares, the number of new shares to be received will be <math>(335 \times 5\%) = 16.75</math> shares. According to the rounding-down principle, Shareholder A will receive 16 new shares. The remaining 0.75 fractional share will be cancelled.</i>
Transfer restriction conditions:	The newly issued shares are not subject to transfer restrictions. The right to receive stock dividends is non-transferable.
Distribution method:	<ul style="list-style-type: none"> <li>- For deposited securities: Shareholders shall receive stock dividends through the depository members (securities companies) where their securities trading accounts are maintained.</li> <li>- For non-deposited securities: Shareholders shall complete procedures for receiving stock dividends in person at the head office of C.E.O Group Joint Stock Company, 5th Floor, CEO Tower, HH2-1 Me Tri Ha New Urban Area, Pham Hung Street, Me Tri Ward, Nam Tu Liem District, Hanoi, Vietnam, on working days of the week. When conducting the procedures, shareholders must present the original Share Ownership Certificate and the original valid Citizen Identification Card or Passport.</li> </ul>
Additional depository and listing:	The shares issued for dividend payment will be additionally registered for depository with the Vietnam Securities Depository and Clearing Corporation (VSDC) and additionally listed on the Stock Exchange in accordance with applicable laws and regulations.



### III. APPROVAL OF CHARTER CAPITAL INCREASE AND AMENDMENT TO THE CHARTER

The General Meeting of Shareholders approves the increase of charter capital corresponding to the total par value of the shares issued for dividend payment and the amendment and update of relevant provisions regarding charter capital and shares in Clause 1, Article 5 of the Charter of CEO Group, based on the charter capital after the completion of the issuance.

### IV. APPROVAL OF AUTHORIZATION TO THE BOARD OF DIRECTORS

The General Meeting of Shareholders authorizes the Board of Directors to perform the following tasks:

- Determine the timing of the issuance, prepare and finalize the issuance dossier for submission to the State Securities Commission of Vietnam (SSC). In case the SSC requires amendments or supplements, the Board of Directors is authorized to make such amendments or supplements (including amending, supplementing, or modifying the aforementioned issuance plan) in accordance with the plan approved by the General Meeting of Shareholders and in compliance with applicable laws;
- Select an appropriate time to determine the record date and other relevant timelines for the implementation of the stock dividend issuance in accordance with applicable regulations;
- Carry out procedures for amending and supplementing the Company's Charter to reflect the increase in charter capital resulting from the stock dividend issuance, and promulgate the revised Charter reflecting the new charter capital as approved by the General Meeting of Shareholders;
- Implement the necessary legal procedures to amend the Enterprise Registration Certificate to reflect the new charter capital after the completion of the stock issuance;
- Complete procedures for additional securities depository registration with the Vietnam Securities Depository and Clearing Corporation (VSDC), and apply for additional listing of the newly issued shares on the Stock Exchange in accordance with legal regulations;
- In addition to the above, the General Meeting of Shareholders unanimously approves the authorization of the Board of Directors to decide on all other related matters arising during the implementation of the stock dividend issuance, in compliance with applicable laws.

**The Board of Directors respectfully submits this proposal to the General Meeting of Shareholders for consideration and approval !**

**Recipients:**

- As above;
- Archive

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN** 



**Doan Van Binh**

No.: *69.3.1*./2025/TTr/ CEO-BKS

*Hanoi, March 18<sup>th</sup>, 2025*

**PROPOSAL**

**Regarding: Selection of Auditing Firm for Fiscal Year 2025**

**To: The General Meeting of Shareholders**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 and its guiding documents;
- Pursuant to the Charter of C.E.O Group Joint Stock Company.

The Supervisory Board respectfully submits to the General Meeting of Shareholders for approval the selection of an auditing firm to audit the 2025 financial statements and review the interim financial reports of the Company as follows:

**I. Criteria for Selecting the Auditing Firm**

1. Must be approved by the State Securities Commission to audit issuing organizations, listed companies, and securities business institutions in 2025;
2. Must have experience auditing enterprises operating in similar business sectors as the Company;
3. Must have a reputable track record for audit quality;
4. Must possess a team of qualified and experienced auditors;
5. Must be able to meet the Company's requirements in terms of audit scope and schedule;
6. Must offer a reasonable audit fee.

**II. Proposal of the Supervisory Board**

We respectfully submit to the General Meeting of Shareholders a proposal to authorize the Board of Directors to select an auditing firm based on the criteria outlined in Section I to carry out the audit of the 2025 financial statements and the review of the Company's interim financial reports.

We respectfully request the General Meeting of Shareholders to consider and approve this proposal.

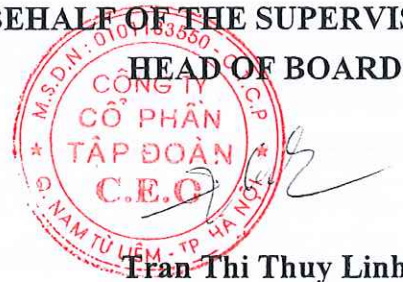
Sincerely!

**Recipients:**

- As above;
- Archive

**ON BEHALF OF THE SUPERVISION BOARD**

**HEAD OF BOARD**

  
**Tran Thi Thuy Linh**



**PROPOSAL****Regarding: Approval of Remuneration for The Board of Directors  
and The Supervisory Board in 2025****To: The General Meeting of Shareholders**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 and its guiding documents;
- Pursuant to the Charter of C.E.O Group Joint Stock Company.

The Board of Directors of C.E.O Group Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval the settlement of remuneration for the Board of Directors (BOD) and the Supervisory Board (SB) for the fiscal year 2024, as well as the proposed remuneration plan for the BOD and SB for the fiscal year 2025, as follows:

**1. Settlement of Remuneration for the Board of Directors and Supervisory Board in 2024**

- Total approved remuneration for the BOD and SB: VND 576,000,000
- Actual remuneration paid in 2024: VND 576,000,000

**2. Proposed Remuneration for 2025**

It is proposed to maintain the same remuneration level for members of the BOD and SB as in 2024, specifically as follows:

No.	Title	Quantity	Salary/ month	Time (month h)	Total amount (VND)	Note
<b>I</b>	<b>Board of Directors</b>					
1	Chairman of the BOD	1	10,000,000	12	120,000,000	
2	BOD Member	4	7,000,000	12	336,000,000	
	<b>Subtotal</b>				<b>456,000,000</b>	
<b>II</b>	<b>Supervisory Board</b>					
1	Head of the SB	1	4,000,000	12	48,000,000	
2	SB Member	2	3,000,000	12	72,000,000	
	<b>Subtotal</b>				<b>120,000,000</b>	
	<b>Total (I + II)</b>				<b>576,000,000</b>	

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval of the proposed remuneration levels for each position within the BOD and the SB as stated above.

Sincerely!

**Recipients:**

- As above;
- Archive

**ON BEHALF OF THE BOARD OF DIRECTORS**

No.: 05-4/2025/TTTr/CEO-HĐQT

Hanoi, April 08<sup>th</sup>, 2025

**PROPOSAL**

**Regarding: The Dismissal and Election of a Replacement  
Member of the Board of Directors for the 2022–2027 Term**

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

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17<sup>th</sup>, 2020, and its guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26<sup>th</sup>, 2019, and its guiding documents;
- Pursuant to the Charter of C.E.O Group Joint Stock Company ("CEO Group");
- Pursuant to the Resignation Letter submitted by Ms. Vu Thi Lan Anh, a member of the Board of Directors for the 2022-2027 term.

To ensure compliance with the required number of Board members, the Board of Directors of CEO Group respectfully submits to the General Meeting of Shareholders ("GMS") for consideration and approval the dismissal and election of a replacement member of the Board of Directors for the 2022–2027 term, as follows:

**I. Dismissal of a Member of the Board of Directors**

- The Board of Directors respectfully submits to the General Meeting of Shareholders (GMS) for consideration and approval the dismissal of Ms. Vu Thi Lan Anh from position as a member of the Board of Directors of CEO Group for the 2022–2027 term, in accordance with her personal request.
- Effective date of dismissal: From the date of approval by the 2025 Annual General Meeting of Shareholders.

**II. Election of a Replacement Member of the Board of Directors for the 2022–2027 Term**

1. **Number of members to be elected as replacement:** 01 member of the Board of Directors.
2. **Eligibility and qualifications of candidates**  
Candidates must satisfy the conditions and criteria stipulated in Article 155 of the Law on Enterprises, the Charter of CEO Group, and the Company's internal regulations (if any).
3. **The General Meeting of Shareholders shall carry out the election of a replacement Board member for the 2022–2027 term in accordance with the Election Regulations adopted at the Meeting.**
4. **List of nominated/self-nominated candidates for the Board of Directors for the 2022–2027 term**

By the time before the opening of the Congress, the Organizing Committee had compiled the nomination and candidacy records for the Board of Directors for the 2022-2027 term. The summary results are as follows:



a. Candidate records: None

b. Nomination records: 01 candidate:

- Mr. Doan Duc Anh nominated by the Board of Directors (*Candidate records attached*)

We respectfully submit this proposal to the General Meeting of Shareholders for consideration and approval!

Sincerely!

***Recipients:***

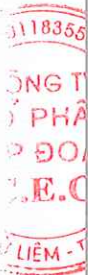
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**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**



**Doan Van Binh**



**SOCIALIST REPUBLIC OF VIETNAM**

**Independence – Freedom – Happiness**

**CANDIDATE INFORMATION**

*(Nominated to replace member of Board of Directors of  
C.E.O Group Joint Stock Company for the term 2022-2027)*

1. Full name: **Doan Duc Anh**
2. Gender: Male
3. Date of birth: 22/07/2003
4. Nationality: Vietnam
5. Ethnicity : Kinh
6. ID card No: 001203014895 Issued date: 13/7/2024 Issued place: Ministry of Public Security
7. Qualification : Bachelor of Commerce majoring in Economics and Financial Management, James Cook University Singapore (Excellent); currently studying for a 2<sup>nd</sup> degree at Hanoi Law University (HLU)
8. Foreign language level: English proficiency
9. Employment history:

Month, Year	Workplace and Position
From 01/2024 until now	Assistant to General Director of Van Don Tourism Development and Investment Joint Stock Company
From 5/2024 until now	Assistant to General Director of C.E.O Group Joint Stock Company

10. Other management positions: None

