



DOCUMENTS

FOR THE ANNUAL GENERAL

MEETING OF SHAREHOLDERS

FISCAL YEAR 2024 – 2025

Ho Chi Minh City, March 18, 2025

DOCUMENTS
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FISCAL YEAR 2024 – 2025

LIST OF ABBREVIATIONS AND GLOSSARY OF TERMS

1. **Hoa Sen Group** : Means a group of companies, including Hoa Sen Group (as a Parent Company) and its subsidiaries
2. **GMS** : General Meeting of Shareholders
3. **AGM** : Annual Meeting of General Shareholders
4. **BOD** : Board of Directors
5. **Members' Council** : Means a group of people representing a Company
6. **GEB** : Group Executive Board
7. **BOM** : Board of Management
8. **Restructuring Board** : Restructuring & Resource Management Board
9. **The BOD Office** : Assistant Office for the BOD and the Chairman of the BOD
10. **IP** : Industrial Park
11. **JSC** : Joint Stock Company
12. **One Member Ltd. Company** : “One Member Limited Liability Company” or “One Member Limited Liabilities Company” or “One Member Company Limited”
13. **FY** : Fiscal year
14. **FS** : Financial Statements
15. **Transactions with related parties** : Including transactions arising between Hoa Sen Group and related parties
16. **Related parties** : Including entities and individuals having direct or indirect relationship to the Hoa Sen Group in accordance with current Law on Enterprises and Law on Securities

MEETING AGENDA

No.	Contents	Notes
I	OPENING PROCEDURE	
1	Verification of shareholder status; Voting on the approval of the Agenda; Introduction of the participants attending the AGM	
2	The GMS approves the list of the Presidium and the Vote Counting Board; the Presidium appoints the Secretarial Board	
3	Opening Address of the Chairman of the BOD	Chairman of the BOD, Chair of the Chair Board
II	MAIN CONTENTS OF THE MEETING	
1	Report of the BOD on the performance result in the FY 2023 – 2024 and the plan for the FY 2024 – 2025.	Member of the BOD represents on behalf of the BOD
2	Report on consolidated production – business results in the FY 2023 – 2024 and the plan for the FY 2024 – 2025.	PP the BOD
3	Research report on the building materials supermarket market in Vietnam; the establishment of Hoa Sen Home Joint Stock Company; and an overview of the capital needs of Hoa Sen Plastic Joint Stock Company	Consulting firm
4	Report of the BOD on the orientation, roadmap, and implementation plan of the Group's restructuring policy	General Director
5	<p>Reports and proposals relating to financial contents:</p> <ul style="list-style-type: none"> - Audited separated financial statements and consolidated financial statements of Hoa Sen Group in the FY 2023 – 2024; The value of transactions with related parties which has been recorded in the audited financial statements; And the value of transactions arising, which will be recorded in the financial statements of the FY 2024 – 2025, in accordance with current legal regulation. - Report on the dividend payment of the FY 2022 – 2023; Official funding provision implemented in the FY 2023 – 2024; Report on the remuneration, operational expenses of the BOD and other units under the BOD in the FY 2023 – 2024. - Proposal for dividend payment of the FY 2023 – 2024; Proposal for funding provision in the FY 2024 – 2025; Proposal for the remuneration, operational expenses of the BOD and other units under the BOD in the FY 2024 – 2025. 	PP the BOD

No.	Contents	Notes
6	<p>Report and proposal of Independent Member of the BOD and Audit Committee under the BOD:</p> <ul style="list-style-type: none"> - Report on the performance result in the FY 2023 – 2024 and the plan for the FY 2024 – 2025. - Proposal to the GMS for the approval of the list of independent auditing firms and authorizing the BOD to select a independent auditing firm for financial statements of Hoa Sen Group in the FY 2024 – 2025. 	Independent Member of the BOD
7	Proposal of the BOD, for GMS's approval of redeeming shares	The Secretarial Board
III	DISCUSSION AND QUESTIONS & ANSWERS (30 minutes)	
IV	VOTING FOR EACH CONTENTS IN THE MEETING	
V	BREAK TIME (30 minutes)	
VI	ANNOUCEMENT OF VOTING ON THE MEETING CONTENTS	
	Announcing the voting result of the Meeting contents	The Vote-counting Board
VII	APPROVAL OF THE RESOLUTION OF ANNUAL MEETING OF GENERAL SHAREHOLDERS, CLOSING PROCEDURE	

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CHAPTER I

OPERATIONAL PRINCIPLES FOR ANNUAL GENERAL MEETING OF SHAREHOLDERS IN THE FY 2024 – 2025

In pursuance of:

- *Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;*
- *Law on Securities No. 54/2019/QH14 dated November 26, 2019;*
- *Decree No.155/2020/ND-CP dated December 31, 2020 elaborating on some articles of the Law on Securities;*
- *Circular No.116/2020/TT-BTC dated December 31, 2020 guiding on implementation of some articles on administration of public companies at Decree No.155/2020/ND-CP;*
- *Hoa Sen Group's Charter of Organization & Operations.*

The Operational Principles for Annual General Meeting are regulated in details in the Charter and Corporate Governance Regulation of HSG, approved by the General Shareholders and applied to the Annual General Meeting of Shareholders in the FY 2024 – 2025, details as below:

I. PRINCIPLES ON THE AUTHORITY FOR OPERATING THE MEETING

The Annual General Meeting of Shareholders (also referred as “the AGM/Meeting”) shall be chaired by the Chairman of the BOD. Since the opening of the Meeting, the Chair is entitled to operating the Meeting in accordance with proceedings, procedures regulated by current Laws and the Charter of Hoa Sen Group. All attendees shall comply with the directions and operations of the Chair.

II. PROTOCOLS TO ENSURE THE SECURITY DURING THE MEETING

The Chair conducts the Meeting in accordance with the regulations of law and the Company's Charter. The Chair is entitled to applying any necessary and reasonable protocols to ensure the security of the Meeting in accordance with the approved Agenda and desires of majority of the attendees.

The Chair is entitled to requesting for any examinations, applying any security protocols or other necessary protocols toward the attendees in accordance with current laws and the Charter of Hoa Sen Group for the effectiveness and order of the Meeting.

In case there are individuals failing to comply with the operation of the Chair or intentionally disrupting the Meeting or failing to comply with the request for security examinations, the Organizing Board shall act on behalf on the Chair to have the security guards expel these individuals from the Meeting.



III. VOTING PRINCIPLES

Shareholders/Delegate of Shareholder(s) after registering to attend the AGM shall be issued 01 Voting Card. The valid Voting Card shall assure these following conditions: Identifying numbers of Shareholders; Full name of Shareholders/Delegate of Shareholder(s); The number of voting shares; Stamped with the Stamp of HSG. Shareholders shall re-check all information in the Voting Card (especially the voting shares). In case there are any defects, shareholders shall promptly inform the Organizing Board for replacement. Shareholders shall attend and vote on the contents until the AGM ends.

The General Shareholders shall vote on each content submitted by the BOD at the AGM under the direction of the Chair. For each content, the Chair shall in turn request shareholders to vote in the following order: **Approval, Disapproval, Abstention.**

Shareholders shall vote for each contents by rising his/her/their Voting Card in accordance with the guidance of the Chair or a person authorized by the Chair.

VOTING CARD SAMPLE

 HOA SEN GROUP	HOA SEN GROUP No. 9, Thong Nhat Avenue, Song Than II IP, Di An Ward, Di An City, Binh Duong Province Tel: (028) 39 990 111 - Fax: (028) 39 976 610 www.hoasengroup.vn
	
THẺ BIỂU QUYẾT VOTING CARD	
(Tại Đại hội đồng cổ đông thường niên NĐTC 2024 – 2025 ngày 18/03/2025)	
<i>At the Annual General Meeting of Shareholders for FY 2024 – 2025</i> <i>on March 18th, 2025</i>	
Tên cổ đông:
(Name of Shareholder)	
Tổng số CP có quyền biểu quyết (1) + (2): CP/Shares
(Total voting right shares)	
Số CP phổ thông sở hữu (1): CP/Shares
(Number of common shares owned)	
Số CP phổ thông được ủy quyền (2): CP/Shares
(Number of common shares authorized)	
Mã số cổ đông (Shareholder's code):	
HSG -	

IV. PRINCIPLES FOR DISCUSSION AND ANSWERING QUESTIONS, FEEDBACK

Shareholders shall discuss the contents within the agenda of the Meeting approved by the General Shareholders and within the decisions, operations of the Chair. All feedback, discussion shall be registered in the “Form of Feedback and Discussion Registration” and shall be collected by the Secretarial Board before proposing to the Chair for answering.

The Chair is entitled to refuse answering any feedback, questions without registration, or unsuitable with the Meeting agenda, or arising outside of the Feedback, Q&A Time.

All questions of shareholders will be answered directly by the Chair within the reasonable time in the Meeting agenda or up to the decisions of the Chair. In case there are remaining feedback, questions while the Q&A time have run out, the Group will answer in written and publish them publicly on the website of HSG (<https://www.hoasengroup.vn>) within 15 (fifteen) days from the date of the AGM’s conclusion.

CHAPTER II

GENERAL INTRODUCTION OF HOA SEN GROUP

I. GENERAL INFORMATION

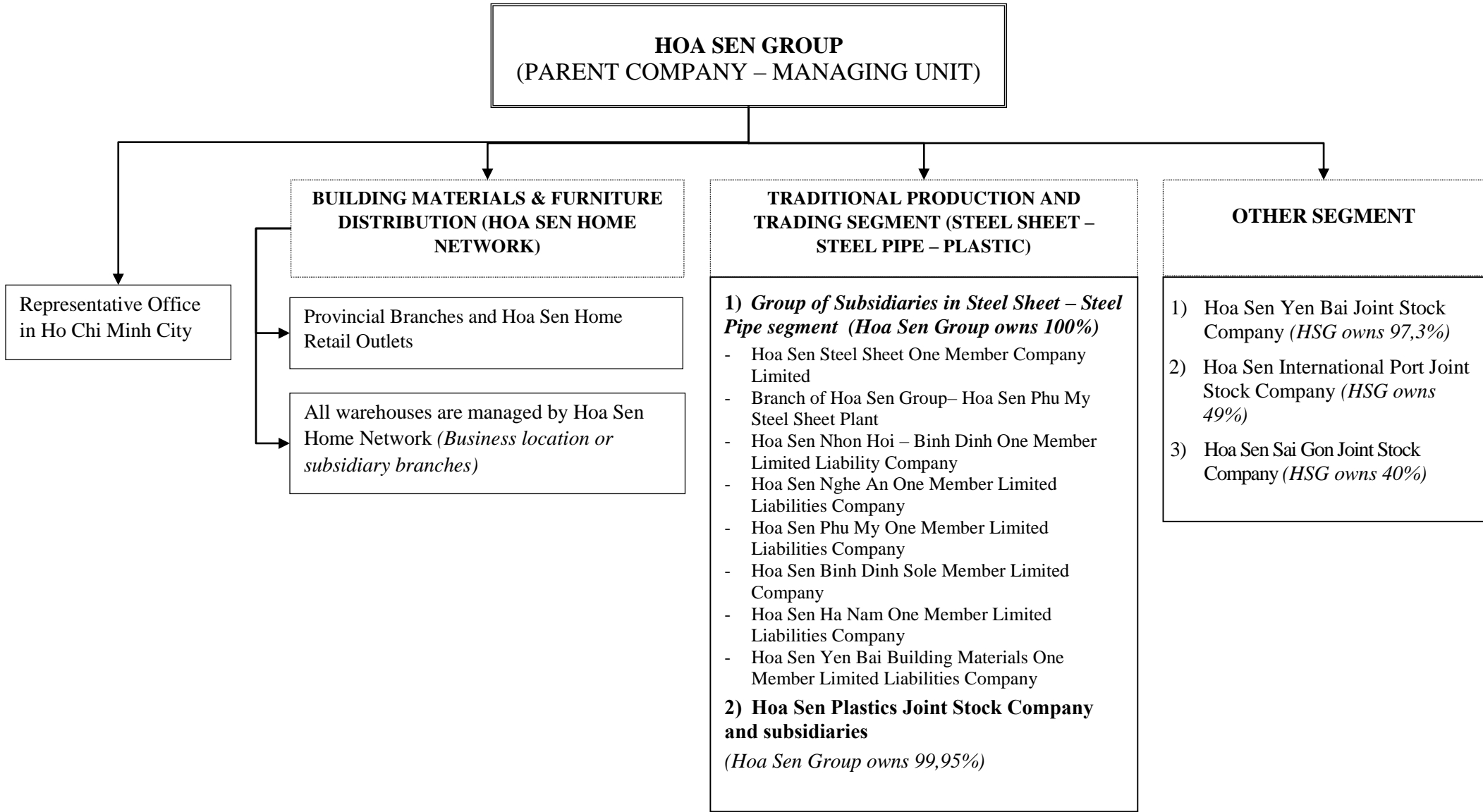
Name of the Company	HOA SEN GROUP
Name of the Company in Vietnamese	CÔNG TY CỔ PHẦN TẬP ĐOÀN HOA SEN
Abbreviation	HOA SEN GROUP (HSG)
Business registration certificate	No. 3700381324 first issued on August 8, 2001, 44 th issued on November 21, 2024 by the Department of Planning and Investment of Binh Duong Province
Charter capital	VND 6,209,823,090,000 (<i>Six thousand two hundred and nine billion eight hundred and twenty three million ninety thousand dong</i>)
Headquarters	No. 09, Thong Nhat Boulevard, Song Than II IP, Di An Ward, Di An City, Binh Duong Province, Vietnam
Representative Office	No. 183, Nguyen Van Troi Street, Ward 10, Phu Nhuan District, Ho Chi Minh City, Vietnam
Representatives in Law	<ol style="list-style-type: none"> 1. First Representative: Mr. LE PHUOC VU – Chairman of the BOD 2. Second Representative: Mr. TRAN NGOC CHU – Executive Vice Chairman of the BOD 3. Third Representative: Mr. VU VAN THANH – General Director
Main business scope	Manufacturing and selling products serving the construction industry, focusing on: steel sheets, steel pipes, plastic pipes, plastic accessories, trading, distributing, and retailing.

II. THE ESTABLISHMENT AND DEVELOPMENT OF THE GROUP

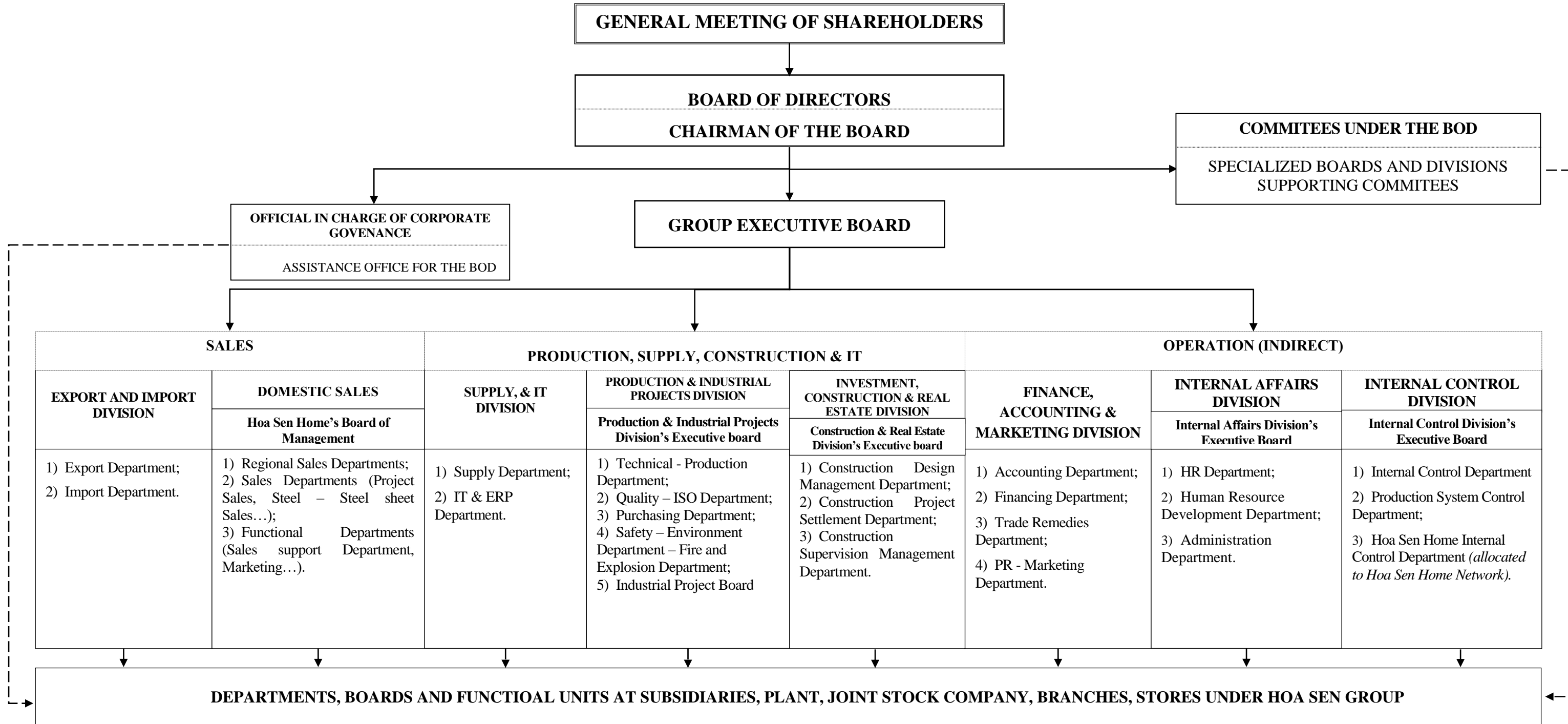
No.	Timeline	Contents
FROM 2001 TO 2010		
1	08/08/2001	Hoa Sen Joint Stock Company, the forerunner of Hoa Sen Group, was established with a charter capital of VND 30 billion.
2	From 2002 to 2003	There were a total of 34 branches, focusing primarily on the regions: Mekong Delta, Southeast, and Central Coastal.
3	08/08/2004	The inauguration of Hoa Sen Group's headquarters at 09 Thong Nhat Avenue, Song Than II Industrial Park, Di An Ward, Di An City, Binh Duong Province, and the commencement of operation of the Pre-painted galvanized line No. I, with a designed capacity of 45,000 tons per year.
4	2005	Increased the total number of branches to 56. Put the galvanized steel production line No. I, the pre-painted galvanized line No. II and the galvanizing line with NOF technology into operation
5	November 2006	Hoa Sen Steel Joint Stock Company was established
6	December 2007	Merged Hoa Sen Joint Stock Company with three companies (Hoa Sen Steel Sheet Joint Stock Company, Hoa Sen Materials Joint Stock Company, Hoa Sen Mechanical and Construction Joint Stock Company) and changed the name to Hoa Sen Group
7	05/12/2008	Listed shares on the Ho Chi Minh City Stock Exchange, stock code HSG.
8	2009	Increased its own charter capital from VND 570 billion to VND 1,008 billion.
9	2010	Finished phase 1 of Hoa Sen Phu My Steel Sheet Plant Project. Increased the total number of branches to 106.
FROM 2011 TO 2023		
1	2012	Introduced new brand identity system
2	March 2013	Put the coated steel sheet in coil (thin size) production line (NOF technology) into operation, designed capacity of 120,000 tons/year in phase 2 of Hoa Sen Phu My Steel Plant project
3	08/01/2014	Put the production lines of phase 2 of Hoa Sen Phu My Steel Plant project into operation, increase the total designed capacity of the Group's production lines to nearly 1 million tons of cold rolled steel and 1.2 million tons of galvanized steel per year
4	2015	Increased total number of branches to 190 and its own charter from VND 1,008 billion to VND 1,310 billion
5	2016	Operating and exploiting phase 1 of Hoa Sen Nghe An Plant in Dong Hoi Industrial Park. Received the Second Class Labor Medal awarded by the President.
6	2017	HSG was honored to receive the “Best Managed Company in Asia” award for the second time by Euromoney financial magazine. It was honored in the Top 3 – Mid Cap Listed Companies with the Best Investor Relations Activities in 2017.

No.	Timeline	Contents
		HSG deployed the ERP system, marking a major step forward for the Group in improving management efficiency. Completed phase 1 of Hoa Sen Nhon Hoi – Binh Dinh Steel Plant and put it into operation.
7	2018	Increased charter capital from VND 3,500 billion to VND 3,850 billion. Officially deployed the restructuring of distribution network under Provincial Branch
8	2019	Completed the project of the restructuring of distribution network under Provincial Branch. Completed and put into operation phase 2 of Hoa Sen Nhon Hoi – Binh Dinh Steel Plant and phase 2 of Hoa Sen Nghe An Plant in Dong Hoi Industrial Park. Increased the Company's charter capital to VND 4,235 billion.
9	2020	Established Strategic & Investment Development Board, implementation of diversification strategy and expansion of product portfolio. Initial development of Hoa Sen Home Building Materials & Interior Supermarket model. Increased the Company's charter capital to VND 4,446 billion.
10	2021	Set a record profit after tax of VND 4,313 billion. Put into operation the first outlet of Hoa Sen Home Building Materials and Interior Supermarket. Increased the Company's charter capital to VND 4,935 billion.
11	2022	The GMS approved and implemented the restructuring project, transforming the Group's governance model towards specialization of Production and Business Sectors. Converting Hoa Sen Building Materials One Member Company Limited into Hoa Sen Plastics Joint Stock Company. Increased the Company's charter capital to VND 5,980 billion.
12	2023	The number of outlets under Hoa Sen Home Building Materials & Interior Supermarket Network reached 114 and there are more than 300 traditional stores, becoming one of the leading building materials distribution systems in Vietnam. Hoa Sen Steel products were awarded ISO 14064-1:2018 and ISO 14067-2018 certifications for greenhouse gas inventory, demonstrating the Group's sense of responsibility and compliance with environmental protection laws. Increased the Company's charter capital to VND 6,159 billion.
2024		
1	2024	Launched and put into business new product lines with the exclusive brand of Hoa Sen Home such as: Lustile tiles, Lustra tiles, Lustime roof tiles, Tuslo sanitary equipment... Put into operation the 120th outlets of Hoa Sen Home Building Materials & Interior Supermarket nationwide. As of December 31, 2024, the whole Group has more than 400 retail distribution stores, of which 120 outlets operate under the Hoa Sen Home model. Increase the Company's charter capital to VND 6,209 billion.

OPERATING MODEL OF GROUP SUBSIDIARIES AND UNITS UNDER HOA SEN GROUP



HOA SEN GROUP ORGANIZATIONAL STRUCTURE



→ : Directly governing and managing direction, policy, organization and operations

—→ : Managing and coordinating operations and expertise.

CHAPTER III

CONSOLIDATED REPORT ON PERFORMANCE RESULTS OF THE GROUP FOR THE FISCAL YEAR 2023 – 2024

I. BOD’S REPORT ON GOVERNANCE AND EXECUTIVE ACTIVITIES IN THE FY 2023 – 2024

1. Struture, composition of the BOD and the Committees, Specialized Boards under the BOD

1.1 Composition of the BOD for the term 2024 – 2029

The BOD for the term 2024 – 2029 was elected by the GMS at the AGM for FY 2023 – 2024 with details as follows:

- Number of BOD’s member in the term: 06
- The composition and positions of the BOD’s members are inherited from the previous term.
 - + Number of Executive Member: 02.
 - + Number of Non-Executive Member: 04, including 02 Independent Members.
- Composition and positions of the BOD for the term 2024 – 2029 are as follows:

No.	Full name	Title
1	Mr. LE PHUOC VU	Chairman of the BOD
2	Mr. TRAN NGOC CHU	Vice Chairman of the BOD
3	Mr. TRAN QUOC TRI	Non-Executive Member of the BOD
4	Mr. LY VAN XUAN	Non-Executive Member of the BOD
5	Mr. NGUYEN VAN LUAN	Independent Member of the BOD
6	Mr. DINH VIET DUY	Independent Member of the BOD

1.2 Obligations of the BOD and Committees, Specialized Boards under the BOD

In order to enhance governance quality and ensure effective execution of its functions, obligations and authorization, the BOD established the Committees affiliated with the supports from Specialized Boards based on a strict compliance to corporate governance principles for public companies as recommended by the State Securities Commission, along with the BOD’s commitment to transparency and accountability in management and governance.

The Committees under the BOD are established to organize, direct and supervise the implementation of the strategic tasks of the BOD, with details as follow:

- *Strategic Development Committee:* Developing business strategies, investment strategies, and conducting research, evaluation, and assessment of strategies, investment orientations, and development directions of the BOD. Researching, analyzing and finalizing plans and roadmaps for implementing restructuring strategies, specializing the Group’s business activities.

- *Corporate Governance & Appointment, Remuneration Committee*: Developing and organizing the implementation of restructuring plans; providing recommendations on issues related to the Group's internal management system, human resources development; evaluating the standards and capabilities of candidates for the BOD; recommending the appointment, dismissal and removal of positions under the authority of the BOD; evaluating the performance of each member of the BOD; recommending the compensations and other benefits of positions under the BOD.

- *Audit Committee*: Monitoring the integrity of financial statements, financial results; approving, monitoring and providing recommendations on issues related to transactions with related parties; monitoring the auditing functions, reviewing the internal control and risk management system; recommending the selection of independent auditing firm; monitoring and evaluating the independence and objectivity of the auditing firm and the effectiveness of the auditing process

- *Finance & Investor Relations Committee*: Supervising and providing directions related to shareholders, investor relations, and information disclosure on the securities market; consulting the BOD on issues related to finance, capital mobilization, and issuance of the Group's shares.

Composition and organization structure of Committees and Specialized Boards under the BOD:

No	Committee/Specialized Board	Member	Position
1	Strategic Development Committee (Specialized Supporting Board: Strategy – Development Board)	Mr. LE PHUOC VU Chairman of the BOD	Head of Committee
		Mr. TRAN NGOC CHU Vice Chairman of the BOD	Deputy Head of Committee
		Mr. TRAN QUOC TRI Non-Executive BOD Member	Deputy Head of Committee
2	Corporate Governance & Appointment, Remuneration Committee (Specialized Supporting Board: Restructuring Board)	Mr. LE PHUOC VU Chairman of the BOD	Head of Committee
		Mr. TRAN NGOC CHU Vice Chairman of the BOD	Deputy Head of Committee
		Mr. TRAN QUOC TRI Non-Executive BOD Member	Deputy Head of Committee
3	Audit Committee (Specialized Supporting Board: Internal Audit Deployment Board)	Mr. NGUYEN VAN LUAN Independent BOD Member	Head of Committee
		Mr. DINH VIET DUY Independent BOD Member	Member of Committee
		Mr. LY VAN XUAN Non-Executive BOD Member	Member of Committee
4	Finance & Investor Relations Committee	Mr. DINH VIET DUY Independent BOD Member	Head of Committee
		Mr. LY VAN XUAN Non-Executive BOD Member	Member of Committee

2. BOD's functions and obligations performance results

The BOD plays a crucial role in leading and formulating strategies and directions for the Group. The importance of the Board of Directors (BOD) is reflected in its responsibility to formulate strategies and identify key priorities in the Group's business activities, as well as to oversee management and make decisions on issues within its authority. Recognizing its crucial position and role in the survival and success of the business, the BOD of Hoa Sen Group clearly defines its functions, duties, and obligations. The BOD ensures effective execution of its governance and supervisory duties, setting the direction for the Group's activities based on the long-term strategy and objectives approved by the General Meeting of Shareholders at the beginning of the fiscal year, with details as follow:

- Ensuring the BOD meetings were held regularly or on an ad hoc basis when necessary to discuss and decide on important issues. These meetings were conducted seriously, effectively, appropriately, and in compliance with legal regulations.

- As a collective decision-making organization, the BOD ensured effective governance and oversight by clearly defining the roles of each member and assigning specific obligations and duties, while establishing rules and operational regulations suited to the Group's actual conditions, ensuring strict compliance with current laws and corporate governance regulations for public companies.

- Proactively developing, discussing, and approving plans to implement key policies related to restructuring, optimizing and specializing strategies for the Group's production and business activities, as well as strategies for expanding into new industries and business sectors. Additionally, the BOD continuously monitoring market developments and promptly devised appropriate, flexible, and timely policies and strategies to address adverse market fluctuations. This served as a solid foundation for Hoa Sen Group to continue its growth and successfully execute its five-year strategic plan (2024–2029).

- Closely supervising the executive management of the Group Executive Board, ensuring that critical decisions were effectively and consistently implemented, helping the Group achieve its revenue and profit growth targets.

- Strengthening risk management by establishing robust internal control processes, proactively preventing and responding to market fluctuations.

- Ensuring that the rights of Hoa Sen Group's shareholders were maximally protected through the full, transparent, and timely disclosure of information, thereby strengthening investor and shareholder confidence.

- Consistently prioritizing and directing the implementation of activities to enhance the quality of the existing workforce while identifying, selecting, and developing future leadership for the Group. Thereby, placed special emphasis on: conducting high-quality recruitments through strategic partnerships with universities; developing and expanding human resource development programs such as the Management Trainee and Successor Employee programs; and improving the expertise and skills of employees through specialized training courses tailored to different positions.

- Conducting research, gathering information, and assessing market needs to organize in-depth training programs that enhance employees' knowledge and skills, while continue to focus on strategic partnerships with universities to build a pipeline of talent, preparing a future leadership team to drive the Group's sustainable growth.

- Additionally, the BOD also directing the implementation of technological advancements and upgrades to technical equipment to optimize efficiency, improve product quality, reduce costs and raw material consumption, and ensure workplace safety, occupational health, and fire prevention.

- The BOD clearly defined the role of each member, assigning specific functions, obligations, and authorization with details as follows:

No	Member	Functions, obligations
1	Mr. LE PHUOC VU Chairman of the BOD	<ul style="list-style-type: none"> - To carry out the general leadership and management functions and direct the organization of the BOD's activities in accordance with the provisions of the Enterprise Law, Securities Law, and the Group's current Charter and Governance Regulations. - To exercise governance and management authorities as delegated by the BOD, and specified in the Charter and Governance Regulations of the Group. - To be Head of the Strategy Development and Governance & Appointment, Salary, Bonus Committees; simultaneously directing, managing, and making decisions on matters within the functions and obligations of the Committees and Specialized Boards under the BOD monitored by the Chairman. - To oversee the development and approval of orientations, strategies, development plans, or other significant issues of the Group within the BOD's authority; supervising the execution of tasks and plans by the Group Executive Board, ensuring that the Group's operations align with the BOD's directives.
2	Mr. TRAN NGOC CHU Vice Chairman of the BOD	<ul style="list-style-type: none"> - To represent the Chairman in fulfilling the ongoing obligations of the BOD to coordinate and manage its daily operations. - To be delegated specific obligations by the BOD to execute management functions within the Group's governance and operational structure. Vice Chairman of the BOD is the head of the Group Executive Board. - To act on behalf of the BOD and the Chairman in exercising their authorities. - To directly oversee and make decisions on significant matters within the authority of the Group Executive Board. - To directly manage and oversee operations in areas such as External relations, Finance – credit – banking, investment promotion, industrial projects, real estate projects, and other projects of the Group.

No	Member	Funtions, obligations
3	Mr. TRAN QUOC TRI Non-Executive BOD member	<ul style="list-style-type: none"> - To fully participate in the meetings and activities of the BOD and provide independent, objective input on the BODs decisions related to matters within its review and decision-making authority. - To engage in the Committees/Specialized Boards as assigned by the BOD. - To support the Chairman and Vice Chairman in supervising and evaluating the execution of tasks and plans by the Group Executive Board, ensuring that the Group's operations comply with the BOD's directives.
4	Mr. LY VAN XUAN Non-Executive BOD member	<ul style="list-style-type: none"> - To fully participate in the meetings and activities of the BOD and provide independent, objective input on the BOD's decisions related to matters within its review and decision-making authority. - Act as member of the Audit Committee and the Finance & Investor Relations Committee, to participate in the approval and oversight of transactions with related parties, as well as shareholder relations and information disclosure activities.
5	Mr. NGUYEN VAN LUAN Independent BOD Member	<ul style="list-style-type: none"> - To fully participate in the meetings and activities of the BOD and provide independent, objective input on the BOD's decisions related to matters within its review and decision-making authority. - To serve as Head of the Audit Committee, providing professional and technical guidance to the Internal Audit Deployment Board and organizing the supervision of the risk management system, internal controls, and compliance monitoring. - To approve and oversee transactions with related parties.
6	Mr. DINH VIET DUY Independent BOD Member	<ul style="list-style-type: none"> - To fully participate in the meetings and activities of the BOD and provide independent, objective input on the BOD's decisions related to matters within its review and decision-making authority. - To serve as Head of Finance & Investors Relations Committee, taking primary responsibility for investor relations and the disclosure and transparency of information. - To be a member of the Audit Committee, participating in the oversight of transactions with the Group's related parties.

3. Activities of the BOD

In the FY 2023 – 2024, the BOD organized 59 meetings to approve 62 resolutions related to important matters within the authority. In these meetings, depending on the nature of each issue, the BOD will issue one or more resolutions to ensure compliance with legal regulations.

The number and attendance rate of each BOD member at meetings are detailed as follows:

No.	Member of BOD	Position	Date of becoming BOD member	Number of BOD Meetings Attended	Attendance Rate
1	Mr. LE PHUOC VU	Chairman of the BOD	18/03/2024	54	92%
2	Mr. TRAN NGOC CHU	Vice Chairman	18/03/2024	59	100%
3	Mr. TRAN QUOC TRI	Non-Executive Member	18/03/2024	59	100%
4	Mr. LY VAN XUAN	Non-Executive Member	18/03/2024	59	100%
5	Mr. NGUYEN VAN LUAN	Independent Member	18/03/2024	59	100%
6	Mr. DINH VIET DUY	Independent Member	18/03/2024	59	100%

Summary of important BOD's meetings in the FY 2023 – 2024:

No.	No. of Resolution	Date	Content
1.	34/NQ/HĐQT/2023	12/10/2023	Change of Head of the Group's branch and legal representatives of several subsidiaries
2.	35/NQ/HĐQT/2023	12/10/2023	Change of Head of the Group's Branch
3.	36/NQ/HĐQT/2023	14/11/2023	Approval for Hoa Sen Nghe An One Member Limited Liabilities Company to borrow funds and use assets as collateral for the loan at Vietinbank.
4.	36A/NQ/HĐQT/2023	21/11/2023	Resolution of the BOD meeting in November 2023
5.	37/NQ/HĐQT/2023	27/11/2023	Borrow of funds, mortgaging assets, and appointing a representative to carry out related procedures at Vietcombank - Nam Binh Duong Branch.
6.	38/NQ/HĐQT/2023	01/12/2023	Continual of execution of resolutions regarding the termination of operations of the Branch in An Phu – Binh Duong and An Thanh – Binh Duong.
7.	38A/NQ/HĐQT/2023	01/12/2023	Change of heads of the Group's branches
8.	39/NQ/HĐQT/2023	06/12/2023	Extension of the time for holding the annual general meeting of shareholders for Fiscal Year 2023 – 2024.
9.	40/NQ/HĐQT/2023	08/12/2023	Approval on the record date for organizing the annual general meeting of shareholders for FY 2023 – 2024.

No.	No. of Resolution	Date	Content
10.	41/NQ/HĐQT/2023	12/12/2023	Approval on transactions with related parties
11.	42/NQ/HĐQT/2023	14/12/2023	Adjustment of “Hoa Sen Nam Cam – Nghe An” project’s information
12.	43/NQ/HĐQT/2023	19/12/2023	Proposal to issue a new credit limit and appoint a representative to borrow and receive debtd at Kasikornbank Public Company Limited - Ho Chi Minh City Branch.
13.	44/NQ/HĐQT/2023	22/12/2023	Approval on the policy to renew the validity of the delegation and authorization documents for certain leadership and management positions within the Group.
14.	45/NQ/HĐQT/2023	22/12/2023	Assignment of tasks related to credit and banking activities.
15.	45A/NQ/HĐQT/2023	22/12/2023	Assignment on tasks related to business registration activities.
16.	46/NQ/HĐQT/2023	26/12/2023	Approval on the investment policy for participating in the capital contribution to establish Hoa Sen Saigon JSC.
17.	01/NQ/HĐQT/2024	08/01/2024	Approval for Hoa Sen Nhon Hoi – Binh Dinh One Member Co, Ltd. to receive funds and use assets as collateral for the loans from Vietinbank
18.	02/NQ/HĐQT/2024	12/01/2024	Approval of the official appropriation rates for the Funds in FY 2022 – 2023.
19.	02A/NQ/HĐQT/2024	31/01/2024	Change of BOD members number and addition of members to the BOD of Hoa Sen Plastics JSC
20.	03/NQ/HĐQT/2024	20/02/2024	Regular BOD Meeting, February 2024
21.	04/NQ/HĐQT/2024	24/02/2024	Introduction of additional candidates and approval on the list of BOD candidates for the term of 2024-2029 for the election at the Annual General Meeting of Shareholders for FY 2023 – 2024.
22.	05/NQ/HĐQT/2024	28/02/2024	Approval on certain proposals at the Annual General Meeting of Shareholders for FY 2023 – 2024 and addition to the agenda of the General Meeting.
23.	06/NQ/HĐQT/2024	01/03/2024	Adjustment of leadership for Hoa Sen Group – Thua Thien Hue branch
24.	01A/NQ/HĐQT/2024-2029	18/03/2024	Electing the Chairman of the BOD, appointing the Executive - Standing Vice Chairman, and assigning responsibilities and duties to the members of the BOD for the term 2024-2029.
25.	01B/NQ/HĐQT/2024-2029	18/03/2024	Approval on the personnel arrangement plan for the positions within the Group Executive Board and other positions and units under the BOD.
26.	07/NQ/HĐQT/2024	18/03/2024	Receive of funds and usage of assets as collateral at BIDV bank

No.	No. of Resolution	Date	Content
27.	08/NQ/HĐQT/2024	19/03/2024	Selection of independent auditing company for the Group's financial statements for FY 2023 – 2024
28.	09/NQ/HĐQT/2024	29/03/2024	Approval on the policy on adding several business sectors for Hoa Sen Group
29.	10/NQ/HĐQT/2024	01/04/2024	Change of Head of the Group's Branch
30.	10A/NQ/HĐQT/2024	10/04/2024	Regular BOD meeting, April 2024
31.	11/NQ/HĐQT/2024	11/04/2024	Paying dividends for the 2022-2023 fiscal year
32.	12/NQ/HĐQT/2024	12/04/2024	Resignation and official appointment of Senior management and executive officer of the Group
33.	13/NQ/HĐQT/2024	12/04/2024	Assignment of tasks related to credit and banking activities
34.	13A/NQ/HĐQT/2024	12/04/2024	Assignment of tasks related to business registration
35.	14/NQ/HĐQT/2024	29/04/2024	Change of Heads of the Group's Branches.
36.	15/NQ/HĐQT/2024	07/05/2024	Approval on the increase charter capital of Hoa Sen Yen Bai JSC
37.	15A/NQ/HĐQT/2024	10/05/2024	Receive of loans and usage of assets for collateral at Vietinbank - Binh Duong Industrial Park Branch
38.	16/NQ/HĐQT/2024	14/05/2024	Adjustment of address of Hoa Sen Group - Binh Duong Branch
39.	17/NQ/HĐQT/2024	17/05/2024	Approval on policies related to projects in Dong Nai
40.	17A/NQ/HĐQT/2024	21/05/2024	Change of Head of Hoa Sen Group - Tay Nguyen General Warehouse
41.	18/NQ/HĐQT/2024	31/05/2024	Approval on policy for signing a cooperation agreement for the development of the project with related parties.
42.	19/NQ/HĐQT/2024	31/05/2024	Approval on policies related to the production and business activities and restructuring of the Group
43.	20/NQ/HĐQT/2024	31/05/2024	Appointment of Senior management and Executive leader of the Group
44.	21/NQ/HĐQT/2024	01/06/2024	Change of leadership for certain branches of Hoa Sen Group
45.	22/NQ/HĐQT/2024	04/06/2024	Adjustment of address of Hoa Sen Group - Dien Bien Branch
46.	23/NQ/HĐQT/2024	11/06/2024	Approval on plan to expand land fund to implement projects in Dong Nai
47.	24/NQ/HĐQT/2024	01/07/2024	Change of Head of Hoa Sen Group Yen Khanh – Ninh Binh No.2 Branch

No.	No. of Resolution	Date	Content
48.	25/NQ/HĐQT/2024	06/07/2024	Approval of matters related to the restructuring of the organizational structure and job titles of units under the Group Office and adjustment of functions and obligations for some Senior management and executive officer
49.	26/NQ/HĐQT/2024	10/07/2024	Implementation of issuing shares under the Employee Stock Ownership Plan (ESOP) for leadership personnel, management, and other key staff within the Group.
50.	27/NQ/HĐQT/2024	19/07/2024	Approval of the land use rights value as a basis for executing the transfer of land use rights in Dong Nai Province.
51.	28/NQ/HĐQT/2024	31/07/2024	Amendments and supplements to several articles of Resolution No. 26/NQ/HDQT/2024 dated July 10, 2024, regarding the implementation of issuing ESOP shares.
52.	28A/NQ/HĐQT/2024	07/08/2024	Approval and guarantee for the debt repayment obligations of Hoa Sen Plastics JSC at Vietinbank - Ba Ria - Vung Tau Branch.
53.	29/NQ/HĐQT/2024	09/08/2024	Amendments and supplements to several articles of Resolution No. 28/NQ/HDQT/2024 dated July 31, 2024, and amendments and supplements to some contents of the ESOP share issuance regulations 2024 (issued together with Resolution No. 28/NQ/HDQT/2024).
54.	30/NQ/HĐQT/2024	14/08/2024	Borrow funds, mortgage assets, and appointment of a representative to carry out related procedures at Vietcombank - Nam Binh Duong Branch.
55.	31/NQ/HĐQT/2024	31/08/2024	Change of Heads of the Group's Branches.
56.	32/NQ/HĐQT/2024	12/09/2024	Resolutions of the Regular BOD meeting in September 2024.
57.	33/NQ/HĐQT/2024	16/09/2024	Adjustment of “Hoa Sen Nam Cam Plant - Nghe An” investment project of Hoa Sen Nghe An One Member Limited Liabilities Company.
58.	33A/NQ/HĐQT/2024	18/09/2024	Approval of the policy to acquire the rights to lease land, factories, and assets attached to the land at the SMC Da Nang Mechanical Processing Plant Project (Hoa Cam Industrial Park - Da Nang).
59.	34/NQ/HĐQT/2024	27/09/2024	Establishment of Binh Dinh General Warehouse
60.	35/NQ/HĐQT/2024	30/09/2024	Approval on transactions with related parties that have been concluded and executed in the FY 2023 – 2024, as well as those arising in the FY 2024 – 2025.
61.	35A/NQ/HĐQT/2024	30/09/2024	Approving the policy of distributing all undistributed profits of subsidiaries under the Company in the FY 2023 – 2024; and approving the official allocation of the funds under the BOD in the FY 2023 – 2024.
62.	35B/NQ/HĐQT/2024	30/09/2024	Approval of official allocation rate of Funds and Expenses of the BOD in the FY 2023 – 2024.

4. Activities of the Committees and Specialized Boards under the BOD

Committees	Activity Results
Strategic Development Committee	<ul style="list-style-type: none"> - Monitoring and evaluating the implementation of restructuring policies, improving governance models, and specializing in the Group's business activities to provide appropriate recommendations to the BOD, in particular: <ul style="list-style-type: none"> + Providing opinion on market developments and recommending the temporary postponement of the specialization in the steel sheet, steel segment due to unfavorable conditions; + Directing and organizing the expansion of the Hoa Sen Home Network, improving the nationwide general warehouse network; evaluating and refining solutions to strengthen and enhance the operational and business efficiency of branches and subsidiaries to prepare resources for the specialization of the Hoa Sen Home building materials and interior distribution business in the upcoming fiscal years when conditions are more favorable. - Researching, finalizing, and implementing projects and technical innovation plans related to machinery, equipment, and technology to optimize the operational efficiency of the entire network. - Researching, proposing investment initiatives to the BOD for the development of potential projects, directions to handle the Group's investment projects.
The Governance & Appointment, Remuneration Committee	<ul style="list-style-type: none"> - Developing, reviewing, evaluating to update the governance model, organizational structure of the Group towards increasing leanness and efficiency. Managing, monitoring and evaluating the effectiveness of the Group's governance and operation system, especially for important title groups such as: Members of the BOD, the Group Executive Board and managers from the mid-level senior managers and above. - Implementing training programs on professional expertise to develop life skills, management skills; Recommending plans related to optimizing and reducing operating costs to improve profits and ensure the stability of the Group; Developing and recommending policies related to welfare, social security and health care of employees, welfare policies, support for employees' lives; Applying income policies based on fair, objective and scientific assessment, accurately reflecting the work efficiency of each employee.
Audit Committee	<ul style="list-style-type: none"> - Conducting evaluations, surveys, and valuations of the target assets that the Company intends to acquire. - Reviewing and assessing the financial and accounting situation of the Group; Inspecting and assessing compliance with processes, regulations, policies and accounting standards; Supervising and evaluating the implementation of the Group's business plan compared to the assigned targets, including its subsidiaries; - Considering, approving, and monitoring the execution of related parties' transactions arising during the fiscal year 2023–2024. - Proposing to the BOD to consider and approve of the list of independent audit firms for consolidated financial statements, separate financial statements of the Company and its subsidiaries for the fiscal year 2023–2024.
Finance & Investors Relations Committee	<p>Recommending the BOD to consider and approve the dividend payment plan for the FY 2022-2023; Supervising and directing the implementation of information disclosure; Assisting shareholders; Negotiating, working with banks and credit institutions on credit limits at banks; Reviewing, proposing and advising the BOD on decisions regarding capital contribution and coordinating cash flow for subsidiaries, plants and ongoing projects; Proposing the BOD to consider and approve the policy of issuing shares under the Employee Stock Ownership Plan (ESOP).</p>

5. Report of the Independent Member of the BOD in the Audit Committee

5.1. Report on Performance of the Independent Member of the BOD

Independent members of the BOD and the Audit Committee have fully participated in meetings of the BOD and the Executive Board to grasp, contribute opinions and supervise the implementation of the plan approved by the General Meeting of Shareholders. The members have carried out the work of inspecting and supervising the implementation of the Resolutions of the General Meeting of Shareholders and the BOD, the laws, Charter, regulations and procedures of the Group; they have monitored the production and business situation, financial situation and examined the periodic financial reports before submitting to the BOD and discussed with the Auditor on issues related to the audit of financial statements, supervised transactions with related parties and other activities.

5.2. Report of Independent Member of the BOD on the evaluation of the BOD's performance

The Independent Members of the BOD have evaluated the Board's performance according to the functions and tasks stipulated in the Company Charter and the Enterprise Law. At the end of FY 2023 – 2024, the Independent Member of the BOD made the following conclusions:

- The BOD has performed well the function of guiding the development of the Company, through planning, controlling and adjusting strategic decisions. The key decisions of the Group Executive Board have been analysed, criticized and consulted by the BOD to have appropriate solutions for the Group.
- Board members perform their functions and roles proactively and with a high sense of responsibility.
- In addition to performing the management and supervision functions of the Group Executive Board, the BOD also discussed and closely coordinated with the Group Executive Board to seek effective solutions to help Hoa Sen Group overcome difficulties and improve production and business results.

5.3. Results of the supervision on Board of Management operations

The BOD' supervision activities are carried out through the BOD's Operational Regulations and decentralization/delegation regulations, through direct working sessions between the BOD/Board Members and the BOM, reports on the implementation of the BOD'/Board Members' instructions and the periodic information reporting regime serving the BOD' supervision and management activities.

The BOD discussed and gave directions for the activities of the BOM in implementing the business plan approved by the GMS. On that basis, the BOD always closely monitors the activities of the BOM. The proposals of the BOM to the BOD are discussed and given timely directions, creating conditions for the BOM to direct the production and business operations in the right direction and achieve high efficiency. In addition, the BOD appoints executive members to participate in the Group Executive Board to lead the activities of the BOD in implementing the policies and production and business plans approved by the BOD and the GMS.

At regular meetings of the BOD, members of the BOM and some key managers all attended to report and acknowledge the policies and directions of the BOD. In addition to

regular meetings, the BOD also reviewed and gave written opinions on production and business activities that were unplanned or beyond the authority of the BOM.

The BOM also holds regular weekly meetings to review the implementation of the Group's production and business plans, promptly adjust the Company's business policies and strategies to suit the actual situation, analyze and measure risks and promptly resolve arising issues and problems.

In the fiscal year FY 2023 – 2024, the BOD directed and supervised the activities of the BOM on the following contents :

- Directing policies related to production and business activities flexibly in the face of unpredictable market fluctuations.
- Directing to continue to enhance production and business efficiency through the strategy of restructuring, perfecting and specializing the Group's production and business segments (steel sheet, steel pipes, plastics, building materials distribution & furniture).
- Monitoring and directing information disclosure activities to ensure transparency and timeliness in accordance with legal regulations.
- Directing the implementation of Quarterly/Semi-Annual Financial Statements and Semi-Annual Corporate Governance Reports.
- Checking the implementation and compliance with the provisions of the Law on Enterprise, Securities Law, Charter, Internal Regulations on Corporate Governance and current regulations of the State.
- Supervising the implementation of Resolutions issued by the GMS and the BOD, including: Adding some business lines of the Company; Contributing additional capital to increase the charter capital of Hoa Sen Yen Bai JSC; ...

The BOM has successfully fulfilled its duties, tasks and roles through timely and flexible production and business management solutions, in line with the policies and orientations of the GMS and the BOD. At the same time, the policies and directions given by the BOD have been fully and promptly implemented by the BOD and detailed reports on implementation results with a high sense of responsibility.

5.4. Audit Committee Activity Report

5.4.1. Audit Committee Meetings in the FY 2023 – 2024

No.	Audit Committee Member	Number of meetings attended	Meeting attendance rate	Voting ratio	Reason for not attending
1	Mr. Nguyen Van Luan	5	100%	100%	
2	Mr. Dinh Viet Duy	5	100%	100%	
3	Mr. Ly Van Xuan	5	100%	100%	

5.4.2. Supervision activities of Audit Committee on the BOD, BOM and Other Executives

In order to implement its functions as stipulated in the Company's Charter and Corporate Governance Regulations, the Audit Committee under the BOD has implemented the following tasks:

- Conducting survey, evaluating and appraising the value of target assets that the Company intends to transfer.
- Advising the BOD on selecting an independent auditing company to audit the Group's financial statements, ensuring transparency in financial work.
- Monitoring and evaluating the performance of the independent auditor (PricewaterhouseCoopers Vietnam Co., Ltd.) to ensure independence and objectivity in auditing the Group's financial statements.

- Reviewing and evaluating the financial and accounting situation of the Group; Supervising the recording, management and storage of accounting documents/books.
- Monitoring, tracking and ensuring that transactions with related parties comply with legal regulations and the Regulations on procedures for approving, concluding and implementing transactions with related parties of the Group.
- Participating in the inspection and evaluation of bidding processes, supplier selection, and contract price negotiations to optimize input costs for the Company.
- Maintaining a professional internal audit and internal control system to closely monitor and inspect all areas of the Company's operations, ensuring that all business operations comply with issued procedures.
- Supervising the implementation of the Group's business and production plans by the Executive Board.

The Audit Committee has determined that the activities of the BOD are in compliance with legal regulations, the General Meeting of Shareholders' Resolutions, the Company's Charter, and Corporate Governance Regulations. Additionally, the BOM has exercised appropriate prudence in organizing accounting, statistical reporting, and financial statement preparation.

5.4.3. Coordination between the Audit Committee and the BOD, BOM and shareholders

The Audit Committee always coordinates well with the BOD, the BOM and shareholders in the process of organizing the implementation of the Committee's powers and obligations according to regulations.

The Audit Committee has fully attended the regular meetings of the BOD, reviewed the governance situation, business performance, assessed the financial and accounting situation of the Group, made recommendations to consult and support the BOD in making appropriate and effective decisions and policies, ensuring the correct implementation of the resolutions approved by the GMS.

The BOD, the BOM and the shareholders of the Group have created favorable conditions for the Audit Committee to perform its functions and tasks; and have provided timely and complete explanations and data to the Audit Committee as requested.

5.4.4. Results of monitoring the financial and accounting situation of the Group

a. About the financial situation

The BOD confirmed that the Group's financial situation in the FY 2023 – 2024 was good and transparent, specifically:

- The Group fully complies with the requirements of current Vietnamese accounting standards and corporate accounting regimes in organizing financial and accounting work.
- Accounting documents are strictly managed by the Group and systematically stored according to regulations, ensuring quick and complete retrieval when requested for inspection or audit.
- Opening accounting books and cash books is carried out in accordance with current regulations, recording and updating receipts, payment vouchers and bank debit/credit notes promptly and accurately every day.
- Basic indicators on debt situation, loan capital, liquidity, asset usage efficiency, provisioning and equity meet financial and accounting regulations, principles, and standards.
- The Group has made efforts to reduce costs and boost sales to record net profits from production and business activities, effectively reduce outstanding loans, and ensure the Group's financial balance.

- Production and business activities are maintained stably, cash flow is guaranteed, and the financial situation is healthy. This is a positive signal in the difficult context of the world economy as well as Vietnam.

b. About Financial Statements

- Information in the Group's quarterly, semi-annual, and annual business and financial reports (including separate and consolidated statements) is presented truthfully, reasonably, and consistently, in accordance with legal regulations. The Executive Board exercises appropriate prudence in organizing accounting, statistical reporting, and financial statement preparation. These reports are presented at regular Board meetings. Independent audit reviews and on-site inspections confirm that the Group's financial position is completely healthy state.

5.4.5. Branches/Storse and business units control activity reports

- The Internal Audit Deployment Board/Audit Committee has conducted inspections/audits of branches/stores ("Stores") and business units to promptly detect violations and implement sanctions according to regulations.

- Focusing on reviewing costs incurred at Hoa Sen Home Stores, ensuring they are true to actual costs.

- Monitoring, supervising and evaluating the handling of poor quality and degraded goods at stores.

- Strictly controlling and synchronizing commercial products from receiving, accepting, storing, preserving to selling goods and paying suppliers.

- Assessing new customer capacity and debt to promptly detect risky debts.

- The Internal Audit Deployment Committee and the Internal Control Department have continuously and regularly conducted inventory audits to promptly detect violations, ensuring the transparency and smooth operation of the Group's business activities.

5.4.6. Report on inspection and monitoring activities of transactions with related parties

The monitoring and inspection of transactions with related parties are carried out strictly in accordance with legal regulations. The details are as follows:

- All transactions must be reviewed and approved by the Board of Directors (BOD) in accordance with the Company's Charter, Corporate Governance Regulations, and the current Policy on Related Party Transactions. This process aligns with the provisions of the Law on Enterprises and the Securities Law.

- During regular meetings, BOD members discuss and provide their opinions on transactions with related parties. For transactions deemed significant, the BOD convenes extraordinary meetings to pass separate resolutions and disclose information in compliance with legal requirements.

- For recurring transactions, the Board of Management is responsible for preparing proposals, which are then reviewed by the Head of the Internal Audit Deployment Committee before submission to the Audit Committee under the BOD for approval, ensuring adherence to regulations.

- All transactions are conducted on the principles of equality and voluntariness, in strict compliance with legal and the Group regulations. Each transaction is documented in writing to ensure transparency and balance the interests of shareholders and other stakeholders.

In the FY 2023 – 2024, the BOD reviewed and approved the Company's policies on related party transactions which were also disclosed. Specifically as follows:

No	Resolution Number	Date	Content
1	41/NQ/HĐQT/2023	Dec 12, 2023	Approval of the transactions with related parties as prescribed in the Governance Regulations and policies approved by the GMS.
2	18/NQ/HĐQT/2024	May 31, 2024	Approval of the policy to sign the project development cooperation contract between Hoa Sen Group and related parties.
3	35/NQ/HĐQT/2024	September 30, 2024	Approval of the transactions with related parties that have been concluded and implemented in the FY 2023 – 2024 and arisen in the FY 2024 – 2025.

5.4.7. Results of monitoring and evaluating the audit environment, internal control and independent auditing services

a. Strict internal control environment

Hoa Sen Group currently maintains an effective internal control framework as follows:

- Regular risk assessment, monitoring, and supervision are conducted to promptly respond to emerging risks.
- Risk management measures are timely applied, aligned with the Group's governance principles, and implemented consistently.
- Business processes are issued, updated, and managed by specialized departments, with compliance being well maintained and demonstrating positive improvements over time.
- Through the Audit Committee and advisory units, the BOD has identified key risks, assessed the risk-prone business processes, and evaluated the suitability and compliance of the control system in operational procedures.

b. Transparent auditing environment

- The Group is committed to creating a transparent and favorable environment for audit and inspection activities conducted by independent audit firms and government authorities.
- Internal audit operates based on best practices and international standards while adhering to guidelines issued by the Ministry of Finance. It proactively engages in risk management and internal control consulting rather than merely conducting audits and assessments. The internal audit plan is successfully executed within resource constraints, contributing to process improvement, operational efficiency, and enhanced business performance.

- The coordination between the Board of Management and the Audit Committee has strengthened the effectiveness of internal audit.

- Internal audit recommendations have been widely accepted and rigorously implemented by relevant units through corrective action plans, which are closely monitored by internal audit.

c. Supervision on Independent Auditing Service

- The Audit Committee monitors and evaluates the independence and objectivity of the audit firm and the effectiveness of the audit process. The Committee has discussed with the Group's independent auditor, PricewaterhouseCoopers (PwC) Vietnam, to clarify arising issues and/or identified risks, proposing appropriate solutions or preventive measures.

- The independent audit process is conducted in accordance with Hoa Sen Group's requirements, ensuring quality, independence and the absence of conflicts of interest.
- The audit firm has successfully fulfilled its duties, meeting the Audit Committee's expectations and ensuring the reliability and accuracy of the financial statements provided by the Group.

6. Results of implementing the Resolution of the AGM in the FY 2023 – 2024

During the FY 2023 – 2024, the BOD held an AGM on March 18, 2024 to submit to the GMS for approval on reports and policies related to the Company's operations. The contents approved by the GMS are recorded in Resolution No. 01/NQ/ĐHĐCĐ/2024 dated March 18, 2024. Detailed implementation content is as follows:

No	Main contents	Implementation results
1.	Consolidated business targets and plans in the FY 2023 – 2024	Completing and exceeding the business plan approved by the GMS. Details of the implementation results will be submitted by the BOD to the GMS at the AGM of the FY 2024 – 2025.
2.	Dividend payment plan for FY 2022 – 2023	Completing the dividend payment of the FY 2022 – 2023 in May 2024, in compliance with the provisions of the current Law on Enterprise.
3.	Approving the rate of fund allocation and remuneration, operating expenses of the BOD.	The BOD has implemented the allocation of Funds and Operating Expenses of the BOD in the FY 2023 – 2024 at the maximum rate approved by the GMS.
4.	List of independent auditing companies and authorize the BOD to select an independent auditing company for the consolidated financial statements and separate financial statements of FY 2023 – 2024	The BOD has approved the Resolution on selecting PricewaterhouseCoopers (PwC) Vietnam Co., Ltd. as the independent auditor for the Group's Consolidated Financial Statements and the Separate Financial Statements of the Parent Company and its Subsidiaries in the FY 2023 – 2024.
5.	Policies related to restructuring, improving and specializing the Group's production and business sectors; and expanding the Group's production and business sectors.	The BOD continues to implement the policies according to the schedule and roadmap approved by the GMS. It is expected that at the AGM of the FY 2024 – 2025, the BOD will submit to the GMS for approval of the report and implementation plan for the next 5-year period.
6.	Policies related to issuing shares under the Employee Stock Ownership Plan (ESOP) for Leaders, Managers, Executives and other key managers and personnel of the Group.	The implementation of ESOP shares issuance and the procedures for increasing the Company's charter capital have been completed.

7. Remuneration and other income of the Board of Directors, Audit Committee and Board of Management

(According to the Consolidated Financial Statements of FY 2023 – 2024, audited by PwC Vietnam Co., Ltd.)

No	Individual	Title	Average monthly salary/income (Unit: VND /month)
I	BOARD OF DIRECTORS		
1.	Mr. Le Phuoc Vu	Chairman of the BOD	30,000,000
2.	Mr. Tran Ngoc Chu	Vice Chairman of the BOD	25,000,000
3.	Mr. Tran Quoc Tri	Member of the BOD	20,000,000
4.	Mr. Ly Van Xuan	Non – Executive Member of the BOD	20,000,000
5.	Mr. Nguyen Van Luan	Independent Member of the BOD	20,000,000
6.	Mr. Dinh Viet Duy	Independent Member of the BOD	20,000,000
II	AUDIT COMMITTEE		
1	Mr. Nguyen Van Luan	Independent Member of the BOD	10,000,000
2	Mr. Ly Van Xuan	Non – Executive Member of the BOD	5,000,000
3	Mr. Dinh Viet Duy	Independent Member of the BOD	5,000,000
III	BOARD OF MANAGEMENT (*)		
1	Mr. Vu Van Thanh	General Director (Appointed from April 12, 2024)	197,000,000
2	Mr. Tran Quoc Tri	General Director (Resigned from April 12, 2024)	199,000,000
III	OTHER MANAGERS (*)		
1	Total average monthly cost for salaries and other benefits of the remaining Managers		1,165,000,000

* The above income level is the average monthly income. The actual income level of the General Director and other managers will depend on the monthly production and business results of the Group.

II. REPORT ON PRODUCTION AND BUSINESS PERFORMANCE DURING FISCAL YEAR 2023 – 2024

1. General situation evaluation

1.1. Socio-economic overview

The BOD evaluated that the socio-economic situation in fiscal year 2023 - 2024 experienced fluctuations and instability, specifically:

- Geopolitical tensions escalated, along with military conflicts in several countries, continued to impact global security and stability, raising concerns about international trade and investment.
- Global economic recession and high inflation rates impacted the development and economic recovery pace of many countries, particularly those in the process of globalization and international integration.
- Domestically, the socio-economic situation faced more challenges than opportunities, affected by global instability and increased production costs of business, causing many difficulties in production and business activities.
- Climate change and the increasing frequency of extreme weather events caused significant damage to infrastructure and affected people's livelihoods.

1.2. Steel industry market overview

The steel industry market in 2024 remained volatile and unpredictable, specifically:

- The prices of hot rolled coil (HRC) have continued to fluctuate, making it difficult to regulate and balance input costs. The real estate and construction markets, both domestically and internationally, have not shown signs of recovery, which has not driven demand for steel and other construction materials.
- The steel exports have been significantly impacted by trade remedies measures implemented by major markets.

2. Business performance of the Group in the fiscal year 2023 – 2024

With the in-depth governance and executive solutions of the BOD to overcome challenges, at the end of fiscal year 2023 – 2024, the Group's business results reflect the significant efforts of the BOD and the Group Executive Board in achieving most of the business targets outlined in the highest scenario approved by the GMS at the beginning of fiscal year. Specifically:

INDICATOR	UNIT	PLAN FOR FY 2023 – 2024 (highest scenario)	IMPLEMENTED IN FY 2023 – 2024	RATE COMPARED TO PLAN
(A)	(B)	(C)	(D)	{E=(D/C)*100}
Net Revenue	VND billion	36,000	39,272	109%
Consolidated profit after tax	VND billion	500	515	103%

In response to the above difficulties and instability, maintaining profits becomes a significant challenge, so the Group needs to make continuous efforts. The BOD has proposed policies and implemented solutions to stabilize the production and business situation.

- *Regarding governance, administration, and the organization of the human resources:*

- + Improving processes and regulations to ensure strict control over business operations and streamline the organization, reduce procedures and steps to optimize resources and minimize operational costs.

- + Closely monitoring the progress of restructuring and specializing the Group's business operations according to the Business Segments.

- + Improving and enhancing the quality of the workforce, especially the management staff, who are professional, experienced, dynamic, creative and aligned with Hoa Sen's culture.

- *Manufacturing sector*: Continuing to strengthen the coherence, synchronization, and efficiency of production and business systems, combined with research and technical improvements; enhance production and supply capacity; innovate and develop new product lines to meet consumer preferences.

- *Domestic business sector – Hoa Sen Home Network*:

The BOD has identified that Hoa Sen Home Network is the growth driver of the Group in the next 5 – 10 years. Particularly, in the context of an increasingly complex steel market, the development of the Hoa Sen Home Network has become an urgent and essential requirement to pave the way for new directions for the Group's future. Therefore, the BOD has established the following orientations and policies:

- *Regarding domestic sales sector – Hoa Sen Home Network*

The BOD has identified that Hoa Sen Home Network is the growth driver of the Group in the next 5 – 10 years. Particularly, in the context of an increasingly complex steel market, the development of the Hoa Sen Home Network has become an urgent and essential requirement to pave the way for new directions for the Group's future. Therefore, the BOD has established the following orientations and policies:

- + Expanding the Hoa Sen Home Network will be carried out rigorously, cautiously and aims to fully utilize the internal capabilities of the Network.
- + Continuously innovating and developing new business models and policies to adapt to modern consumer trends, particularly through digital platforms (e-commerce).
- + Continuously researching and innovating to develop new products, diversify products portfolio and gradually enter the basic building materials, finishing materials and furniture markets with exclusive product lines under Hoa Sen Home brand.
- + Ensuring flexibility and efficiency in developing and implementing business policies and sales policies for Hoa Sen Home Network, continuously expanding profit margins of the Network.

- *Regarding export sales sector*

- + Focusing on enhancing business efficiency, marketing effectiveness and ensuring flexibility and rationality in business and pricing policies in export markets.

- + Optimizing export operations by taking full advantage of Free Trade Agreements (FTAs) to expand markets and seek new customers; Strengthening and reinforcing sustainable relationships with customers in key loyal markets.

- + Continuously innovating and improving production processes; enhanced product quality to meet the standards and technical barriers set by demanding markets.

- + Monitoring, providing early warnings and developing appropriate response strategies to trade remedies measures from foreign countries.

3. The proportion of costs to Net Revenue according to the consolidated financial statements

No.	Indicator	Unit	FY 2022 – 2023	FY 2023 – 2024
1	Sales volume	Tons	1,433,830	1,941,694
2	Net Revenue	VND billion	31,651	39,272
3	Gross Profit/Net Revenue Ratio	%	9.7	10.9
4	Finance Expenses/Net Revenue Ratio	%	1.0	0.6
	Interest Expenses/Net Revenue Ratio	%	0.6	0.3
5	Selling Expenses/Net Revenue Ratio	%	7.8	8.5
6	Administrative Expenses/Net Revenue Ratio	%	1.3	1.3

4. Some basic financial indicators according to the consolidated financial statements

No.	Indicator	Unit	FY 2022 – 2023	FY 2023 – 2024
1	SOLVENCY RATIOS			
	Current ratio	time	1.72	1.64
	Quick ratio		0.60	0.52
2	CAPITAL STRUCTURE RATIOS			
	Total liabilities/Total assets ratio	time	0.38	0.44
	Total liabilities/Equity ratio	time	0.61	0.79
	Total assets/Equity ratio	time	1.61	1.79
3	OPERATIONAL CAPACITY RATIOS			
	Inventory turnover ratio	time	3.81	4.04
	Net revenue/Total assets ratio	time	1.80	2.01
4	PROFITABILITY RATIOS			
	Profit after tax/Net revenue ratio	%	0.10	1.31
	Profit after tax/Equity ratio	%	0.28	4.71
	Profit after tax/Total assets ratio	%	0.20	2.63
	Operating profit/Net revenue ratio	%	0.30	1.30
	Basic earnings per share	VND/share	47	802

III. REPORT ON THE PROGRESS OF INVESTMENT PROJECTS OF THE GROUP

No.	Projects	Progress
1.	Developing Hoa Sen Home Building Materials & Furniture Supermarket Network	The Group continued to develop Hoa Sen Home Network according to the established roadmap. In the FY 2023 – 2024, HSG focuses on expanding Hoa Sen Home Network, currently with 120 stores nationwide; diversifying the product portfolio, developing OEM products with the exclusive brand of Hoa Sen Home. At the same time, focusing on developing Hoa Sen Home Network with strong depth, maximizing the markets, promoting management capacity, controlling the entire Hoa Sen Home Network, building a streamlined, efficient, and creative Hoa Sen Home Network management apparatus.
2.	Restructuring and specializing the production and business sectors of the Group.	For Traditional Business Sector: Focused on improving the production and efficiency, ensuring good profit in the FY 2023 – 2024. For the Building Materials - Furniture Distribution Business Sector: Continued to consolidate operational efficiency, enhance autonomy and self-responsibility for Hoa Sen Home Network. Aim to turn Hoa Sen Home into an independent company within the Hoa Sen Group ecosystem to take over all business activities of Hoa Sen Home Network. Aim to put Hoa Sen Home JSC into stable operation, complete the management and operation apparatus and improve business performance towards IPO and listing of the company's shares in the following fiscal years.
3.	Production projects	The projects were carefully implemented in accordance with the Group's production and business situation as well as ensuring compliance with legal regulations, such as increasing/decreasing the scale of projects, researching and investing in building new projects, etc. At the same time, renovating and upgrading the operational efficiency of production lines, machinery and equipment; perfecting internal processes and regulations to meet product quality standards.
4.	Projects in the real estate segment	In the FY 2023 – 2024, the BOD has promoted investment in a number of potential projects in Dong Nai province to anticipate and exploit opportunities after Long Thanh airport comes into operation.
5.	IT – ERP projects	Putting into operation the warehouse management system (WMS) for Plants and Warehouses. The e-commerce system is integrated with ERP to automatically process orders, synchronize price data, product information, and process orders according to the nearest location of the customer. Continuing to research, evaluate, and deploy the customer relationship management system (CRM) for the entire Group. At the same time, deploying the Electronic Office (E-office) Project for Hoa Sen Plastics JSC, deploying transportation management software (TMS) integrated with the ERP system, and deploy a pilot automatic warehouse management system using radio waves (Radio Frequency Identification: RFID) for Binh Duong Warehouse. At the same time, continuing to research and study the smart design system combined with artificial intelligence (AI) for the Hoa Sen Home application.

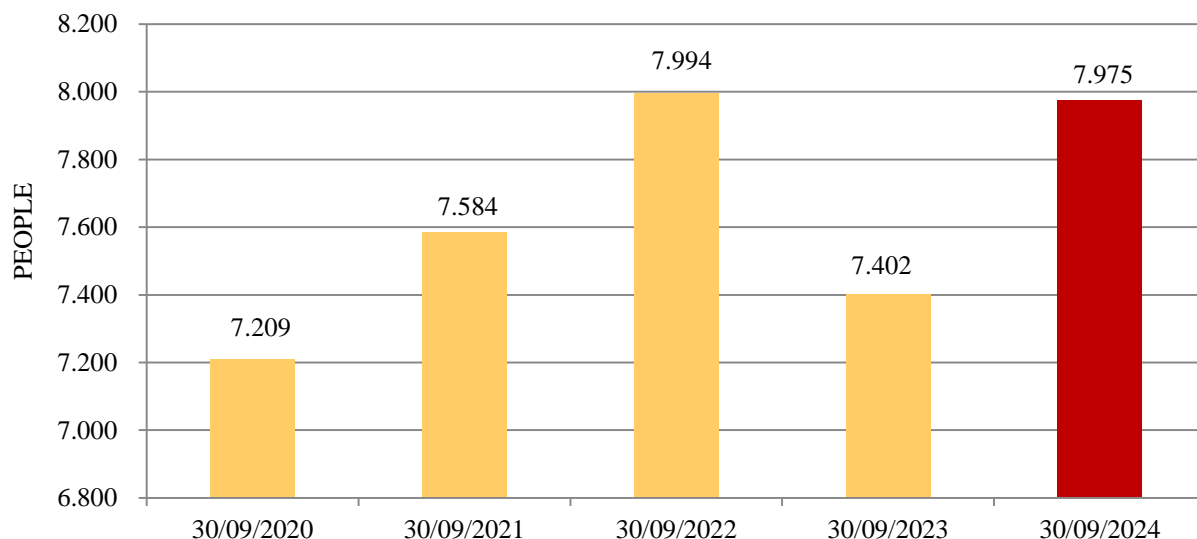
IV. REPORT ON OTHER WORK

I. Report on the personnel situation and human resource management of the Group

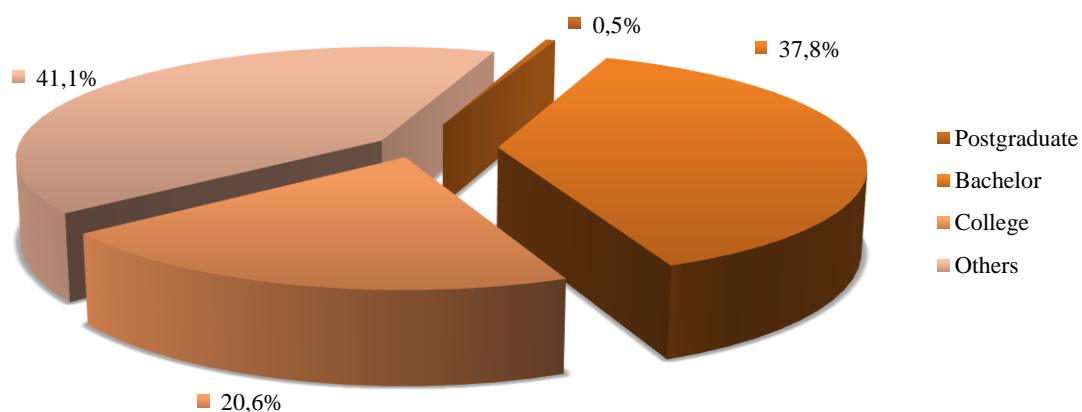
1.1. Human resource overall

As of September 30, 2024, the total number of staff members of Hoa Sen Group was 7,975 people.

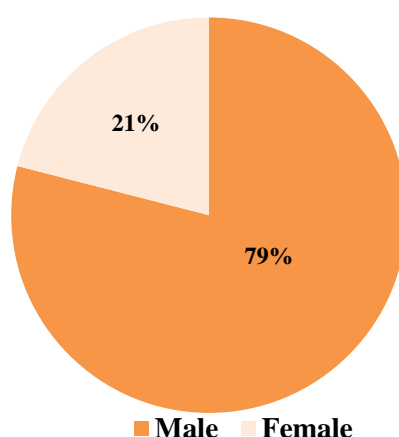
HUMAN RESOURCES CHART OF HOA SEN GROUP IN LAST 05 FISCAL YEAR



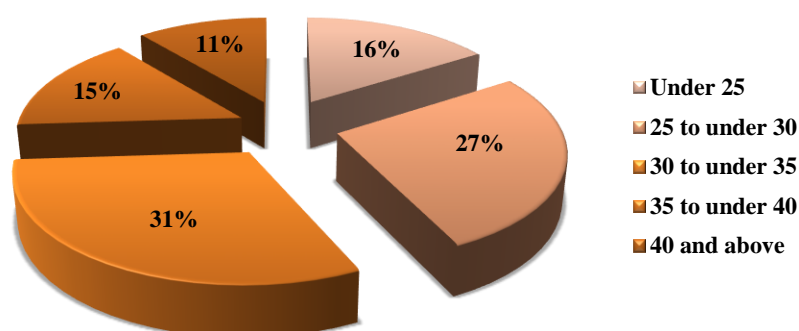
HUMAN RESOURCES STRUCTURE BY QUALIFICATION AS OF SEPTEMBER 30, 2024



HUMAN RESOURCES STRUCTURE BY GENDER AS OF SEPTEMBER 30, 2024



HUMAN RESOURCES STRUCTURE BY AGE AS OF SEPTEMBER 30, 2024



1.2. Innovations on human resource structure, policies and management practices

- Salary, bonus and benefits Policy:

+ *Salary and bonus policy:* The Company implemented a fair, timely, and transparent salary and bonus policy, which is continuously reviewed for each position and each job, helped to motivate and ensured that everyone's income aligns with their performance outcomes and reflects their capabilities. A performance-based bonus policy is applied, while various allowances/benefits, such as parking fees, phone, uniforms allowances, etc., were consistently maintained to motivate, and strengthen every staff effectiveness.

+ *Benefits Policy:* Hoa Sen Group consistently maintained various benefits programs, such as gifting to female employees on International Women's Day and Vietnamese Women's Day, and giving gifts for employees' children on occasions like Children's Day and the Mid-Autumn Festival... Additionally, The Group increased the daily meal allowance to improve the quality of meals, ensuring the employees' health and well-being. The Group strictly followed all legal regulations on labor. Employees were

provided with social, health, and unemployment insurance, as well as regular health checks and 24/24 personal accident insurance.

- *Digital Transformation in Human Resources Management:* The "Facial Recognition Timekeeping" project has been implemented at Hoa Sen Phu My Steel Sheet Plant and is currently being rolled out at the Representative office. Digital transformation in HR management is planned for the synchronized and standardized implementation across the Group's subsidiaries and plants over the next 1–2 years. Additionally, HR software, employee performance evaluation system, and training programs are being upgraded and invested.

- *Constructing a friendly work environment and strengthening staff engagement:* Enhancing a friendly, safe, and professional workplace while encouraging internal engagement activities such as team building and sports events. Maintaining various cultural and sporting activities to celebrate the 23rd anniversary of Hoa Sen Group including: "Tieng Hat Sen Vang" singing competition and sports tournaments such as football and badminton. These activities not only inspired employees to excel but also strengthened connections among different departments within the Group.

- *Training and development of human resources:* The process of recruiting, training and developing high-quality human resources remained top priorities in Hoa Sen Group's strategy. The Group organized over 1,400 training sessions, enhancing skills and knowledge for more than 90,000 employees. The Group continuously sponsored tuition fees for postgraduate study programs and collaborated in designing specialized training modules tailored for Hoa Sen Group's employees. Alongside diversifying recruitment channels and strengthening the employer branding to reach a broader range of potential employees nationwide; expanding the strategic partnerships with prestigious universities which were aimed at attracting high-quality young talent.

- *Implementing a streamlined organizational structure and reducing personnel:* In the context of a challenging market, streamlining the organizational structure and reducing personnel is a comprehensive restructuring effort to focus on core tasks, optimize workflows, reduce costs, and stabilize business operations.

- *Environmental Hygiene - Occupational Safety and Health – Fire Prevention Activities*

- + *Environmental Hygiene:* Waste classification, collection and disposal activities were strictly monitored; Consistently maintaining to monitor environmental quality across all units. The Group ensured annual Environmental hygiene reports were submitted to the relevant government authorities timely and throughout.

- + *Occupational Safety and Health:* Maintaining and enhancing the training and instruction on Occupational Safety and Health to ensure compliance with legal regulations. Implementing the program "Safety Briefing at the beginning of Shift by Unit's Heads" was aimed to raise employees' awareness. The efficiency of the so-called Industrial Discipline teams at Subsidiaries and Plants was improved to ensure Occupational Safety and Health, Environmental Hygiene and Fire Prevention. Regular monitors and inspections of machinery and equipment were maintained; Installing safety barriers around machinery and equipment with moving or rotating parts; Safety features on machinery and equipment were upgraded; Placing emergency kits which were fully equipped with emergency response equipment and vehicles.

- + *Fire prevention:* The fire prevention and firefighting system was maintained on standby, with equipment, tools and systems regularly inspected; Fire trucks (water tank trucks) are provided to the plants; Firefighting teams at all units received specialized training in firefighting techniques and regularly participated in internal drills (monthly for subsidiaries and factories); The firefighting teams participated in firefighting competitions

organized by local fire departments; Proactive coordination with local fire departments was carried out to implement annual fire prevention and rescue operations as required by law.

2. Regarding organizational activities, the Union and Association Movement.

- *Movement, Cultural - Arts and Sports Activities:* Organizing various events such as the Mini Football Tournament, Badminton Tournament, "Golden Lotus Singing Contest"; visiting and supporting trade union members and employees in difficult circumstances; arranging free transportation for workers returning home for Tet holiday; organizing donations and support for employees affected by Storm No. 3 (Yagi); participating in competitions organized by the Vietnam General Confederation of Labor and the Binh Duong Industrial Parks Trade Union, etc.

- *Emulation Movements in Production and Business Operations:* Organizing emulation movements to contribute to the successful achievement of the company's production and business plans. The development and implementation of these movements, as outlined in the Coordination Regulations, are considered a key and continuous element closely linked to the company's production and business activities.

- *Work Improvement and Technical Innovation Activities:* Launching various new initiatives to enhance the quality and efficiency of production and business operations; promoting cost-saving; and proposing multiple solutions to improve working conditions for employees.

- *Coordination in Implementing Key Tasks in the Production and Business Activities of The Group:* Regularly launching emulation movements for excellent and innovative labor, promoting technical improvements, cost reduction, waste prevention, and enhancing occupational safety, environmental sanitation, fire and explosion prevention. At the same time, solving problems, stabilizing employees' mindset, ensuring peace of mind at work, and maintaining internal unity and cohesion.

- *Corporate Culture Activities:* The Golden Lotus Editorial Board has deployed thematic issues that following closely to the actual situation of the Group, disseminating the Corporate Culture News with content on core values, "10T" corporate culture and the Group's working regulations to employees.

3. Report on media – marketing activities

In the field of media and marketing, Hoa Sen Group continues to develop Hoa Sen brand reasonably through many diverse and highly creative marketing programs. Simultaneously, the implementation of communication events and humanitarian activities continues to be effectively developed, contributing to building a compassionate, friendly and community-oriented image for Hoa Sen.

Hoa Sen Group continues to build and develop communication campaigns that demonstrate the Group's strong commitment to ensuring consumer rights by providing products according to the 5 sales commitments: "Right price – Right standard – Right quality – With warranty – Fast delivery".

To enhance the consumer experience, Hoa Sen Group has implemented consultation services through via the hotline 18001515, live chat channels, livestream consultations and product sales on the TikTok platform. They have also launched online sales through the website www.hoasenhomes.vn and the Hoa Sen Home app to provide the best conveniences

and experiences for customers with the motto: “No need to go far – Buy building materials right at home”.

4. Report on sponsorship – charity activities

Hoa Sen Group has carried out many sponsorship activities and contributions to the community in the following areas:

- *Educational Sponsorship*: Signing cooperation agreements with major universities in Vietnam and sponsoring activities such as the Green Summer Campaign and Spring Volunteer Program,...

- *Healthcare Sponsorship*: Collaborating with the Ho Chi Minh City Department of Health to provide 5,000 medical aid packages to families affected by Storm No. 3 in Northern provinces.

- *Social Welfare Sponsorship*: Supporting the "Fund for the Poor", launching voluntary blood donation campaigns, developing model residential areas, and providing disaster relief assistance.

- *Spiritual and Religious Activities*: Sponsoring teaching expenses, printing scriptures, awarding outstanding Buddhist monks and nuns, supporting the renovation of pagodas, and participating in charitable activities.

- *Cultural, Sports, and Tourism Sponsorship*: Supporting the Spring Year-End Festival Giap Thin 2024, Dalat Best Dance Crew, the "Vietnamese Family Shelter" program, and other initiatives.

5. Report on legal affairs

Conducting legal review of draft contracts and transactions; drafting bank guarantees, letters of credit and provided legal consultant on: Strategic partnership contracts, Capital transfer agreements, Solar power projects, and Production line renovation project, etc.

Providing legal consultation on issues related to sales and purchase of goods, transportation, import-export procedures, customs regulations, tax policies, intellectual property, labor laws, etc.

Implemented legal procedures on land, construction issues, handle contract disputes, resolved claims related to goods damage compensation to protect the Group's interests.

Monitoring, updating, and providing legal information regularly to the Group's subsidiaries via email: Bantinphapluat@hoasengroup.vn.

Researching, participating in training sessions on regulations relation to the Group's business activities: and customs policies, import-export, policies, real estate, etc.

6. Report on inspection and compliance affairs

Organizing inspection to ensure the units' compliance with laws and the Group's regulations; Inspecting the proper and full implementation of duties and responsibilities of Executive/Management level officers at the Group's units to summarize and propose improvements to overcome shortcomings.

Evaluating regulations and procedures related to internal governance and ISO standards before submitting to competent authorities; provided advice on corporate legal affairs, reviewed the charters and governance regulations during inspections at Subsidiaries/Plants. Monitoring and reporting monthly/quarterly on fuel usage from the Group's subsidiaries.

Consulting on disciplinary procedures, drafting minutes, proposing disciplinary measures from the Group's units to submit to the Disciplinary Council.

CHAPTER IV

ORIENTATION AND DIRECTION OF GROUP'S OPERATION IN THE FISCAL YEAR 2024 – 2025

I. MARKET SITUATION FORECAST

It is forecasted that in the 2025, the global economic situation still remain highly unstable. Globalization is severely disrupted. Many countries and territories (such as the United States, Europe, India, etc.) are implementing strict production protectionism policies. Geopolitical instability in some countries has not yet ceased. In the context of the political power transition in the United States, the risk of a trade war is extremely high. Therefore, the export activities of steel production will face many challenges, making it difficult to ensure market share stability.

In the domestic market, the consumption demand is low. The supply of steel products is currently excessive. Competition among businesses in the same industry is becoming increasingly fierce which cannot ensure profit margins.

Therefore, Hoa Sen Group needs to make significant efforts to stabilize its production and business situation and maintain its position in the market.

II. BUSINESS TARGETS AND PLANS OF THE GROUP

In order to meet market demand and cope with industry challenges, the Group plans to develop a production and business plan for the FY 2024-2025 as follows:

Items	Unit	Business results for FY 2023 – 2024	Business plan for FY 2024 - 2025	
			Plan 1	Plan 2
Sales Volume	Tons	1,941,694	1,800,000	1,950,000
Net revenue	Billion VND	39,272	35,000	38,000
Consolidated net profit	Billion VND	515	400	500

III. DIRECTION AND OPERATION PLAN OF THE GROUP

In the context of a difficult and challenging situation, the Group will focus on implementing strategic solutions to stabilize business operations and strive to achieve the set profit plan, specifically:

1. Governance and executive activities

- Implementing a project to restructure and transform the Group's governance model towards specialization of production and business sectors according to the timeline and

progress approved by the General Meeting of Shareholders, ensuring alignment with market developments.

- Strengthening the delegation of authority, assigning responsibilities and promoting the sense of responsibility of each management position in the organizational structure.
- Reviewing and implementing cost-cutting measures to stabilize production and business operations, responding to market fluctuations such as: reducing personnel, streamlining the organization; cutting unnecessary expenses; applying information technology in meetings; reallocating and distributing spare parts and replacement equipment at factories to ensure optimal use and avoid waste; ...

2. Production and business activities

- Actively improving and enhancing the operational efficiency of production lines; Reducing prices and improving the quality of products.
- Prioritizing the distribution and development of the domestic market through the nationwide Hoa Sen Home Network.
- Quickly completing the nationwide general warehouse network which saves costs and optimizes delivery time.
- Implementing flexible sales policies; Increasing sales program to motivate volume and boost revenue.
- Exploring new potential markets. In addition, closely coordinating with government agencies of various countries to implement appropriate response to trade remedies and product protection.

3. Investment and strategies activities

- Continuing to research and expand the Group's products portfolio to enhance competitiveness in the market. At the same time, implementing flexible business policies for each product line to boost consumption output in traditional markets and gradually expand to new markets with great potential.

4. Human resource development activities

- Focusing on enhancing, developing workforce quality; Streamlining the workforce across the entire Group.
- Enhancing collaboration with universities and colleges to prepare a high-quality human resource for the Group in the future.

5. Media and marketing activities

- Organize the implementation of effective communication and marketing activities, suitable for the current business situation.
- Continue promoting the Hoa Sen brand through digital platforms and community programs.

CHAPTER V

REPORT ON PERFORMANCE RESULTS OF SUBSIDIARIES, PLANTS, AND UNITS UNDER HOA SEN GROUP

I. SUBSIDIARIES AND PLANTS OWNED/CONTROLLED 100% BY HOA SEN GROUP

1. Branch of Hoa Sen Group – Hoa Sen Phu My Steel Sheet Plant

1.1 General information

Branch name	BRANCH OF HOA SEN GROUP – HOA SEN PHU MY STEEL SHEET PLANT
Address	Road No.1B , Phu My I Industrial Park, Phu My Ward, Phu My Town, Ba Ria - Vung Tau Province
Tel	(0254) 3924790
Business registration certificate	Enterprise registration number 3700381324-095 issued by the Department of Planning and Investment of Ba Ria - Vung Tau Province, first registered on July 19, 2010. Registered for the 11 th amendment on November 6, 2023.
The BOM Member in charge of the plant	Mr. VU VAN THANH
Plant Director	Mr. NGUYEN VAN MINH
Business sector	Production of roofing sheets made of galvanized steel, zinc-aluminum alloy, painted galvanized and other plated alloys. Production of cold rolled steel in coils, production of hot rolled steel in coils.
Ownership rate	100%

1.2 Summary of Business Performance for the Fiscal Year

Hoa Sen Phu My Steel Sheet Plant is built on an area of 16.7 hectares with a total designed capacity of up to 1,200,000 tons/year. This is considered the largest steel sheet and steel production plant in the South of Hoa Sen Group, and is also the largest steel sheet and steel production plant in Southeast Asia with key products such as galvanized steel sheet, color-coated steel sheet and cold-rolled steel, contributing significantly to the supply chain of Hoa Sen Group.

In the fiscal year 2023 – 2024, the Plant's Board of Management has been flexible in predicting changes in the market economic situation, making key decisions in operating the Plant's production activities, not only ensuring timely and effective supply of domestic consumption demand as well as serving exports but also minimizing the negative impact of the world situation. In addition, Hoa Sen Phu My Steel Sheet Plant is a pioneer in restructuring production activities, goods allocation and warehouse arrangement, contributing to improving the efficiency and effectiveness of the Plant's production and business activities, contributing to the output, revenue and profit of the Group.

2. Hoa Sen Nghe An One Member Limited Liabilities Company

2.1 General information

Company name	HOA SEN NGHE AN ONE MEMBER LIMITED LIABILITIES COMPANY
Address	Lot CN 1-8, Dong Hoi IP, Quynh Lap Commune, Hoang Mai Town, Nghe An Province
Tel	(0383) 668 112
Charter capital	VND 1,100,000,000,000 (<i>One thousand billion and one hundred million VND</i>)
Business registration certificate	Registration number: 2901788319 issued by the Department of Planning and Investment of Nghe An Province on June 12, 2015, with the 11 th amendment registered on May 3, 2024
Legal representative	Mr. NGUYEN NGOC HUY – Chairman of the Company Mr. HO XUAN SY – Director of the Company
Business Industry	Producing zinc-coated steel roofing sheets, zinc-aluminum alloy coated steel sheets, zinc-coated and painted steel sheets and production of cold-rolled steel coils.
HSG Ownership Rate	100%
Branch Name	HOA SEN NGHE AN ONE MEMBER LIMITED LIABILITIES COMPANY BRANCH IN NAM CAM
Address	Nam Cam IP, Nghi Xa Commune, Nghi Loc District, Nghe An Province
Tel	(0383) 798 555
Branch registration certificate	Registration number: 2901788319-001 issued by the Department of Planning and Investment of Nghe An Province on September 28, 2016, with the 3 rd amendment registered on February 15, 2024.
Branch Director	Mr. HOANG DUY HAI
Business Industry	Producing black steel pipes, zinc-coated steel pipes, other alloy-coated steel pipes, production of steel trusses, zinc-coated steel trusses

2.2 Summary of Business Performance for the Fiscal Year

Hoa Sen Nghe An One Member Limited Liabilities Company has a project area of about 45 hectares, this is considered the company owning the factory with the largest production output in the North of Hoa Sen Group with a total designed capacity of 1,000,000 tons/year, playing an important role in the Group's competitive advantage chain.

In the recent fiscal year, the Company continued to maintain the stability of projects and factories in the production of galvanized steel, cold rolled steel and steel pipes, contributing to solving the problem of employment for local labor, contributing to the

development of the economy of Nghe An province in particular and the economy of the whole country in general.

3. Hoa Sen Nhon Hoi – Binh Dinh One Member Limited Liability Company

3.1. General information

Company name	HOA SEN NHON HOI – BINH DINH ONE MEMBER LIMITED LIABILITY COMPANY
Address	Hoi Son Hamlet, Nhon Hoi Commune, Quy Nhon City, Binh Dinh Province
Tel	0903 835 211
Charter capital	VND 770,000,000,000 (<i>Seven hundred and seventy billion VND</i>)
Business registration certificate	Business registration No. 4101453370, first issued by the Department of Planning and Investment of Binh Dinh province on November 26, 2015; 9 th amendment on November 01, 2023
Legal representative	Mr. NGUYEN MINH PHUC – Chairman of the Company Mr. DAU DINH THUC – Director of the Company
Business sectors	Production of galvanized steel roofing sheets, aluminum– zinc alloy, galvanized with paint and other alloys; Production of steel pipes, galvanized steel pipes, steel pipes coated with other alloys; Production of galvanized steel mesh, galvanized steel wire, various steel wires; Production of stainless steel.
Ownership rate	100%

3.2. Summary of Business Performance for the Fiscal Year

Hoa Sen Nhon Hoi – Binh Dinh One Member Limited Liability Company is the second subsidiary of Hoa Sen Group in the Central – Highlands region that continues to affirm its position in the Central market with key products such as steel sheet, galvanized steel, color coated steel and cold rolled steel, serving the needs of the Central and Highlands markets and exporting internationally, contributing to creating a competitive advantage in products and the ability to quickly supply to all regions of the country of Hoa Sen Group.

In the last fiscal year, Company focused on improving product quality, training successors for key positions, playing an important role in the Group's production and supply system in the Central region.

4. Hoa Sen Ha Nam One Member Limited Liabilities Company

4.1. General information

Company name	HOA SEN HA NAM ONE MEMBER LIMITED LIABILITIES COMPANY
Address	Thanh Liem Industrial Park, Kien Khe town, Thanh Liem district, Ha Nam province
Tel	(0226) 3 777555
Charter capital	VND 300,000,000,000 (<i>Three hundred billion VND</i>)
Business registration certificate	Business registration No. 0700759219, first issued by the Department of Planning and Investment of Ha Nam province on September 15, 2015; 7 th amendment on February 10, 2025
Legal representative	Mr. NGUYEN NGOC HUY – Chairman of the Company Mr. NGUYEN VAN BINH – Director of the Company
Business sectors	Production of galvanized steel pipes, slit steel in coils
Ownership rate	100%

4.2. Summary of Business Performance for the Fiscal Year

Hoa Sen Ha Nam One Member Limited Liabilities Company is the investor of the Hoa Sen Ha Nam Factory. The plant is invested in a synchronous machinery system, applying advanced technology in production to deliver products with consistent quality that meet international standards. Currently, The plant is assigned to manufacture and supply the Group's main product lines of the Group such as galvanized steel pipes under the Hoa Sen brand.

Hoa Sen Ha Nam Plant project is one of the key projects, part of the Hoa Sen Group's production expansion plan. This is one of the Group's key strategies to affirm its position in the domestic market and quickly advance to the Northern market. The construction of Hoa Sen Ha Nam Plant contributed to improving production capacity and optimizing the supply of steel pipes of Hoa Sen Group, especially meeting the demand of the Northern market.

5. Hoa Sen Phu My One Member Limited Liabilities Company

5.1. General information

Company name	HOA SEN PHU MY ONE MEMBER LIMITED LIABILITIES COMPANY
Address	Road No. 1A, Phu My I Industrial Park, Phu My ward, Phu My town, Ba Ria – Vung Tau province
Tel	(0254) 3 890222
Charter capital	VND 700,000,000,000 (<i>Seven hundred billion dong</i>)
Business registration certificate	Business registration No. 3502313442, first issued by the Department of Planning and Investment of Ba Ria – Vung Tau province on August 8, 2016; 9 th amendment on November 27, 2024
Legal representative	Mr. TRAN NGOC CHU – Chairman of the Company Mr. NGUYEN VAN TRUONG – Director of the Company
Business sectors	Production of hot-dip galvanized steel pipes.
Ownership rate	100%

5.2. Summary of Business Performance for the Fiscal Year

Hoa Sen Phu My One Member Limited Liabilities Company is responsible for manufacturing and supplying hot– dip galvanized pipes and steel pipes under Hoa Sen brand on a modern production line that meets American standards. In 2019, Hoa Sen Phu My Hot– dip Galvanized Pipe Plant came into operation, contributing to improving production capacity and product quality to meet customers' consumption needs.

In fiscal year 2023 – 2024, Company has implemented warehouse arrangement to streamline and optimize the area to suit the operating conditions and expansion investment of the project. In addition, ensuring hygiene and environment protection are always strictly followed by the Company according to each specific product to increase product life, ensuring safety in fire prevention and maintaining environmental hygiene and safety.

6. Hoa Sen Binh Dinh Sole Member Limited Company

6.1 General information

Company name	HOA SEN BINH DINH SOLE MEMBER LIMITED COMPANY
Address	Lot A1.1 and TT 6.2&7, Nhon Hoa Industrial Park, Nhon Hoa Ward, An Nhon Town, Binh Dinh Province.
Tel	0903 835 211
Charter capital	VND 105,000,000,000 (<i>One hundred and five billion VND</i>)
Business registration certificate	No. 4101425750 issued by the Department of Planning and Investment of Binh Dinh Province, first registered on May 14, 2014, registered for the 7 th amendment on August 7, 2023.
Legal representative	Mr NGUYEN MINH PHUC – Chairman of the company Mr LE XUAN PHONG – Director of the company
Business Industry	Manufacturing and trading of construction materials including steel pipes, galvanized steel pipes
HSG Ownership Rate	100%

6.2 Summary of Business Performance for the Fiscal Year

Hoa Sen Binh Dinh Sole Member Limited Company is the first subsidiary of Hoa Sen Group in Central region, marking an important development step in the Group's production expansion strategy in the Central Region - Central Highlands regions. With the goal of improving supply capacity and shortening the time to reach customers, the Company has actively contributed to the production and supply system of steel pipe products serving the Central Region - Central Highlands regions markets and expanding exports to demanding markets.

In the last fiscal year, the Company optimized land use by building a new Commercial General Warehouse to store raw materials and finished products. This not only increased efficiency in transportation but also created a superior advantage for Hoa Sen Group in bringing products to consumers, contributing to strengthening the position of Group in both domestic and international markets.

7. Hoa Sen Yen Bai Building Materials One Member Limited Liabilities Company

7.1 General information

Company name	HOA SEN YEN BAI BUILDING MATERIALS ONE MEMBER LIMITED LIABILITIES COMPANY
Address	Dong Danh Hamlet, Minh Quan Commune, Tran Yen District, Yen Bai Province
Tel	(0216) 222 0789
Charter Capital	VND 50,000,000,000 (<i>Fifty billion VND</i>)
Business registration certificate	No. 5200870602 issued by the Department of Planning and Investment of Yen Bai Province for the first time on January 6, 2017, registered for the third change on May 4, 2024.
Legal representative	Mr NGUYEN NGOC HUY – Chairman of the Company Mr HOANG PHU VINH – Director of the Company
Business Industry	Production of steel products such as: Steel pipes, galvanized steel pipes/zinc-aluminum alloy-plated steel pipes...
HSG Ownership Rate	100%

7.2. Summary of Business Performance for the Fiscal Year

Hoa Sen Yen Bai Building Materials One Member Limited Liabilities Company is the investor of Hoa Sen Yen Bai Factory - the first factory of Hoa Sen Group in the Northwest region; and is one of 04 factories of Hoa Sen Group in the North.

The factory is invested with a modern and synchronous system of machinery and equipment to specialize in producing steel products such as black steel pipes, galvanized steel pipes/zinc-aluminum alloy-coated pipes... under the Hoa Sen brand, applied in the fields of construction and civil; contributing to improving the production capacity of Hoa Sen Group and meeting market demand, especially the Northwest market.

8. Hoa Sen Steel One Member Company Limited

8.1 General information

Company name	HOA SEN STEEL ONE MEMBER COMPANY LIMITED
Address	No. 9 Thong Nhat Boulevard, Song Than II Industrial Park, Di An Ward, Di An City, Binh Duong Province.
Tel	(0650) 3 737200
Charter Capital	VND 280,000,000,000 (<i>Two hundred and eighty billion VND</i>)
Business registration certificate	No. 3700763651 issued by the Department of Planning and Investing of Binh Duong Province on December 24, 2007. The 11th amended was on June 4, 2023.
Legal representative	Mr TRAN NGOC CHU – Chairman of the Company Mr NGUYEN MINH PHUC – Director of the Company
Business Industry	Producing cold-rolled steel, mechanical processing, metal treatment and coating
HSG Ownership Rate	100%

8.2 Summary of Business Performance for the Fiscal Year

Hoa Sen Steel One Member Limited Liability Company is responsible for producing steel products, specifically cold-rolled steel in coil form, to supply to Hoa Sen Group and member companies in the Hoa Sen Group ecosystem.

During the fiscal year 2023 – 2024, Hoa Sen Steel One Member Limited Liability Company has organized training courses and fully equipped all employees with labor safety and hygiene equipment. At the same time, the company also strictly complies with the provisions of the law on environmental safety and maintains a green - clean - nice working environment.

II. COMPANIES AND UNITS OPERATING IN THE FORM OF JOINT STOCK COMPANY

1. Hoa Sen Plastics Joint Stock Company

1.1 General information about the company

Company Name	HOA SEN PLASTICS JOINT STOCK COMPANY
Address	2B Street, Phu My I Industrial Park, Phu My Ward, Phu My Town, Ba Ria - Vung Tau Province
Tel	(0254) 3 923231 Fax: (0254) 3 923230
Charter Capital	300,000,000,000 dong (<i>Three hundred billion VND</i>)
Business Registration Certificate	Registration number 3500786179 issued by Ba Ria - Vung Tau Department of Planning and Investment on December 18, 2007, and updated for the 13th time on April 28, 2022.
Legal representative	Mr. LE PHUOC VU – Chairman of the Board of Directors Mr. VU VAN THANH – Vice Chairman of the Board of Directors Mr. TRUONG TAN DAT – General Director
Business Sector	Producing building materials including uPVC pipes, uPVC pipe fittings, uPVC pipe adhesive, HDPE pipes, and PPR pipes under Hoa Sen brand.
HSG Ownership rate	99,95%

Branch Name	HOA SEN PLASTICS JOINT STOCK COMPANY BRANCH – BINH DINH PLASTIC PLANT
Address	A1.1 and T6.2 & 7 Area - Nhon Hoa IP, Nhon Hoa Ward, An Nhon Town, Binh Dinh Province, Vietnam.
Branch Registration Certificate	3500786179-021
Branch director	Mr. LE XUAN PHONG
Business sector	Producing building materials including uPVC pipes and uPVC pipe fittings.

Branch Name	HOA SEN PLASTICS JOINT STOCK COMPANY BRANCH – HA NAM PLASTIC PLANT
Address	Thanh Liem Industrial Park, Kien Khe Town, Thanh Liem District, Ha Nam Province, Vietnam.
Branch Registration Certificate	3500786179-022
Branch director	Mr. NGUYEN VAN BINH
Business sector	Production and business of construction materials including uPVC pipes, uPVC pipe fittings, HDPE pipes, and PPR plastic pipes, PPR pipe fittings.

1.2 Summary of Business Performance for the Fiscal Year

In 2022, Hoa Sen Plastic Joint Stock Company was officially established on the basis of conversion from Hoa Sen Building Materials One Member Limited Liabilities Company, and specialized in the plastic sector, demonstrating the focus and orientation of Hoa Sen Group in developing plastic products for the domestic market as well as for export. With the above desire, the Company has increased its charter capital from VND 150 billion to VND 300 billion.

To date, Hoa Sen plastic factories have been present in all three regions of the North - Central - South such as: Hoa Sen Phu My Plastic Factory, Hoa Sen Binh Dinh Plastic Factory and Hoa Sen Ha Nam Plastic Factory. In addition, there is a system of warehouses such as Can Tho Warehouse, Dak Lak Warehouse, Yen Bai Warehouse and Phan Thiet Warehouse, along with a system of plastic sales departments covering the whole country with 140 distributors/agents and more than 5,000 Hoa Sen plastic pipe stores. In addition, there are Northern, Central and Southern Project Sales Departments, providing plastic pipes for large and small projects nationwide; the goal is to bring Hoa Sen plastic pipe products and brands to serve the needs of domestic people and export.

In the recent FY, with continuous efforts to improve product quality, services and expand automatic production and business activities according to a closed production process and strictly managed according to international quality standards, the Company has risen to affirm its position, becoming one of the leading enterprises in the Vietnamese plastic pipe market and was awarded the VietNam Value title by the Ministry of Industry and Trade.

2. Hoa Sen Yen Bai Joint Stock Company

2.1. General information

Company Name	HOA SEN YEN BAI JOINT STOCK COMPANY
Address	Group 11, Dong Tam Ward, Yen Bai City, Yen Bai Province
Charter capital	VND 621,000,000,000 (Six hundred and twenty-one billion VND)
Business Registration Certificate	No. 5200861319 issued by the Department of Planning and Investment of Yen Bai province, first registered on May 5, 2016, registered for the 7th change on May 17, 2024
Legal Representative	Mr. TRAN NGOC CHU – Chairman of the Board of Directors Mr. TRAN QUOC PHAM – Director of the Company
Business lines	Real estate business, land use rights belonging to the owner, user or leased by the company. Specifically, office leasing residential property.
Ownership rate	97.3%

2.1. Summary of Business Performance for the fiscal year

Hoa Sen Yen Bai Joint Stock Company was established with the goal of implementing the Project of Trade Center, Services, Hotel, Restaurant and Event Organization. This project is expected to become the largest international standards commercial center and hotel in Yen Bai province.

Up to now, the company has been accelerating the construction progress and completing each part of the project, quickly bringing the project into operation. This will be considered as a one of the leverage projects for boosting Yen Bai province's tourism in the future and contributing to the overall development of the province.

CHAPTER VI.

PROPOSALS OF THE BOARD OF DIRECTORS SUBMITTED TO THE GENERAL MEETING OF SHAREHOLDERS FOR CONSIDERATION AND APPROVAL

I. THE CONSOLIDATED BUSINESS RESULTS REPORT FOR THE FY 2023 – 2024; THE TARGETS AND BUSINESS PLAN FOR THE FY 2024 – 2025

1. Report on consolidated business results in FY 2023 – 2024

Indicator	Unit	Plan for FY 2023 - 2024	Implemented in FY 2023 - 2024	Rate compared to plan
Sales Volume	ton	1,730,000	1,941,694	112%
Net revenue	Billion VND	36,000	39,272	109%
Profit after tax	Billion VND	500	515	103%

2. Consolidated targets and business plans FY 2024 – 2025

Indicator	Unit	Business Performance in FY 2023 – 2024	Plans in FY 2024 – 2025	
			Plan 1	Plan 2
Sales volume	ton	1,941,694	1,800,000	1,950,000
Net Revenue	Billion VND	39,272	35,000	37,000
Profit after tax	Billion VND	515	400	500

II.REPORTS AND PROPOSALS RELATED TO FINANCIAL MATTERS

1. The separate financial statements of the Parent Company, the consolidated financial statements of the Group, and the value of transactions with related parties

The BOD respectfully submits to the GMS for approval: i) the separate financial statements of the parent company; ii) the consolidated financial statements for the fiscal year 2023 – 2024 that have been audited; iii) the value of transactions with related parties that have been recorded in the financial statements after the audit; iv) the value of transactions arising will be recorded in the financial statements for the fiscal year 2024 – 2025, in accordance with current legal regulations.

2. Other financial related reports in FY 2023 – 2024

2.1. Profit distribution plan of FY 2022 – 2023

NO.	INDICATOR	RATE	FORM	LAST REGISTRATION DATE	RESULTS
1	Cash dividend payment to existing shareholders	5%	Cash	April 25th, 2024	Completed on May 10th, 2024

2.2. Funds appropriation rate under the BOD in the FY 2022 – 2023

No.	Fund name	Maximum appropriation rate approved by the AGM	Official appropriation rate
1	Reward & Human Resources Development Fund	2% Consolidated Profit After Tax	2% Consolidated Profit After Tax
2	Welfare Fund	2% Consolidated Profit After Tax	2% Consolidated Profit After Tax
3	Sponsorship & Charitable Fund	4% Consolidated Profit After Tax	4% Consolidated Profit After Tax

During the FY 2023-2024, the Funds under the management of the BOD were managed and utilized in accordance with the current internal regulations regarding the appropriation, management, and utilization of the Funds and Expenditures of the BOD. Details regarding the utilization of the Funds under the management of the BOD are recorded in the Consolidated Financial Statements of the Group for the FY 2023-2024.

2.3. Report on remuneration and operating expenses of the BOD and positions under the BOD in the FY 2023 – 2024

The total remuneration and operating expenses of the BOD and positions under the BOD in the FY 2023-2024 were appropriated within the limit of 1.5% of the audited consolidated profit after tax of the FY 2023-2024, as approved by the General Meeting of Shareholders at the Annual General Meeting for the FY 2023-2024 on March 18, 2024, and were disbursed in accordance with current internal regulations regarding the appropriation, management, and utilization of the Funds and Expenditures of the BOD.

3. Proposals related to Financial content

3.1. Dividend payment plan of FY 2023 – 2024

- *Expected implementation rate:* 5%
- *Form of payment:* In cash
- *Funding source:* Accumulated undistributed profit after tax as of September 30, 2024, according to the audited consolidated financial statements of the FY 2023-2024.
- Financial obligations arising from dividend payments (including: taxes, fees, charges, etc.) will be carried out in accordance with legal regulations.
- *Implementing organization:* The GMS authorizes the BOD to decide the record date for shareholders, the implementation date, the implementation method, and to decide and implement other necessary tasks to execute the policy approved by the GMS.

3.2. Funds of the BOD's allocation plan of FY 2024 – 2025

- Basis for provision: Audited consolidated profit after tax of the FY 2024 – 2025.
- Maximum appropriation rate:

No	Fund Name	Appropriation Rate
1	Reward & Human Resources Development Fund	2% Consolidated Profit After Tax
2	Welfare fund	2% Consolidated Profit After Tax
3	Sponsorship and charitable fund	4% Consolidated Profit After Tax

- The General Meeting of Shareholders authorizes the BOD to base on the actual business performance of the Group to allocate funds within the approved maximum limits in accordance with internal regulations on the appropriation, management, and utilization of funds and the BOD's operating expenses.

3.3. Remuneration, operating expenses of the BOD and titles under the BOD in the FY 2023 – 2024

- The remuneration and operating expense rate for the BOD and units under the BOD in the fiscal year 2024-2025 is 1.5% of audited consolidated profit after tax.

- The General Meeting of Shareholders authorizes the BOD to decide on the specific remuneration and operating expense levels to be paid to member of the BOD and units under the BOD, based on the Group's business performance in the fiscal years 2024-2025.

III. REPORTS AND PROPOSALS FROM INDEPENDENT MEMBERS OF THE BOD AND AUDIT COMMITTEE

1. Report of the Independent Members and Audit Committee on activities in the FY 2023–2024 and action plan for the FY 2024–2025

The Independent Members and Audit Committee respectfully submit to the General Meeting of Shareholders (GMS) the report on activities in the FY 2023–2024, along with action plan for the FY 2024–2025; and report on the supervising, monitoring transactions with related parties and transaction plans, transactions arising regularly in the next FY.

The detailed contents of the report and action plan are presented in the General Meeting Documents and will be presented directly at the meeting by the Independent Members, who are also members of the Audit Committee.

2. Proposal list of independent auditing firms for approval and authorization for the BOD to select independent auditing firm for the FY 2024–2025 financial statements

The Audit Committee respectfully submits to the GMS for consideration and approval the list of independent auditing firms, as well as the authorization for the BOD to select the independent auditing firm for consolidated and separate financial statements of Hoa Sen Group and its subsidiaries for the FY 2024–2025 from the Top-4 auditing firms in Vietnam:

- Deloitte Vietnam Co., Ltd.
- EY Vietnam Co., Ltd.
- KPMG Vietnam Co., Ltd.
- PwC Vietnam Co., Ltd.

IV. PROPOSAL FOR THE DIRECTION, ROADMAP, AND IMPLEMENTATION PLAN FOR THE GROUP'S OPERATIONAL MODEL RESTRUCTURING POLICY

1. General context and orientation for the policy of restructuring the operational model of Hoa Sen Group

1.1. Proposal Context

The BOD forecasts that the economic situation in general and the steel sheet and steel market in particular will experience complex fluctuations, creating numerous challenges for Hoa Sen Group in particular and other companies in the industry in general:

- ***In the global market:*** Globalization is severely disrupted. Many countries and territories (such as the USA, Europe, India...) are implementing strict production protection policies. Geopolitical instability in some countries has not yet stopped. In the context of the political power transition in the United States, the risk of a trade war is very high. Therefore, the export of steel sheet and steel will face numerous challenges, making it difficult to ensure market share stability.

- ***In the domestic market:*** Domestic consumption demand is low. The supply of steel sheet and steel products is currently excessive. Competition among businesses in the same industry is becoming increasingly fierce, making it difficult to ensure profit margins.

1.2. Orientation for restructuring the Group's operational model

The orientation to restructure the Group's operational model for the coming years, including the following production and business segments:

- ***Traditional production and business segment (Steel Sheet, Steel):*** In the current context, the traditional production and business segment focuses on stabilizing the efficiency of production and business activities to respond to market fluctuations, Hoa Sen Group (stock code: HSG) plays the parent company's role. Traditional subsidiaries and production plants are 100% owned or controlled by the parent company.

- ***Building Materials & Furniture Distribution segment:*** The development strategy of Hoa Sen Home Network is the main focus. At this meeting, The BOD will submit to the General Meeting of Shareholders for approval the policy on establishing Hoa Sen Home Joint Stock Company to focus on developing Hoa Sen Home Network. In the initial phase, Hoa Sen Group will own over 99% of Hoa Sen Home Joint Stock Company. In the next 5 years, Hoa Sen Home Joint Stock Company will gradually take over the entire Hoa Sen Home Network from the Group, entering into a stable and profitable business. In the future, if the situation is favorable and at an appropriate time, the BOD will continue to complete the plan and roadmap for an initial public offering and listing of Hoa Sen Home Joint Stock Company's shares on the stock market, to be presented to the General Meeting of Shareholders for approval. The preliminary orientation of the issuance roadmap for Hoa Sen Home Joint Stock Company is to prioritize issuing shares to existing shareholders, followed by a public offering and listing on the stock market. Details will be presented to the General Meeting of Shareholders of Hoa Sen Group for decision.

- ***Plastic production and business segment:*** According to the strategic orientation, Hoa Sen Group will focus its capital on developing Hoa Sen Home Network. In the plastics industry, growth has reached its peak. Based on assessments from consulting firms, the shares of many plastics companies in the stock market lack liquidity. Therefore, the Board of Directors has determined that Hoa Sen Plastics Joint Stock Company is an unlisted joint stock company with an orientation to become an affiliated company (with Hoa Sen Group owning less than 50% of charter capital). The Board of Directors will submit to the General Meeting of Shareholders for consideration and approval the policy of allowing Hoa Sen Plastics Joint Stock Company to implement the plan to issue HSN's shares to strategic investors (through a private placement).

- ***For other areas of expansion investment:*** Hoa Sen Group continues to research, promote and collaborate with potential partners to expand its land reserves and leverage investment advantages, aiming to capitalize on infrastructure development opportunities in various provinces and cities.

Based on the above contexts and strategic direction, the BOD respectfully submits to the General Meeting of Shareholders for consideration and approval of the following contents:

2. Policy on the establishment of Hoa Sen Home Joint Stock Company

2.1. Company Name: HOA SEN HOME JOINT STOCK COMPANY

2.2. Operational objectives: Engaging in the business of distributing building materials and furniture. The BOD is authorized to decide the company's specific business sectors to ensure alignment with the business objectives approved by the General Meeting of Shareholders.

2.3. Ownership rate of Hoa Sen Group at the time of establishment: In the initial phase, Hoa Sen Group will own over 99% of the charter capital of Hoa Sen Home Joint Stock Company. If the conditions are favorable when Hoa Sen Home Joint Stock Company implements a public offering and lists shares on the stock market, Hoa Sen Home Joint Stock Company will gradually become an affiliated company (with Hoa Sen Group owning less than 50% of charter capital).

2.4. Charter capital for establishment: Based on the actual production and business performance of the Group and the capital needs of Hoa Sen Home Joint Stock Company, the BOD will determine the level of charter capital required to establish the Company. In case the charter capital falls within the authority of the General Meeting of Shareholders under the Law on Enterprises (*from 35% or more of the total consolidated asset value of the Group according to the latest financial statements*), the General Meeting of Shareholders will authorize the BOD to make the decision.

2.5. Time of establishment: From 2025 to 2027. The General Meeting of Shareholders authorizes the BOD to decide on the appropriate establishment time.

2.6. Other corporate registration information (shareholder structure, head office, legal representative, etc.): The General Meeting of Shareholders authorizes the BOD to make decision to ensure the most optimal operation of the Company.

2.7. Roadmap for receiving Hoa Sen Home Network: After its establishment, Hoa Sen Home Joint Stock Company will gradually take over the entire Hoa Sen Home Network from Hoa Sen Group and bring it into a stable and profitable operation. The General Meeting of Shareholders authorizes the BOD to decide on the appropriate timing and roadmap for the transfer and reception of Hoa Sen Home Network.

2.8. Implementation organization: The General Meeting of Shareholders authorizes the BOD to decide and perform other related tasks, procedures regarding the establishment of Hoa Sen Home Joint Stock Company, ensuring compliance with the current Law on Enterprises and Securities Law.

3. Policy and plan for issuing shares of Hoa Sen Plastics Joint Stock Company to strategic investors

3.1. Issuer: Hoa Sen Plastics Joint Stock Company (HSN).

3.2. Issuance types: HSN's common shares.

3.3. Issuance forms: Issuance of shares to strategic investors, in accordance with the provisions of Article 125 of the current Law on Enterprises (private placement).

3.4. Issuance purpose: Currently, HSN has undistributed retained earnings after tax, therefore HSN will pay dividends to Hoa Sen Group so that the Group can supplement its capital for the Hoa Sen Home development strategy. After paying dividends, HSN will issue shares to strategic investors to supplement capital in order to enhance production capacity, support business operations, and settle remaining debts owed to Hoa Sen Group. After completing the issuance at HSN, Hoa Sen Group will recover additional receivables from HSN to focus on the development of Hoa Sen Home.

3.5. Maximum number of shares HSN expected to be issued: 35,000,000 (thirty-five million) shares.

3.6. Total expected number of HSN shares after the issuance completion: 65,000,000 (sixty-five million) shares.

3.7. HSN's expected charter capital after the issuance completion: VND 650,000,000,000 (six hundred and fifty billion).

3.8. Issuance price: Comply with the provisions of the Law on Enterprises. The General Meeting of Shareholders authorizes the General Meeting of Shareholders/BOD of HSN to consider and decide on the issuance price to ensure the interests of HSN.

3.9. Issuance Subject: Organizations and individuals are interested in and committed to accompanying the development of HSN. Authorize the HSN General Meeting of Shareholders/Board of Directors to review, select and decide on the issuance subjects suitable to the development needs of HSN, ensuring the principle: not to issue to direct competitors in the same industry; and organizations and individuals who directly or indirectly own those competitors.

3.10. Ownership rate of Hoa Sen Group after issuance completion: Less than 50%. After completing the issuance, HSN will become an affiliated company.

3.11. Implementation timing: The General Meeting of Shareholders authorizes the General Meeting of Shareholders/BOD of HSN to consider and decide on the specific implementation timing to ensure the best interests of HSN. The latest implementation time is December 31, 2028.

3.12. Implementation organization:

- Based on the approved policy, the General Meeting of Shareholders will authorize the BOD of Hoa Sen Group to approve the representative of the Group's capital at HSN to vote in favor of the plan, roadmap and issuance plan of HSN's shares to strategic investors, in the forms specified in Article 125 of the current Law on Enterprises (private placement).

- The General Meeting of Shareholders/BOD of HSN is authorized to decide and implement other Contents related to the policy of issuing HSN shares to strategic investors, in the form specified in Article 125 of the current Law on Enterprises (private placement), ensuring compliance with the policy approved by the General Meeting of Shareholders of Hoa Sen Group and the current legal regulations.

4. Policy to continue researching, promoting and implementing investment expansion production and business sectors of the Group

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the policy of continuing to authorize the Board of Directors to research and select appropriate and feasible business and production sectors for the Group's expansion investments, with the following contents:

- Approval of the policy to research, promote, and implement investment in expanding new production and business sectors that are potential and feasible, including but not limited to the following sectors: real estate; development of office projects, residential buildings, residential areas, urban areas, etc.

- In cases where the total investment for each business sector or field selected for expansion and development falls within the authority of the GMS, the GMS authorizes the BOD to make investment decisions. For the field of real estate project development, the maximum total investment is VND 5,000 billion. The specific investment value details are authorized for the BOD to consider, decide, and implement.

- In cases where the selected business sector or field is subject to specific conditions or related legal procedures such as corporate law, planning, investment, construction, land regulations, etc, the GMS authorizes the BOD to decide, approve, and carry out the necessary legal procedures to ensure that the sectors, fields, and projects being expanded comply with current legal regulations.

- To implement the approved policy, the General Meeting of Shareholders authorizes the Board of Directors to decide on and carry out the following tasks:

- + Make decision on the selection of suitable and feasible sectors or areas; decide on the investment capital for each sector or area; decide on the form and method of investment that is reasonable and optimal; decide on the appropriate timing for implementation to ensure the effective execution of the Group's development strategy;

- + Make decision on matters and organize the implementation of necessary legal procedures to support activities for investment expansion, project development, and land reserve expansion to anticipate future development potentials.

- + Hire qualified consulting firms to support the development and refinement of ideas; conduct pre-feasibility studies; propose projects; conduct feasibility studies, finalize legal procedures, and carry out other tasks to effectively implement the investment and development of projects in accordance with the policy approved by the General Meeting of Shareholders.

- + Make decision and implement other necessary tasks and legal procedures to ensure the Group's strategy for expanding its business sectors and fields complies with current legal regulations, bringing benefits to the Group and its shareholders.

V. PROPOSALS FOR APPROVAL ON POLICY TO REPURCHASE SHARES

1. **Purpose:** Protecting the interests of shareholders and investors in the context of complicated stock market affecting the stock price of Hoa Sen Group.

2. **Stock code:** HSG.

3. **Number of shares expected to be repurchased:** From 50,000,000 (fifty million) to 100,000,000 (one hundred million) shares or the maximum level within the authority of the BOD as prescribed in the current Law on Enterprise (*30% of the total number of shares of each type*) .

4. **Trading method:** Order matching and/or negotiating

5. **Principles for determining price, bid price and trading volume:** Implementing in accordance with relevant legal documents and current securities trading regulations of the Ho Chi Minh City Stock Exchange.

6. **Expected source of capital used to carry out the transaction:** Capital surplus, undistributed profit and/or other sources as prescribed by law.

7. **Expected implementation time:** Authorizing the BOD to determine the official implementation time based on market activities, between the date when the GMS approves the policy and the next annual GMS.

8. **Approving relevant legal procedures after completing the repurchase, including:**

- Approving the content of the Appendix to the Charter of Organization & Operation to adjust the Group's charter capital to be consistent with the report on the repurchase results according to the plan approved by the GMS.

- Carrying out procedures to adjust the number of voting outstanding shares at the State Securities Commission, Ho Chi Minh City Stock Exchange, and Vietnam Securities Depository and Clearing Corporation (VSDC).

- Carrying out procedures to reduce charter capital at the Department of Planning and Investment of Binh Duong Province.

9. **The General Meeting of Shareholders authorizes the Board of Directors to determine and perform the following tasks:**

- Making decisions on the contents within the scope of the policy approved by the GMS, including: Official implementation time; Repurchase volume; Principles for determining price; Bid price (price range); Transaction method; Capital source used for share repurchase; and other related contents and issues.

- Selecting a securities company to carry out the share repurchase transaction.

- Making decisions and carrying out legal procedures related to share repurchase, including: Completing, amending, supplementing, approving, issuing plans and registration documents for stock repurchase according to legal regulations; Approving reports on stock repurchase results with competent State agencies and carrying out information disclosure procedures; Procedures for changing the number of outstanding voting shares; Procedures for reducing charter capital; and other related procedures according to legal regulations.

- Making decisions and carrying out all necessary issues and procedures related to share repurchase and charter capital reduction within the scope of the policy approved by the GMS.

DRAFT RESOLUTION OF THE ANNUAL MEETING OF GENERAL SHAREHOLDERS FOR THE FISCAL YEAR 2024 – 2025

GENERAL SHAREHOLDERS OF HOA SEN GROUP

In pursuance of:

- *Law on Enterprise, Law on Securities, and relevant implementing guidelines;*
- *The current Charter of Organization and Operation of Hoa Sen Group;*
- *The Minutes of the Annual Meeting of General Shareholders for the fiscal year 2024 – 2025.*

RESOLVED:

Article 1. Approval on the overview report on the performance of the Board of Directors (BOD) in the FY 2023 – 2024 and the operational plan for the FY 2024 – 2025.

Article 2. Approval on the consolidated business results for the FY 2023 – 2024 and the business plan for the FY 2024 – 2025.

Article 3. Approval on the direction, roadmap and plan to implement the policy to restructure the Group's operating model.

Article 4. Approval on the separate financial statements of the Parent Company and the audited consolidated financial statements for the FY 2023 – 2024; Values of transactions with related parties.

Article 5. Approval on the report on dividend payment results of the FY 2022 - 2023; Official allocation of Funds for the BOD in the FY 2023 - 2024; Report on remuneration and operating expenses for the BOD and positions under the BOD in the FY 2023 - 2024.

Article 6. Approval on the dividend payment plan for the FY 2023 – 2024; The maximum allocation of Funds in the FY 2024 – 2025; The remuneration and operating expenses for the BOD and affiliated positions in the FY 2024 – 2025.

Article 7. Approval on the report by the Independent BOD Member and the Audit Committee on the performance results for the FY 2023 – 2024 and the operational plan for the FY 2024 – 2025; and report on the supervising, monitoring transactions with related parties and transaction plans, transactions arising regularly in the next FY.

Article 8. Approval on the list of independent audit firms and authorization for the BOD to select the independent audit firm for financial statements in the FY 2024 – 2025.

Article 9. Approval on the policy to repurchase shares.

*** Note:** The contents of the draft Resolution mentioned above do not include other matters or issues that may arise within the legally permitted timeframe, which are approved by the BOD/the Chair Board for submission to the General Shareholders and are passed by the General Shareholders to be added to the agenda of the AGM.