

**AGENDA OF THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
(May 28, 2025)**

Time	Content
8:00 - 8:30	Welcoming and verifying shareholder eligibility, distributing meeting materials, and registering shareholders attending the GMS.
8:30 - 8:45	Report on the verification of shareholder eligibility and conditions for conducting the GMS.
	Election of the Presidium of the GMS.
8:45 - 9:00	Opening of the GMS.
	Approval of the Regulations for organizing and conducting the GMS, and the Agenda of the GMS.
	Approval of nomination of the GMS Secretariat.
	Nomination of the Vote Counting Board.
9:00 - 9:30	<ul style="list-style-type: none"> <li>- Report of the General Director on the Company's performance results in 2024 and the Business plan for 2025.</li> <li>- Report of the BOD on the performance results of the BOD in 2024 and the Activity plan for 2025.</li> <li>- Report of the Supervisory Board on the performance results in 2024 and the objectives and tasks of the Supervisory Board for 2025.</li> </ul>
9:30 - 10:00	<ul style="list-style-type: none"> <li>- Proposal on approving the Company's audited financial statements for 2024.</li> <li>- Proposal on the Company's profit distribution plan for 2024.</li> <li>- Proposal on the estimated revenue and profit plan for 2025.</li> <li>- Proposal on approving the list of auditing firms for the Company's financial statements for 2025.</li> <li>- Proposal on the remuneration, operating expenses, and benefits for members of the BOD, members of the Supervisory Board, and report on the salary of the Board of General Directors.</li> <li>- Proposal on the approval of additional new business lines of the Company.</li> <li>- Proposal on the dismissal and replacement of a BOD member.</li> <li>- Proposal on the approval of the list of candidates for the replacement election of a BOD member.</li> </ul>
10:00 - 10:30	<ul style="list-style-type: none"> <li>- Discussion.</li> <li>- Explanations and responses from the Presidium of the GMS.</li> </ul>
10:30 - 10:40	<ul style="list-style-type: none"> <li>- Approval of the list of candidates for the replacement election of a BOD member.</li> <li>- Guidance on voting and election procedures.</li> </ul>
10:40 - 10:45	Voting and elections.
10:45 - 11:00	Vote counting/Break.
11:00 - 11:10	Announcement of voting and election results for GMS approval.
11:10 - 11:25	Approval of the Minutes and Resolution of the GMS.
11:30	Closing of the GMS.

*Hanoi, May 2<sup>nd</sup>, 2025*

**REGULATIONS ON ORGANIZATION, OPERATION, VOTING, AND  
ELECTION AT THE 2025 ANNUAL GENERAL MEETING OF  
SHAREHOLDERS**

**CHAPTER I. GENERAL PROVISIONS**

**Article 1. Scope of Regulation**

These Regulations govern the rights and responsibilities of participants, conditions, and procedures for conducting the 2025 Annual General Meeting of Shareholders (hereinafter referred to as the “GMS”) of Everland Group Joint Stock Company (hereinafter referred to as the “Company”).

**Article 2. Applicable subjects**

These Regulations apply to shareholders, authorized representatives, and other participants attending the 2025 Annual GMS of the Company.

**CHAPTER II. RIGHTS AND RESPONSIBILITIES OF GMS PARTICIPANTS**

**Article 3. Rights and Responsibilities of Shareholders**

**3.1. Conditions for attending the GMS:**

All shareholders listed in the shareholder register finalized by the Vietnam Securities Depository and Clearing Corporation on April 23, 2025 are entitled to attend the GMS or authorize an organization/ individual to attend on their behalf. Individual shareholders may only authorize another individual. If a shareholder is an organization authorizing multiple representatives, the authorization document must specify the number of shares each representative is authorized to represent.

**3.2. Rights and Responsibilities of Shareholders attending the GMS:**

- a) Participate in discussions, express opinions, and vote on all matters within the GMS’s authority.
- b) Receive a Voting Card, Ballot Card, and Election Card at the GMS. The value of the Voting Card, Ballot Card, and Election Card corresponds to the proportion of



voting shares owned by the Shareholder relative to the total voting shares of attending shareholders.

- c) Propose to the Presidium and Chairman of the GMS additional or amended items to the agenda for the GMS's consideration and approval.
- d) Nominate or be nominated as a candidate for election at the GMS, provided they meet the conditions as stipulated by the Law on Enterprises and the Company's Charter.
- e) Present identification documents (valid Citizen ID or Passport) and a valid authorization letter (for authorized representatives, using the Company's form) to the Board of Shareholder Eligibility Verification for registration.
- f) Arrive at the meeting venue on time. Late-arriving shareholders may still register and vote, but will lose voting rights for matters already approved by the GMS before their arrival.
- g) Audio or video recording at the GMS must be conducted openly and with the approval of the Chairman.
- h) Dress appropriately, behave courteously, comply with the GMS's rules, and follow the direction of the Presidium and Chairman of the GMS.

#### **Article 4. Rights and Responsibilities of the Board of Shareholder Eligibility Verification**

- 4.1. The Board of Shareholder Eligibility Verification, established by the Company's Board of Directors, is responsible for: Receiving and verifying the eligibility of shareholders attending the GMS; Distributing meeting materials, Voting Cards, Ballot Cards, and Election Cards to participants; Registering shareholders attending the GMS; Reporting to the GMS on the results of shareholder eligibility verification.
- 4.2. If a shareholder is deemed ineligible to attend the GMS, the Board of Shareholder Eligibility Verification may refuse their participation and withhold meeting materials, Voting Cards, Ballot Cards, and Election Cards.

#### **Article 5. Rights and Responsibilities of the Presidium and Chairman of the GMS**

- 5.1. The Company's Board of Directors nominates the Presidium for GMS approval. The Chairman of the Board of Directors serves as the Chairman of the GMS. If the Chairman of the Board of Directors is absent, the remaining Supervisory Board members elect one among themselves as Chairman by a majority vote. If no Chairman is elected, the Head of the Supervisory Board chairs the GMS to elect the Chairman of the GMS, with the person receiving the highest votes becoming the Chairman of the GMS.
- 5.2. The Presidium and Chairman of the GMS have the following rights and

responsibilities:

- a) Conduct all necessary actions to manage the GMS lawfully and orderly, reflecting the wishes of the majority of attending shareholders.
- b) The Chairman's decisions on the order, procedures, or events arising outside the GMS agenda are final and binding.
- c) The Chairman manages the GMS in accordance with the approved agenda and regulations. The Chairman may choose not to respond to or only acknowledge shareholder opinions if they are unrelated to the matters being voted on.
- d) Without requiring GMS approval, the Presidium and/or Chairman of the GMS may postpone the GMS to another time and place if:
  - The meeting venue lacks sufficient space for all participants;
  - Communication facilities at the venue do not ensure that shareholders can participate, discuss, and vote;
  - The behavior of attendees disrupts or may disrupt the orderly conduct of the meeting;
  - Postponement is necessary for the GMS to proceed lawfully.

#### **Article 6. Rights and Responsibilities of the Secretariat**

- 6.1. The Secretariat, consisting of two members (including one Head of Secretariat), is nominated by the Presidium and approved by the GMS to perform secretarial tasks and other duties as assigned by the Presidium.
- 6.2. The Secretariat has the following rights and responsibilities:
  - a) Assist the Presidium in announcing draft meeting documents, Minutes, Resolutions, and notices to shareholders as requested;
  - b) Receive shareholders' question forms and forward them to the Presidium for review;
  - c) Accurately and fully record the GMS proceedings, including matters approved or noted by shareholders, in the Minutes of GMS;
  - d) Draft the Minutes and Resolutions of GMS, and present them to the GMS for approval;

#### **Article 7. Rights and Obligations of the Vote Counting Board**

- 7.1. The Vote Counting Board, consisting of three members (including one Head), is nominated by the Presidium and approved by the GMS to conduct vote counting for Voting Cards and Election Cards.
- 7.2. The Vote Counting Board has the following rights and responsibilities:
  - a) Guide shareholders on voting regulations and procedures, and the use of Voting Cards, Ballot Cards, and Election Cards.



- b) Monitor voting using Voting Cards, Ballot Cards, and Election Cards.
- c) Compile and verify Voting Cards and Election Cards, and draft the Minutes of Vote Counting.
- d) Report vote counting results to the Chairman, Secretariat, and announce them to the GMS.

### **CHAPTER III. CONDITIONS AND PROCEDURES FOR CONDUCTING THE GMS**

#### **Article 8. Conditions for Conducting the GMS**

The GMS is deemed valid if the attending shareholders represent more than 50% of the total voting shares as per the list of invited shareholders. Shareholders are considered attendees if they participate in person or online and have authenticated their login through the Company's provided system.

#### **Article 9. Procedures for conducting the GMS**

- 9.1. The GMS will take place on the morning of May 28, 2025, in both in-person and online formats. The online format will be conducted via the online meeting platform at <https://ezgsm.fpts.com.vn/Login>.
- 9.2. Following shareholder registration, the GMS opening, approval of the Shareholder Eligibility Verification Minutes, election of the Presidium, Secretariat, and Vote Counting Board, and approval of any proposed agenda additions by shareholders (if any), the GMS will discuss and approve the following:
  - Report of the General Director on the Company's performance results in 2024 and the Business plan for 2025.
  - Report of the Board of Directors on the performance results of the Supervisory Board in 2024 and the activity plan for 2025.
  - Report of the Supervisory Board on the performance results in 2024 and the objectives and tasks of the Supervisory Board for 2025.
  - Proposal of the Board of Directors for approving the Company's audited financial statements for 2024.
  - Proposal of the Board of Directors on the profit distribution plan for 2024.
  - Proposal of the Board of Directors on the revenue and profit plan for 2025.
  - Proposal of the Board of Directors for approving the list of auditing firms for the Company's financial statements for 2025.
  - Proposal of the Board of Directors on the remuneration, operating expenses, and

benefits for the Supervisory Board and Supervisory Board members, and report on the salary of the Board of General Directors.

- Proposal of the Board of Directors for the approval of adding new business lines to the Company's operations.
- Proposal of the Board of Directors on the dismissal and replacement of a Board of Directors member.
- Proposal of the Board of Directors for the approval of the list of candidates for replacement election of a Board of Directors member.
- The GMS conducts the election of a Board of Directors member.

#### **Article 10. Discussions at the GMS**

##### **10.1. Discussion Principles:**

- a) Discussions are limited to the allocated time and focus only on matters in the approved GMS agenda.
- b) In-person shareholders may register to speak by raising their hand or submitting a question form to the Secretariat. Online shareholders may submit questions via messages through the online meeting platform at <https://ezgsm.fpts.com.vn/Login>.
- c) The Secretariat records the shareholder's name, shareholder code, and question content, arranges questions in order of submission, and forwards them to the Presidium. Shareholders must comply with the discussion management by the Presidium and Chairman of the GMS and may only speak when permitted by the Chairman of the GMS.

##### **10.2. Addressing Shareholder Opinions:**

- a) Based on question forms and online submissions, the Chairman of the GMS or a designated member answers shareholders' questions.
- b) The Chairman of the GMS may choose not to respond or only acknowledge opinions unrelated to the matters being voted on.
- c) If time constraints prevent direct responses, unanswered questions will be addressed in writing by the Company.

### **CHAPTER IV. PROVISIONS ON THE ELECTION OF BOARD OF DIRECTORS MEMBERS**

#### **Article 11. Number of Board of Directors Members to be Elected at the GMS**

The General Meeting of Shareholders will elect to replace one (01) Board of Directors member for the 2022-2027 term.



## **Article 12. Criteria and Conditions for Board of Directors Members**

- 12.1. Must not be prohibited from managing enterprises as stipulated in Clause 2, Article 17 of the Law on Enterprises.
- 12.2. Must have professional qualifications and experience in business management and are not required to be a shareholder of the Company.
- 12.3. Must not simultaneously serve as a Board of Directors member in more than five (5) other companies.
- 12.4. Must have leadership capacity, integrity, ethics, and responsibility.

## **Article 13. Conditions and Documents for Nominating Candidates for the Board of Directors members Election**

- 13.1. Shareholders holding Company shares may combine their voting rights to form a shareholder group to nominate candidates for the Board of Directors election.
- 13.2. Shareholders or groups holding 10% or more of the total common shares may nominate candidates as follows:
  - a) Shareholders or groups holding 10% to less than 20% may nominate one (1) candidate.
  - b) Shareholders or groups holding 20% to less than 30% may nominate up to two (2) candidates.
  - c) Shareholders or groups holding 30% to less than 40% may nominate up to three (3) candidates.
  - d) Shareholders or groups holding 40% to less than 50% may nominate up to four (4) candidates.
  - e) Shareholders or groups holding 50% to less than 60% may nominate up to five (5) candidates.
  - f) Shareholders or groups holding 60% to less than 70% may nominate up to six (6) candidates.
  - g) Shareholders or groups holding 70% to less than 80% may nominate up to seven (7) candidates.
  - h) Shareholders or groups holding 80% to less than 90% may nominate up to eight (8) candidates.
- 13.3. Nomination documents for Board of Directors candidates include:
  - a) Nomination notice for Board of Directors candidates (using the Company's template).
  - b) Candidate's self-declared curriculum vitae (using the Company's template).
  - c) Valid copies of degrees, diplomas, and certificates verifying the candidate's professional qualifications.

- 13.4. Nomination documents must comply with Article 13.3 and must be sent via registered mail to Everland Group Joint Stock Company (*Address: 3rd Floor, 97-99 Lang Ha Building, Lang Ha Ward, Dong Da District, Hanoi City, Vietnam*) or emailed to [info@everland.vn](mailto:info@everland.vn) before 5:00 PM on May 23, 2025.
- 13.5. Only candidates meeting the Supervisory Board eligibility criteria and having compliant nomination documents as per these Regulations will be included in the candidate list announced at the GMS for the Board of Directors election.

## **ARTICLE V. VOTING, ELECTION, AND VOTE COUNTING AT THE GMS**

### **Article 14. Voting on GMS Matters**

All matters requiring a vote in the GMS agenda will be discussed and voted on publicly as follows:

#### **14.1. Voting Methods:**

- a) For Shareholders attending the GMS in-person:
  - Use “Voting Card” for general matters, except reports and proposals.
  - Use “Ballot Card” for reports and proposals.
- b) For Shareholders attending the GMS in-person online:
  - Use the Username and Password provided in the GMS invitation to access the online meeting platform at <https://ezgsm.fpts.com.vn/Login> and vote electronically.
  - Shareholders must secure their login credentials to ensure only they or their authorized representatives have the right to vote on the electronic voting system. Electronic voting results are considered final, and shareholders bear full legal responsibility to the Company for their votes results submitted through the system.
  - Shareholders must immediately notify the Company if their login credentials are lost, stolen, or suspected to be compromised by contacting the Company to lock access.
  - If shareholders request reissuance of login credentials, the GMS Organizing Board may provide them in person, via email, or by phone. Shareholders must provide personal information, including Citizen ID/Passport number, mobile phone number, email address, and permanent or temporary address.

#### **14.2. Voting Procedures:**

- a) For Shareholders attending the GMS in-person:
  - Voting Card Raising Procedure:



For each matter, shareholders express their opinion by raising their Voting Card as directed by the Chairman of the GMS, in the following order:

- + First: Raise the “Agree” Voting Card (approval) with the proposed voting content.
- + Second: Raise the “Disagree” Voting Card (disapproval).
- + Third: Raise the “No Opinion” Voting Card.

Shareholders may raise their Voting Card only once. Failure to raise a Voting Card is considered agreement with the matter. If a shareholder raises the Voting Card multiple times, the final raise is recorded as their official opinion.

- Ballot Card Procedure:

For each matter, shareholders mark [x] or [√] in the corresponding box for “Agree,” “Disagree,” or “No Opinion” on the Ballot Card. After completing selections for all matters, shareholders deposit their ballots in the sealed ballot box as guided by the Vote Counting Board.

b) For Shareholders attending the GMS in-person online:

- For each matter, shareholders select “Agree,” “Disagree,” or “No Opinion” on the pre-set Ballot Card in the electronic voting system at <https://ezgsm.fpts.com.vn/Login>. After completing selections, shareholders click “Vote” to save and submit their results.
- Shareholders may change their selections before clicking “Vote.” The final selection before the voting deadline is recorded.

14.3. Validity of voting content and Ballot Card:

a) In-person Voting conducted through Ballot Card:

- A valid Ballot Card is one issued by the GMS Organizing Board, free of erasures, alterations, tears, or additional writings, and fully completed with the shareholder’s name and signature in ink.
- Voting content is valid if the shareholder marks [x] or [√] in one box for “Agree,” “Disagree,” or “No Opinion” per matter. Failure to mark or marking multiple boxes for a matter renders that matter’s vote invalid, but does not affect other matters on the same ballot.
- Invalid Ballot Cards include those:
  - + Not issued by the GMS Organizing Board per the specified form.
  - + Lacking the Company’s red stamp, erased, altered, torn, or containing additional writings.
  - + Lacking the shareholder’s or authorized person’s signature.
- If a Ballot Card is erased, torn, or altered, shareholders may request a new ballot

after surrendering the old one, provided this is done before the ballot submission deadline as per the approved GMS agenda.

b) Electronic Voting:

All voting content confirmed by shareholders on the electronic voting system at <https://ezgsm.fpts.com.vn/Login> during the designated voting period is recorded as valid.

## **Article 15. Election of Board of Directors' Members**

### **15.1. Election Principles**

- a) The election of Board of Directors' members follows the cumulative voting method. Each shareholder's total voting rights equal their total voting shares (owned and authorized) multiplied by the number of Board of Directors members to be elected (one member). Shareholders may allocate all or part of their votes to one or more candidates.
- b) The elected Board of Directors' member is determined by the highest vote count, descending. If two or more candidates receive the same vote count, the GMS will conduct a re-election among those candidates.

### **15.2. Election Methods:**

a) In-person Shareholders:

Use "Election Card" to vote for Board of Directors' members as guided by the GMS Organizing Board.

b) Online Shareholders

Use the Username and Password provided in the GMS invitation to access the online meeting platform at <https://ezgsm.fpts.com.vn/Login> and vote electronically.

### **15.3. Election Procedures:**

a) In-person Shareholders:

To vote for a candidate, shareholders write the number of votes in the "Number of Votes" column corresponding to the candidate's name on the Election Card.

b) Online Shareholders:

- The system records votes for each candidate. If shareholders select "Equal Vote Allocation," the system automatically divides the pre-set votes among selected candidates. If the division results in fractional votes, the system cancels the fractional portion and rounds down. For unequal vote allocation, shareholders specify the number of votes in the "Number of Votes" field for each candidate.
- After completing the Election Card, shareholders click "Elect" to save and submit their results. Shareholders may change their results, with the final saved



result at the voting deadline recorded.

15.4. Validity of Election Card

a) In-person Election Card

- A valid Election Card is one issued in the pre-printed template by the GMS Organizing Board, free of erasures, alterations, tears, or additional writings, and must include the shareholder's full name and signature in ink.
- The election content on the ballot is considered valid if the shareholder votes for candidates on the GMS-approved candidate list and the total votes allocated to candidates are equal to or less than the shareholder's total voting rights.
- An invalid Election Card is not issued by the GMS Organizing Board per the specified form, lacking the Company's stamp, or containing erasures, alterations, tears, or additional writings by the shareholder, lacking the signature of the shareholder (or their duly authorized person)
- If an Election Card is erased, torn, or altered, the shareholder may request a new ballot from the GMS Organizing Board after surrendering the old one, provided this is completed before the ballot submission deadline as per the GMS-approved agenda.

b) Electronic Election:

All election content confirmed by shareholders on the electronic voting system at <https://ezgsm.fpts.com.vn> during the designated voting period is recorded as valid.

**Article 16. Vote Counting**

16.1. The Vote Counting Board conducts vote counting as follows:

- a) Operates in the area designated by the GMS Organizing Board.
- b) Collaborates with the online meeting organizer and uses electronic equipment and resources provided by the Company to support vote counting.
- c) Verifies the validity of Voting Cards, Election Cards, and records results from both in-person and electronic votes.
- d) Excludes shares without voting rights (if any).
- e) Drafts Vote Counting Minutes to summarize voting and election results and reports to the GMS as directed by the Chairman of the GMS.

16.2. Complaints about vote-counting results are only considered during the GMS. Shareholders may not challenge validity at any other time. If disputes arise regarding voting or election procedures, or results, the Election Board will review and seek GMS approval for resolution.

**Article 17. Approval of Resolutions of the GMS**

GMS Resolutions are approved by the Company's Charter.

## CHAPTER VI. GMS CONCLUSION

### Article 18. Minutes and Resolutions of the GMS

All proceedings and matters of the GMS must be recorded by the Secretariat in the GMS Minutes. The Minutes must be signed by the Chairman of the GMS and the Head of the Secretariat. The Minutes and Resolutions must be read and approved before the GMS concludes, published on the Company's website within twenty-four (24) hours of the GMS's conclusion, and stored in the Company's Minutes register.


### Article 19. Handling Disruptions and Force Majeure Events

During the GMS, if disruptions or force majeure events occur (e.g., natural disasters, fires, power outages, internet connection failures, or other technical issues), the Company will mobilize all resources to resolve them within no more than 60 minutes to allow the GMS to continue.

If the issues persist beyond 60 minutes, the Chairman of the GMS may declare a suspension of the GMS. All matters approved before the suspension (if any) will be nullified and must be re-voted at the next convened GMS.

## CHAPTER VII. IMPLEMENTATION PROVISIONS

### Article 20. Effect of Implementation

These Regulations, comprising 7 Chapters and 20 Articles, take effect from the date of approval by the 2025 Annual GMS of Everland Group Joint Stock Company. 

ON BEHALF OF THE BOARD OF  
DIRECTORS  
CHAIRMAN



Le Dinh Vinh



## **REPORT**

### **On the Company's Business and Production Performance in 2024 and Plan for 2025**

Respectfully to: Shareholders of Everland Group Joint Stock Company.

Pursuant to the Law on Enterprises 2020 and the Company's Charter, the General Director hereby submits to the General Meeting of Shareholders a report on the business and production performance in 2024 and the plan for 2025 of Everland Group Joint Stock Company as follows:

## **PART I**

### **BUSINESSS AND PRODUCTION PERFORMANCE IN 2024**

#### **1. Assessment of the Situation: Opportunities and Challenges**

##### **1.1 Global and Domestic situation**

In 2024, the global situation remained complex and fraught with numerous risks and uncertainties. Military conflicts between Russia and Ukraine, and between Israel and Hamas, continued to escalate. Strategic competition among major powers intensified. Many countries reinforced protectionist policies in technology and trade, while public debt and fiscal deficits increased across several economies. Disruptions in global supply chains also posed significant challenges to peace, stability, and economic growth across continents.

Nevertheless, the global economy showed signs of stabilization as global goods trade improved, inflationary pressures gradually eased, financial market conditions loosened, and labor markets recovered positively. According to the Organisation for Economic Co-operation and Development (OECD), global GDP growth in 2024 is estimated at 3.2%, slightly higher than the 3.1% recorded in 2023.

In Vietnam, although certain economic uncertainties persisted, the Government took proactive and flexible measures in macroeconomic policy management, while actively addressing institutional bottlenecks. Core inflation was kept under control; industrial production rebounded impressively; foreign direct investment (FDI), particularly new-generation FDI, showed strong momentum. Export turnover reached USD 405.53 billion, up 14.3% compared to the previous year. Vietnam's GDP growth reached 7.09% in 2024 one of the highest in the region marking a pivotal transformation for the national economy and paving the way for a new era of national advancement.



## 1.2 Regarding Everland Group Joint Stock Company

The year 2024 can be considered a pivotal year for Everland Group Joint Stock Company. In addition to the broader impacts of both domestic and global macroeconomic conditions, the Company also had to address various internal requirements, tasks, and challenges that arised during its development process. On one hand, the Company had to focus on resolving longstanding issues carried over from previous years, particularly the auditor's qualified opinions on the 2022 and 2023 financial statements and the status of its stock being under control. On the other hand, the Company strived to seize all favorable opportunities to enhance its business and production activities, aiming to create positive transformations in 2024, thereby laying a solid foundation for sustainable development in the years to come.

Amid these requirements, tasksand challengesaforemention, , the Board of General Directors and all employees of Everland Group Joint Stock Company demonstrated unity, determination, and a proactive, flexible, and timely approach in executing business and production activities and key tasks approved by the 2024 GMS, achieving the following specific results:

### 1. Performance Results of Financial and Business Indicators for 2024

#### 1.1. Consolidated Financial and Business Indicators (*Audited*):

No.	Indicator	Actual Value (VND)	Achievement Rate Compared to Plan (%)	Changes Compared to 2023 (%)
1	Total Revenue	1,192,725,945,703	Achieved 72.29%	Increased 9.45%
2	Profit After Tax	33,747,100,605	Achieved 30.94%	Increased by 34,637,446,804 VND (*)
3	Total Assets	4,858,702,923,298	Achieved 120.71%	Increased 35.95%
4	Owner's Equity	2,812,691,336,629	Achieved 103.03%	Increased 8.31%

#### 1.2. Financial and Business Indicators of the Parent Company (*Audited*):

No.	Indicator	Actual Value (VND)	Achievement Rate Compared to Plan (%)	Changes Compared to 2023 (%)
1	Total Revenue	815,139,721,185	Achieved 65.21%	Increased 20.26%
2	Profit After Tax	21,899,978,770	Achieved 23.08%	Increased by 28,644,701,696



No.	Indicator	Actual Value (VND)	Achievement Rate Compared to Plan (%)	Changes Compared to 2023 (%)
				VND (*)
3	Total Assets	2.959.528.044.882	93,8%	Increased by 2%
4	Owner's Equity	2.244.738.767.572	96%	Increased by 1%

*[(\*) Due to the adjustment in accounting for borrowing costs from project capitalization to operating expenses during the audit of the 2024 financial statements, the profit after tax indicator on the consolidated and separate financial statements for 2023 decreased significantly, leading to a substantial change in this indicator for 2024 compared to 2023].*

The results above show that, although some targets were not met as planned, overall, the financial and business indicators of the Company in 2024 still recorded an increase compared to 2023, not only in terms of quantity but also in quality, reflecting a deeper and more sustainable growth of the company.

## **2. Performance Results in Specific Sectors**

In addition to the the positive financial and business positive indicators, in 2024, the business sectors of the parent company - Everland and its subsidiaries recorded positive developments compared to 2023, as detailed below:

### **2.1. Real Estate Business Sector**

In 2024, Everland Group focused on accelerating the construction progress of the Crystal Holidays Harbour Van Don (Quang Ninh) Resort, Tourism, and Entertainment Complex project. The project includes five hotel towers and tourist apartments ranging from 28 to 34 floors, a 1,500-seat international conference center, and various facilities for shopping, entertainment, sports, and healthcare. The total investment capital is VND 5,643 billion. Currently, Towers A, B, and F (33–34 floors and 4 levels) are being rapidly completed to be operational by Q3/2025. Towers C and D (32 floors) are expected to be topped out in Q2/2025 and will be completed and operational by Q1/2026. The entire project is scheduled to be completed and operational in 2027.

Several other projects are also being actively developed by the Group and its member companies, with legal procedures for investment underway to begin construction. Among them, the Xuan Dai Bay Commercial, Service, and Resort Complex Project (Phu Yen) has completed land allocation procedures, obtained construction permits, and commenced construction on April 1, 2025. The Ly Son Cultural Heritage Tourism Complex Project (Quang Ngai) is completing land allocation procedures and obtaining construction permits to begin construction in Q2/2025. In 2024, the Company also completed the approval process for the 1/500 detailed planning of various components of



the Flower World Sa Dec Urban - Tourism Complex Project (Dong Thap), laying the foundation for selecting investors. Land compensation and site clearance work for projects in Phu Yen, Khanh Hoa, and Vinh Phuc have also been accelerated. Additionally, the Company is advancing investment procedures for new projects in Hai Phong, Thanh Hoa, and Phu Yen.

Furthermore, the sale of apartments at the Crystal Holidays Harbour Van Don project has also achieved favorable results. As of December 31, 2024, the total value of signed contracts reached VND 1,454 billion, with VND 647 billion collected according to the progress. However, this revenue has not been recognized in the Company's consolidated financial statements for the period as the project has not yet reached the stage of handing over the apartments to customers.

## ***2.2. Commerce, Tourism and Services Sector***

In 2024, the commercial business sector continued to maintain stability. The main business activities included building materials and agricultural and forestry products. Recently, the Company has expanded into several new sectors, such as providing food, supplies, and raw materials for hotels and resorts.

Regarding tourism and services, companies under the Crystal Holidays brand continued to focus on inbound and domestic tour products, hotel rooms, air tickets, and visa services. Along with the recovery of the tourism market, in 2024, hundreds of thousands of domestic and international tourists were served at lodging facilities within the Crystal Holidays network. Additionally, Crystal Holidays has also collaborated with Centara Resorts & Hotels Group (Thailand) to prepare for the reception and operation of the Crystal Holidays Harbour Van Don Resort, Tourism, and Entertainment Complex project, expected to commence in Q3/2025.

In the tourism vessel business, in addition to the vessels currently operating in Ha Long Bay and Lan Ha Bay, in 2024, the Company launched a project to build a new fleet of day cruise ships and overnight ships in Bai Tu Long Bay, including two day cruise vessels, Crystal Holidays 99-1 and 99-2 will be put into operation to serve tourists starting from May 2025. This will gradually complete the components of the closed-loop tourism ecosystem, including accommodation facilities, infrastructure, products, and tourism services of Everland Group in Van Don.

## ***2.3. Financial Operations Sector***

In 2024, the financial operations of Everland Group Joint Stock Company remained stable and showed positive changes compared to 2023. As of December 31, 2024, the total assets figure on the parent company's audited consolidated financial statements increased by VND 58.89 billion (a 2.03% increase) compared to 2023, while the total assets figure on the audited consolidated financial statements increased by VND 1,285 billion (a 35.95% increase) compared to 2023. The inventory value on the parent company's consolidated financial statements was VND 16.7 billion, of which the value of commercial goods inventory was VND 11.1 billion, down 87.2% compared to 2023. Meanwhile, the inventory value on the consolidated financial statements reached VND 1,525.3 billion, an



increase of 73.7% compared to the same period in 2023, mainly composed of work-in-progress costs at various projects.

Cash flow operations were smooth and uninterrupted. Cash and cash equivalents, as well as short-term financial investments on the Group's consolidated financial statements as of December 31, 2024, amounted to VND 464.2 billion and VND 200.6 billion, respectively. The Group has fully and promptly settled its payables to contractors, partners, and both principal and interest on bank loans, with no overdue or bad debts incurred.

Regarding capital mobilization and usage: As of December 31, 2024, the long-term credit debt on the Group's consolidated financial statements stood at VND 1,004.6 billion, accounting for 20.7% of the Group's total consolidated assets. This ratio is relatively low compared to other companies in the same industry. Notably, the Company has not incurred any bond debt or debt from derivative financial instruments.

Regarding the resolution of the controlled stock situation: In 2024, the Company's leadership made significant efforts to thoroughly address the reasons for the qualified audit opinions on the 2022 and 2023 financial statements. As a result, the Company's 2024 consolidated and separate financial statements were fully accepted by the auditors. On April 17, 2025, the Ho Chi Minh Stock Exchange (HOSE) issued Decision No. 238/QD-SGDHCM to remove EVG shares from the controlled status, effective from April 21, 2025. This marks an important milestone in the return to normal operations and opens a new phase of development for the Company.

#### ***2.4. Brand Development, Corporate Social Responsibility, and Community Development***

In 2024, Everland Group continued to intensify its branding campaign with Everland positioned as a "Sustainable Real Estate Developer," alongside the branding of Crystal Holidays as an "All-in-One Smart Tourism Ecosystem Developer." A variety of communication channels and diverse content were utilized, significantly enhancing the visibility and reach of the Everland and Crystal Holidays brands in the real estate and tourism markets.

Through its business operations and implementation of investment projects, Everland Group is gradually establishing itself as a reputable investor, responsible and maintaining good relationships with local authorities and the resident community. With its network of tourism facilities in multiple regions, serving hundreds of thousands of domestic and international visitors annually, Everland Group and its subsidiaries are actively contributing to the development of the tourism industry and promoting Vietnam's tourism image to the world.

In addition to investment and business activities, Everland Group and its subsidiaries are also actively involved in community-based activities and fulfilling their corporate social responsibility, particularly in the regions where the Group's operations and investment projects are located.

#### ***2.5. Governance and Human Resources Sector***

In 2024, the governance and human resources efforts of Everland Group saw noticeable improvements and positive changes:

- The organizational structure and governance framework of the parent company and its subsidiaries have continued to be streamlined and optimized for greater efficiency and effectiveness. This included mergers, separations, and the establishment of new departments to avoid overlaps in functions and responsibilities, thereby optimizing the performance and efficiency of the entire system.

- Human resources strengthened several mid- and senior-level management positions with competent personnel, qualifications and experience to meet the Group's development needs

- The recruitment, training, and assignment of personnel to work at the Group have also become more systematic. The workforce at the parent company consists of 86 people, while the subsidiaries, representative offices, project management units, and affiliated companies employ nearly 500 people (not including temporary workers at projects, resorts, and tourist ships...).

- The system of governance processes and operating regulations was further refined. In 2024, the Company completed and implemented a KPI system and personnel evaluation framework for departments, units, which driving positive improvements in work efficiency.

- In 2024, the average monthly income of employees reached over VND 24.6 million. Salaries, insurance, and employee benefits were fully paid, and the spiritual well-being of employees was well-cared for.

### **3. Shortcomings and Limitations**

In addition to the positive results mentioned above, in 2024, the management of the Board of Directors still faced some existing issues and limitations as follows:

- The financial and business indicators in 2024 of the Company showed growth compared to 2023 but overall fell short as planned.

- The forecasting and evaluation of the macroeconomic situation have improved, but they are still not entirely realistic and fail to fully anticipate the unexpected developments in the economy and market that negatively impact the business.

- The mid, senior-level management team has been strengthened and supplemented, there are still many limitations in terms of competence and experience compared to the requirements and the actual development of the Company.

These shortcomings and limitations, not only aside from objective factors, but also stem from subjective causes in the management operations. The Board of General Directors candidly acknowledges these deficiencies, learns from the experience, and strives to address them in 2025 and the following years.



## PART II

### BUSINESS AND PRODUCTION PLAN 2025 KEY TASKS AND SOLUTIONS

#### 1. Assessment situation

In 2025, the global economy is expected to continue experiencing significant fluctuations, presenting both opportunities and challenges. The Russia-Ukraine conflict and the Israel-Hamas situation are projected to ease and potentially come to an end. Widespread shifts in economics, politics, and technology will define new global trends, impacting growth prospects as well as regional stability. Notably, the shift in supply chains, the intensifying strategic competition in trade and technology between the United States and China, along with breakthroughs in renewable energy and advanced technology, will contribute to shaping a complex yet promising economic landscape. According to OECD forecasts, global GDP growth will reach 3.3% in 2025, a slight increase from 3.2% in 2024.

In Vietnam, 2025 served as a pivotal year for entering a new era of prosperity strength and civilization for the nation. The GDP growth target of 8% or higher presents both opportunities and challenges for the economy and the business community. The Government expects credit growth of 18-20% to inject capital into the economy, alongside accelerated public investment disbursement, as key growth drivers. Additionally, the Government has introduced various policies to establish a level playing field an essential factor for the effective functioning of the market, thereby facilitating business operations and attracting additional investment resources, especially from the private sector.

Amid such developments, the Board of General Directors and all employees of Everland Group designate 2025 as a year of transformation alongside the nation, committed to seizing opportunities and overcoming difficulties to achieve substantial, comprehensive progress in the Group's production and business activities, laying the foundation for accelerated development in the next phase. The Board of General Directors hereby submits the following financial and business targets, as well as key tasks and solutions for 2025:

#### 1. Financial and Business Targets for 2025

##### 1.1. Consolidated Financial and Business Targets

(Unit: VND)

No.	Indicator	2025 Plan
1	Total Revenue	1,550,000,000,000
2	Profit After Tax	113,000,000,000
3	Total Assets	5,500,000,000,000

##### 1.2. Financial and Business Targets of the Parent Company Everland

(Unit: VND)

No.	Indicator	2025 Plan
1	Total Revenue	582,500,000,000
2	Profit After Tax	35,000,000,000
3	Total Assets	3.500.000.000.000
4	Expected Dividend Rate	5%

## 2. Key Tasks and Solutions

To achieve the above financial and business targets, the Board of General Directors submits the following key tasks and solutions for 2025:

### **2.1. Accelerate the implementation of business and production activities with a focused and strategic approach, emphasizing productivity, quality, efficiency, and competitiveness toward rapid and sustainable development**

The year 2025 marks the beginning of a new development phase for Everland Group. Together with the Board of Directors, the Executive Board will focus on directing and managing the Group's business and production activities with clear priorities and focus areas, giving precedence to strengthening the Group's core business sectors: real estate, tourism, and services. The primary objective is to establish a comprehensive real estate – tourism - service ecosystem that serves as the foundation for the growth of Everland Group and its subsidiaries.

At the same time, the Group will consider expanding into new business sectors and industries to anticipate shifts in the economy and create a basis for fast and sustainable growth.

Everland Group's business sectors and investment projects will be subject to strengthened management and close supervision to enhance productivity, quality, and efficiency. The aim is to shorten the investment cycle, accelerate time-to-market for products, and reduce the timeline for real estate project execution, thereby enabling earlier operation and revenue generation, as well as stable cash flows for investors.

The Group will diversify its forms and methods of business investment to optimize resource allocation and flexibly adapt to the evolving landscape. In this regard, Everland Group and its subsidiaries will enhance cooperation and partnerships with reputable and capable partners to jointly invest in projects and business plans. This will improve resource mobilization, accelerate project implementation, and enhance investment efficiency, ensuring mutual benefit and minimizing risks for all parties involved.

Additionally, the Group will increase efforts in research and development of new products, services, business models, and markets to boost revenue, profit, business efficiency, and competitiveness.



## 2.2. Focus on resolving

### **outstanding issues and bottlenecks to accelerate legal procedures, site clearance, and the implementation of real estate projects**

Upholding the vision of becoming a “Sustainable Real Estate Developer,” in 2025 Everland Group and its subsidiaries will concentrate on resolving outstanding issues and bottlenecks to expedite legal procedures, land clearance, and the implementation of real estate projects. Specifically:

- Crystal Holidays Harbour Van Don Tourism, Resort, and Entertainment Complex Project (Quang Ninh): Hand over and put into operation Towers A, B, and F in Q3/2025; top out and substantially complete Towers C and D; while simultaneously continuing the synchronized implementation of the remaining components to ensure the entire project is operational on schedule.

- Xuan Dai Bay Commercial, Service, and Resort Tourism Complex Project (Phu Yen): Complete all infrastructure and landscaping construction works of the project in 2025, and commence construction of hotel and resort villa buildings. Strive to complete and bring the entire project into operation by 2027.

- Ly Son Heritage Cultural Complex (Ly Son District, Quang Ngai Province): Complete all legal procedures related to investment, land, and construction to commence the project in Quarter II/2025. Proceed with construction and aim to complete and bring the project into operation within 30 months from the commencement date.

- Vung Lam Resort (Crystal Holidays Marina Phu Yen) project: Focus on completing compensation and site clearance for the remaining land area, and finalize all procedures related to investment, land, and construction to be ready for project commencement as soon as possible..

- Complete the investor selection process for the projects in Hai Phong and Dong Thap, expected in Quarter III/2025, and begin construction immediately after the investor selection results are finalized

- Basically complete the compensation and site clearance work for investment projects in Vinh Phuc and Khanh Hoa, alongside finalizing the legal procedures for investment.

- Continue to expedite and accelerate the legal procedures for planning and investment of several new projects in Quang Ninh, Vinh Phuc, Khanh Hoa, and Thanh Hoa.

- Complete the legal procedures to implement several projects in which the Group and its subsidiaries participate in investment cooperation, acquisition, and transfer. At the same time, continue to search for potential projects to collaborate on or acquire and transfer in the near future.

In addition, the real estate product business will also be implemented in sync with

projects that meet the conditions to increase revenue and create stable cash flow from real estate. For projects that have been completed and meet the conditions for handover, the company will organize the handover of apartments to customers and simultaneously put the projects into operation and exploitation.

### **2.3. Promote the business in commerce, tourism - services, and other fields in a sustainable manner.**

In the commerce sector, alongside traditional business sectors and product lines, Everland Group and its subsidiaries will explore expanding new business areas and products, as well as opening new markets to diversify industries, land-tour products, and services. At the same time, they will research changes in commercial business methods to optimize business efficiency and adapt to the market.

In the tourism - services sector, the Group and its subsidiaries will focus on strengthening their travel business activities, integrating diverse and rich tourism services associated with destinations, accommodation facilities, logistics, dining, entertainment, and tour routes in Ha Long, as well as within the Everland and Crystal Holidays systems. They will also continue to research and develop new tourism products and services that align with global tourism development trends.

Crystal Holidays Tourism Joint Stock Company is actively collaborating with Centara Resorts & Hotels Group (Thailand) to prepare the personnel and organizational structure for taking over and operating the Crystal Holidays Harbour Vân Đồn Resort, which is scheduled to begin operations in Q3/2025. The company will also take over, operate, and manage the newly built tourism boats for sightseeing tours in Bai Tu Long Bay, a project developed by the Group. In addition, they will launch sightseeing tours in Bai Tu Long Bay and accelerate the completion of Everland Group's tourism service ecosystem in the Van Don special economic zone.

Everland Group and CRH Hospitality Joint Stock Company will also strengthen cooperation with travel agencies, airlines, and leading domestic and international retail brands to jointly research, develop products, services, and promote tourism. The aim is to position Vân Đồn and Bai Tu Long Bay as new destinations for tourism, entertainment, and shopping.

### **2.4. Enhance Financial Operation, Credit Efficiency and Mobilize Sufficient Capital For Investment Development**

In 2025, the leadership will continue to review, streamline, and comprehensively innovate the Group's financial system in accordance with the principles of simplicity, standards, and efficiency, to best serve the operational requirements and long-term development strategy. Efforts will continue to improve the Group's financial and business indicators towards rapid, safe, and sustainable growth.

- Reinforce and strengthen credit cooperation with major commercial banks in Vietnam, ensuring sufficient credit limits and loans at appropriate interest rates to finance



real estate projects that have been, are being, and will be implemented. In addition, explore expanding funding channels and attracting new capital sources from commercial partners, investment funds, and through financial derivative instruments.

- The Board of Directors will also continue to research and propose to the General Shareholders' Meeting and the Board of Directors for approval/endorsement of the policy and solutions for restructuring financial investments to reallocate capital from underperforming investment programs and projects to more efficient ones that yield quicker returns.

- Capital management and investment project governance will also be prioritized by the Board of General Directors, with additional personnel possessing relevant expertise and experience to be assigned to these tasks in order to ensure safety, transparency, and risk mitigation in investment activities, optimize capital utilization efficiency, and minimize losses and waste.

## **2.5. Continue Streamlining the Organization Structure Strengthen High-Quality Human Resources, and focus on improving productivity and work efficiency**

The leadership continues to prioritize the task of strengthening the organizational structure as a key mission for the Group in 2025, with specific solutions as follows: - Continue reviewing and optimizing the organizational structure of the entire Group to ensure it is suitable, streamlined, and efficient; decisively reduce or restructure departments, teams, and positions that are unsuitable or ineffective; while also adding senior and middle management positions, as well as high-quality personnel, to meet the Group's development needs in the new phase.

- Constantly improve the recruitment policies, strengthen the development of corporate culture, and create an attractive work environment to attract high-quality personnel to work at the Group.

- Enhance onboarding, retraining, and advanced training programs to improve knowledge, skills, and expertise for the Group's employees and workers.

- Enhance income and benefits for employees in line with increasing responsibility, discipline, productivity, quality, and work efficiency; thoroughly apply performance evaluation tools to each department and individual (both administrative and business units), as a basis for salary and income distribution for employees.

## **2.6. Focus on Ensuring Shareholder Rights, Social Responsibility, and Community Development**

Recognizing 2025 as a pivotal year marking the beginning of a new phase of development, the leadership, along with all employees of Everland Group, will focus all resources and efforts to accelerate business operations and investment projects, increase revenue and profit, drive rapid and continuous growth, and further improve financial and business indicators. The goal is to increase total assets and financial resources, ensuring the Group's sustainable development and safeguarding the long-term interests of

shareholders and investors.

In addition to business operations, Everland Group will continue to fulfill its social responsibility and promote community development, especially in localities where the Group's main business activities and major investment projects are located. In its investment and business activities, the Group does not pursue pure profit growth but always emphasizes the preservation, conservation, and promotion of the unique natural, historical, and cultural values of each locality, contributing to the economic and social development, providing long-term livelihoods for local communities, and increasing revenue for the state budget.

*Dear Shareholders!*

With the financial and business targets set for 2025, along with the outlined key tasks and solutions, the Board of General Directors commits to decisively implementing business activities by the directions approved by the GMS and the BOD, fostering the continuous development of Everland Group across all sectors. These efforts are oriented towards the sustainable development of the Group and contributing to the prosperous and powerful growth of the nation.

Respectfully submitted for the GMS's consideration and approval./.



**GENERAL DIRECTOR**

**Nguyễn Thúc Can**





No. 17/2025/BC-HĐQT

*Hanoi, May 2<sup>nd</sup>, 2025.*

## **REPORT**

### **On the Performance Results of the Board of Directors in 2024 and Activity Plan for 2025**

Respectfully to: 2025 Annual General Meeting of Shareholders.

Pursuant to the Law on Enterprises 2020 and the Charter of Everland Group Joint Stock Company, the Board of Directors (BOD) hereby submits to the General Meeting of Shareholders (GMS) a report on the performance results of the BOD in 2024 and the activity plan for 2025 as follows:

## **PART I**

### **PERFORMANCE RESULTS OF THE BOARD OF DIRECTORS IN 2024**

In 2024, despite the continued complexity of global and domestic conditions with numerous risks and uncertainties, Vietnam's economy achieved remarkable results across various sectors, thanks to the Government's proactive and flexible macroeconomic management and efforts to address institutional bottlenecks. The GDP growth rate reached 7.09%, ranking among the highest in the region. In line with the country's economic success, Everland Group Joint Stock Company marked significant milestones in 2024. Thanks to the decisive leadership of the management and the collective efforts of all employees and staff, by the end of 2024, the Everland Group's consolidated financial and combined business operations all showed growth, while total assets and financial resources continued to be strengthened. Employees' material and spiritual well-being was diligently cared for, and the organizational structure was strengthened in quantity and quality, ready to meet the Group's development needs in the new phase. In that collective achievement, there is an important contribution from the company's Board of Directors.

#### **I. CORPORATE GOVERNANCE ACTIVITIES**

##### **1. Management and Directive Activities**

With the duties and powers defined by the Enterprise Law and the Company's Charter, the Board of Directors has exercised its role in overseeing and directing the Group's General Director Board, departments, units, and subsidiaries in the implementation of various operational aspects of the Group, including:

- Directed the organization of the 2024 Annual GMS.

- Directed the implementation of the 2024 production and business plan of the Group approved by the Annual GMS.

- Directed the implementation of the restructuring of the Group's management system and personnel, as well as that of its member companies.

- Directed the implementation of the Group's real estate projects and those of its member companies; managed the execution of construction contracts by contractors.

- Directed financial and accounting work, cost control for production and business operations, construction investment costs, financial planning, and management of the Group's investment capital.

- Closely monitored the Company's business operations and financial status through periodic reports from the Board of General Directors and Company units, and providing timely directives for handling issues.

- Directed the care and assurance of the appropriate material and spiritual well-being of shareholders and employees and workers across the entire Group.

- Directed the thorough resolution of the audit exceptions on the 2022 and 2023 financial statements and addressed the issue of controlled shares to ensure the protection of shareholders' interests.

Through the BOD's regular monitoring and direction of the Board of General Directors and departments, units, subsidiaries, Everland Group's business performance in 2024 achieved positive results, with financial and business indicators reflecting stable and sustainable growth, as detailed in the General Director's Report submitted to the 2025 Annual GMS.

## **2. Supervision of the Board of General Directors**

In addition to general management and direction, the Board of Directors also supervises the General Director Board in managing business operations and other aspects of the Group's activities. As a result, the Board of General Directors management achieved the following outcomes:

- Managing Implementation of the Group's and its subsidiaries business and production activities achieved positive results, financial and business indicators showing growth compared to 2023.

- Managing execution construction of the Crystal Holidays Harbour Van Don Tourism, Resort, and Entertainment Complex on schedule, construction quality, effectively managing costs, progress, and effectively controlled construction costs.

- Managing finalization legal procedures related to investment, land and construction for real estate project of the Group and its subsidiaries, including: Xuan Dai Bay Commercial Service and Tourism Resort Complex commenced construction on April 1, 2025 and the Ly Son Heritage Cultural expected construction in Quarter II/2025.

- Managed land clearance and compensation activities for projects in Phu Yen, Khanh



Hoa, and Vinh Phuc, which achieved positive results. Promoted investment procedures for new projects in Hai Phong, Thanh Hoa, Phu Yen, and Dong Thap. Among these, the project in Hai Phong, and Dong Thap are expected to complete investor selection procedures in Quarter II and Quarter 3 of 2025. Successfully organized the sales of apartment units at the Crystal Holidays Harbour Van Don project.

- The management of tourism and service business activities continued to make new progress, contributing to the development of a fully integrated tourism ecosystem comprising accommodation facilities, infrastructure, products, and services of the Group.

- Directed the consolidation of the organizational structure, strengthened the management team and high-quality personnel; maintained stable and regular employment, and ensured the well-being of employees both materially and spiritually.

- Managed the Company's financial, accounting and audited operations, ensuring compliance with current accounting and auditing standards, and maintain the payment capabilities with clients, avoiding overdue or bad debts, and fulfilling tax obligations and other financial responsibilities of Everland Group Joint Stock Company and its subsidiaries to the State.

- Effectively oversaw the resolution of all matters underlying the qualified opinions in the audited financial statements for 2022 and 2023, and addressed the situation of EVG shares being placed under supervision. As a result, the Company's consolidated and separate financial statements for 2024 received an unqualified opinion from the auditor. On April 17, 2025, the Ho Chi Minh City Stock Exchange (HOSE) issued Decision No. 238/QĐ-SGDHCM on removing EVG shares from the supervision list, effective from April 21, 2025.

The business and production performance of the Company under the management of the Board of General Directors is presented in detail in the General Director's Report at the 2025 Annual General Meeting of Shareholders. The Board of Directors acknowledges and highly appreciates the efforts of the Board of General Directors in management activities, as well as the dedication of all departments, units, subsidiaries, and the entire staff and employees, which collectively contributed to the above-mentioned achievements.

## **II. ORGANIZATION OF BOD MEETINGS AND ISSUANCE OF BOD RESOLUTIONS AND DECISIONS**

In 2024, the BOD held multiple regular and ad-hoc meetings to review and approve significant resolutions and decisions within its authority to implement the GMS's Resolution, including:

<b>No.</b>	<b>Resolution No.</b>	<b>Date</b>	<b>Content</b>	<b>Approval Rate</b>
1	02/2024/NQ-HĐQT	February 20, 2024	Approved Everland Group Joint Stock Company's capital contribution to	100%

No.	Resolution No.	Date	Content	Approval Rate
			Kingsun Vietnam Joint Stock Company and appointment of an authorized representative at Kingsun Vietnam Joint Stock Company.	
2	05/2024/NQ-HĐQT	March 06, 2024	Plan for organizing the 2024 Annual GMS.	100%
3	09/2024/NQ-HĐQT	March 26, 2024	Approved contracts and transactions between Everland Group Joint Stock Company and related persons of the Company.	100%
4	10/2024/NQ-HĐQT	April 02, 2024	Approved the convening of the 2024 Annual GMS, including the content, agenda, and materials for the GMS.	100%
5	11/2024/QĐ-CT	April 13, 2024	Dismissal of the Chief Accountant position for Ms. Nguyen Tam Bang.	100%
6	12/2024/QĐ-CT	April 16, 2024	Appointment of Chief Accountant.	100%
7	15/2024/NQ-HĐQT	April 19, 2024	Approved additions to the agenda and materials for the 2024 Annual GMS.	100%
8	19/2024/NQ-HĐQT	May 20, 2024	Approved the selection of the auditing organization for the 2024 Financial Statements of Everland Group Joint Stock Company.	100%
9	20/2024/NQ-HĐQT	June 04, 2024	Approved Everland Group Joint Stock Company's additional capital contribution to Everland Van Don Joint Stock Company and the transfer of a portion of the capital contribution in Everland An Giang Joint Stock Company.	100%
10	21/2024/NQ-HĐQT	July 15, 2024	Reappointed Mr. Le Dinh Tuan as Deputy General Director of Everland Group Joint Stock Company.	100%
11	26/2024/NQ-	October	Approved Everland Group Joint Stock	100%



No.	Resolution No.	Date	Content	Approval Rate
	HĐQT	30, 2024	Company's use of credit capital from Vietinbank – Tay Quang Ninh Branch to invest in building two new passenger ships.	
12	28/2024/NQ-HĐQT	November 15, 2024	Approved Everland Group Joint Stock Company's borrowing/receiving credit from Vietnam Prosperity Joint Stock Commercial Bank (VPBank).	100%
13	30/2024/NQ-HĐQT	November 20, 2024	Approved borrowing and mortgaging at Agribank - Vinh Phuc II Branch.	100%
14	32/2024/NQ-HĐQT	December 09, 2024	Issued the Regulations on Information Disclosure of Everland Group Joint Stock Company.	100%

### **III. ACTIVITIES OF INDEPENDENT BOD'S MEMBERS AND EVALUATION OF BOD'S ACTIVITIES BY INDEPENDENT MEMBERS**

In 2024, independent members of the BOD attended all BOD meetings. The activities of independent BOD members in 2024 included:

- Supervising the implementation of the 2024 GMS Resolutions, verifying the legality and reasonableness of business activities per the GMS Resolutions.
- Supervising the management and operations of the Board of General Directors.
- Supervising the financial situation of the Group and its subsidiaries through General DirectorBoard Report.
- Supervising the Group's risk management.
- Providing voting opinions on matters discussed at BOD meetings and proposing recommendations for the Company's development.
- Evaluation by independent members of the BOD: In 2024, the Independent Member of the BOD did not identify any nsignificant risks a arising from the Group's and its subsidiaries nor from internal governance activities. as well as from internal governance activities. Action plans to improve the control system were fully implemented by the Company's departments.

### **IV. REPORT ON RELATED PARTY TRANSACTIONS AND REMUNERATION, OPERATING EXPENSES, AND BENEFITS OF THE BOD**

- The report on transactions between Everland Group Joint Stock Company, its subsidiaries, and companies in which Everland Group holds more than 50% of the charter

capital, with BOD members and their related persons, as well as transactions with companies where BOD members are founding members or managers within the three years prior to the transaction, is detailed in the 2024 Annual Report of Everland Group Joint Stock Company (Part III, Section III.3), published on the Company's website and disclosed as required.

The BOD also submits a supplementary report to the GMS on the aforementioned transactions arising in 2021, 2022, and 2023, as presented in Appendix 1 of this Report.

- The report on remuneration, operating expenses, and other benefits of the BOD and individual members is detailed in the Company's 2024 Annual Report (Part III, Section III.1) and explained in the 2024 Consolidated Financial Statements (Section 8 of the Financial Statement Footnotes) of Everland Group Joint Stock Company, published on the Company's website and disclosed as required.

## **V. REPORT ON THE IMPLEMENTATION OF CONTENTS PER THE ANNUAL RESOLUTION OF 2024 GMS AND PREVIOUS YEAR**

*- Selection of the Auditing Firm for the 2024 Financial Statements of the Everland Group Joint Stock Company:*

Based on the list of audit firms approved in Resolution No. 16/2024/NQ-DHDCD dated April 24, 2024, of the 2024 Annual GMS and the actual situation, the BOD unanimously selected AFC Vietnam Auditing Company Limited as the auditing organization for the 2024 Financial Statements of Everland Group Joint Stock Company. The BOD also directed the Board of General Directors to organize the signing and execution of the audit contract with AFC Vietnam Auditing Company Limited. The auditing firm conducted the audit in compliance with regulations and current auditing standards. The 2024 consolidated and combined financial statements of the Company were fully accepted upon audit and issued within the prescribed deadline. The Company has disclosed information regarding the selection of the auditing firm for the 2024 financial statements and the issuance of the audited 2024 financial statements in accordance with regulations.

*- Issuance of the Amended Charter and Registration of Additional Business Lines:*

In accordance with Resolution No. 16/2024/NQ-DHDCD dated on April 24, 2024, of the 2024 Annual GMS, the BOD issued the amended Charter of Everland Group Joint Stock Company and directed the General Director to complete procedures for registering additional business lines as required.

*- Transfer of a Portion of Everland Group Joint Stock Company's Capital in Everland An Giang Joint Stock Company:*

In June 2024, Everland Group Joint Stock Company completed the transfer of a portion of its capital contribution to Everland An Giang Joint Stock Company, in accordance with the plan and proposal approved by Resolution No. 16/2024/NQ-DHDCD dated on April 24, 2024, of the 2024 Annual GMS and Resolution No. 20/2024/NQ-HDQT



dated on June 9, 2024, of the BOD. The proceeds from the transfer of shares in Everland An Giang Joint Stock Company were used to increase the charter capital of Everland Van Don Joint Stock Company (as per the Resolution of the GMS of Everland Van Don Joint Stock Company), while also supplementing capital for other investment and business activities of Everland Group. These actions were consistent with the strategies and plans approved by the GMS and BOD.

*- Implementation of the 2024 Expected Revenue, Profit, and Dividend Plan, the profit distribution plan for 2024 and the following years:*

The implementation status of the 2024 business targets on revenue and profit plan of Everland Group Joint Stock Company are detailed in the 2024 Annual Report and General Director Report submitted to the 2025 Annual GMS. These documents provide comprehensive information on the operating context, actual performance outcomes, and an in-depth analysis of the underlying factors contributing to the underperformance, fulfillment, or outperformance of the planned revenue and profit targets.

According to the audited financial statements, the parent company Everland recorded a net profit after tax of VND 21,899,978,770 in 2024, equivalent to 23.08% of the target set. This profit amount after allocations to statutory reserves and remuneration payments to the Board of Directors and the Supervisory Board did not meet the planned dividend payout ratio of 5% as approved by the General Meeting of Shareholders in 2024. Meanwhile, the Company is facing substantial investment capital demands in the near future, which require mobilization from multiple sources. Furthermore, the current domestic and global macroeconomic landscape is experiencing rapid and unpredictable fluctuations, posing significant challenges to financial stability for enterprises. Given these actual conditions, and in adherence to the principle of prudence in financial management ensuring a balance between short-term returns and the Company's long-term development orientation the Board of Directors has carefully considered and proposes to the General Meeting of Shareholders a plan to retain the 2024 net profit after tax (after allocations and remunerations) for reinvestment. For subsequent years, based on annual business performance and the achievement of revenue and profit targets, the Board of Directors will review and propose to the Annual General Meeting of Shareholders flexible profit distribution and dividend payment plans.

*- Capital Contribution for Investment Cooperation with Thien Minh Real Estate Investment Group Joint Stock Company to implement the New City Urban Area Project in Chau Doc City, An Giang Province, per the 2021 Annual GMS Resolution:*

On April 1, 2021, Everland Group Joint Stock Company and Thien Minh Real Estate Investment Group Joint Stock Company ("Thien Minh Company") signed Business Cooperation Contract No. 99/2021/HDHTDT/EVG-THIENMINH for the development of "The New City" Urban Area Project, covering an area of 107 hectares in Chau Doc City, An Giang Province, with Thien Minh Company as the project owner. (At the time of the cooperation, the project had already obtained the Decision approving the investment policy concurrently with investor approval, as well as the Decision approving the 1/500 scale



detailed construction plan. The project owner had fulfilled the obligation to pay the security deposit for project implementation and had completed compensation and site clearance for 8 hectares of land). According to the terms of the cooperation agreement, the parties agreed to contribute capital to establish a new legal entity that would assume the role of project owner and be responsible for implementing The New City Urban Area Project (Chau Doc). The new legal entity would be established in the form of a joint stock company with three shareholders, in which Thien Minh Company would hold 30% of the charter capital, and Everland Group together with one designated shareholder would collectively hold 70% of the charter capital.

Based on this agreement, Everland Group repeatedly urged Thien Minh Company to contribute capital to establish a new company. However, at that time, the outbreak of the COVID-19 pandemic significantly affected the implementation of the project. In addition, Thien Minh Company was facing financial and human resource difficulties, which prevented it from contributing capital to establish the company together with Everland Group. As a result, on 19/01/2022, Everland Group took the initiative to establish and register Everland An Giang Joint Stock Company as the legal successor to the investor status and to proceed with the implementation of the The New City Urban Area Project (Chau Doc).

Pursuant to Resolution No. 75/2021/NQ-DHDCD-EVG dated April 26, 2021 of the 2021 Annual GMS of Everland Group Joint Stock Company and the Certificate of Public Offering of Additional Shares No. 319/GCN-UBCK issued by the Chairman of the State Securities Commission, . On February 02, 2022 the Company used a portion of the proceeds (VND 550 billion) to contribute capital to Everland An Giang Joint Stock Company in order to prepare financial resources for the implementation of The New City Urban Area Project (Chau Doc). . However, due to various objective and subjective reasons including the prolonged impact of the COVID-19 pandemic and unresolved financial and personnel difficulties faced by Thien Minh Company the implementation of The New City Urban Area Project (Chau Doc) has not proceeded in accordance with the timeline and schedule agreed upon by the parties in Investment Cooperation Contract No. 99/2021/HĐHTĐT/EVG-THIENMINH.

Accordingly, due to the obstacles arising during the implementation of Investment Cooperation Contract No. 99/2021/HĐHTĐT/EVG-THIENMINH as mentioned above, Everland Group Joint Stock Company used the amount of VND 550 billion raised from the share offering in a manner inconsistent with the capital use plan previously approved by the General Meeting of Shareholders and reported to the State Securities Commission. Specifically, this amount was contributed as cooperative investment capital to Real Estate Investment Group Joint Stock Company Thien Minh for the implementation of The New City Urban Area Project in Chau Doc City, An Giang Province, under the capital cooperation method as agreed between the parties.

In order to preserve and enhance the efficiency of capital utilization, pursuant to Resolution No. 16/2024/NQ-DHDCD dated February 24, 2024 of the 2024 Annual General



Meeting of Shareholders, in July 2024, Everland Group Joint Stock Company transferred a portion of its shares in Everland An Giang Joint Stock Company valued at VND 350 billion. The proceeds were used to contribute additional charter capital to Everland Van Don Joint Stock Company (aimed at accelerating the implementation of the Crystal Holidays Harbour Van Don project) and to supplement capital for other investment and business activities. With respect to the remaining shareholding in Everland An Giang Joint Stock Company, based on actual circumstances, the Board of Directors will consider and submit to the General Meeting of Shareholders an appropriate handling plan.

## **VI. COORDINATION, INFORMATION EXCHANGE BETWEEN THE BOD, THE SUPERVISORY BOARD, AND SHAREHOLDERS**

In 2024, coordination and information exchange between the BOD, Supervisory Board, and shareholders were effectively implemented, as follows:

- The BOD closely collaborated with the Supervisory Board in inspecting and supervising the implementation of the 2024 Business and Production Plan by the Board of General Directors, ensuring the Company's business activities adhered to the set direction, complied with the law, and preserved and developed capital.
- The BOD regularly sought opinions from members of Supervisory Board, the Accounting Board, and the Legal & Shareholder Relations Board before reviewing and approving resolutions and decisions within the BOD's authority.
- The BOD directed the Board of General Directors to assign the Legal & Shareholder Relations Board as the contact point for regular communication, information exchange, and receiving feedback and suggestions from shareholders regarding the Everland Group's activities, ensuring timely review, resolution, and reporting back to shareholders.
- BOD resolutions and decisions were fully and promptly disclosed as required by law to keep shareholders informed.

Thanks to effective coordination and information exchange between the BOD, Supervisory Board, and shareholders, in 2024, the business and production plans and BOD resolutions and decisions on matters within BOD's authority received the support and consensus of shareholders. Throughout 2024, the BOD received no complaints or petitions from shareholders regarding the Company's governance or operations.

## **PART II**

### **BOD'S OPERATIONAL DIRECTION FOR 2025**

In 2025, the global economy is forecasted to continue experiencing significant fluctuations, presenting both opportunities and challenges across nations, regions, and the world at large. In Vietnam, 2025 has been designated as a pivotal year marking the nation's transition into a new era, an era of prosperity, civility, and national resurgence. The target of achieving a GDP growth rate of 8% or higher represents both an opportunity and a challenge for the economy and the business community. The Government expects credit growth to reach 18–20% as a means to inject capital into the economy. Alongside the

accelerated disbursement of public investment capital, these are seen as key drivers of economic growth. Furthermore, the Government has introduced numerous policies to foster a favorable business environment and attract additional investment resources, particularly from the private sector.

For Everland Group, 2025 is identified as a year to “rise with the nation,” by seizing opportunities and overcoming all difficulties and challenges to bring about a strong, substantial, and comprehensive transformation in the Group's business and investment activities laying the foundation for accelerated growth in the subsequent development phase.

In this situation, The BOD evaluates the 2025 business and production plan in 2025 and key tasks and solutions that the Board of Directors presented in 2025 Annual GMS as appropriate and feasible.

Based on the resolutions approved by the 2025 Annual GMS, the BOD will direct, monitor, and supervise the implementation by the Board of General Directors and the Company's operational structure, focusing on the following key tasks:

1. Direct the implementation and achievement of the 2025 financial and business targets of Everland Group as approved by the GMS per the BOD's Proposal, specifically:

- Consolidated total revenue: **VND 1,550 billion.**
- Profit after tax: **VND 113 billion.**
- Total assets: **VND 5,500 billion.**

For the parent company Everland:

- Total revenue: **VND 582.5 billion.**
- Profit after tax: **VND 35 billion.**
- Total assets: **VND 3,500 billion.**
- Expected dividend rate: **5%.**

2. Focus on directing the Board of General Directors, departments, units, and subsidiaries to implement and complete the key tasks and solutions for 2025, including:

(i) Strengthen the implementation of business and production activities with a focused approach, emphasizing the improvement of productivity, quality, efficiency, and competitiveness, aiming for rapid and sustainable development."

(ii) Focus on resolving outstanding issues and obstacles to accelerate legal procedures, land clearance, and expedite the implementation of real estate projects.

(iii) Strengthen business sectors, commerce, tourism - services and other sectors sustainable.

(iv) Enhance the efficiency of financial and credit operations and mobilizing sufficient capital or development..

(v) Continuing to streamline the Group's organizational structure and strengthening



high-quality human resources to meet the needs focus on improving productivity and work efficiency stimutaneosly.

(vi) Ensure the protection of shareholders' rights, fulfill social responsibilities, and contribute to community development.

The guiding principles for the direction and management of the BOD and the leadership team in 2025 and the following years is to ensure all investment and business activities of Everland Group, its subsidiaries, and affiliates comply with legal regulations, and geared toward accelerate, strength and sustainable development, delivering benefits to shareholders and employees, implementing to society, developing the community, and supporting the country's economic development.

This is the Report on the Performance Results in 2024 and Activity Plan for 2025 of the Board of Directors of Everland Group Joint Stock Company.

Respectfully submitted for the GMS's consideration and approval./.

**CHAIRMAN OF THE BOARD OF  
DIRECTORS**



**Le Dinh Vinh**





### Appendix 1 - Supplementary Report on Related Party Transactions in 2022 and 2023

Pursuant to Clause 3, Article 280 of Decree No.155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities, the Board of Directors hereby submits this supplementary report to the 2025 Annual General Meeting of Shareholders regarding the transactions between Everland Group Joint Stock Company, its subsidiaries, and companies in which Everland Group Joint Stock Company holds more than 50% of charter capital, and members of the Board of Directors and their related persons; as well as transactions between Everland Group Joint Stock Company and companies in which members of the Board of Directors have acted as founding shareholders or business managers within the past three (03) years prior to the time of the transaction, as follows:

#### 1. Transaction incurred in 2022

STT	Name of insiders/related party of insiders	Everland Group Joint Stock Company/ subsidiaries, a company controlled by Everland Group Joint Stock Company	Transaction date	Main Content of the Contract/ Transaction	Value in 2022 (VND)
1	Everland Van Don Joint Stock Company	Everland Group Joint Stock Company	In 2022	Everland Group Joint Stock Company leased office space and provided related services to Everland Van Don Joint Stock Company under Office Lease Contract No. 017-01/HĐTVP-EVG-EVD dated July 1, 2022.	812.617.526
2	Everland Phu Yen Joint	Everland Group Joint Stock	In 2022	Everland Group Joint Stock	446.028.703



STT	Name of insiders/related party of insiders	Everland Group Joint Stock Company/ subsidiaries, a company controlled by Everland Group Joint Stock Company	Transaction date	Main Content of the Contract/ Transaction	Value in 2022 (VND)
	Stock Company	Company		Company leased office space and provided related services to Everland Phu Yen Joint Stock Company under Office Lease Contract No. 017- 04/HĐTVPP-EVG-PY dated July 01, 2022.	
3	Xuan Dai Bay Investment Joint Stock Company	Everland Group Joint Stock Company	In 2022	Everland Group Joint Stock Company leased office space and provided related services to Xuan Dai Bay Investment Joint Stock Company under Office Lease Contract No. 017- 05/HĐTVPP-EVG-XĐB dated July 01, 2022.	699.939.803
4	Everland Vinh Phuc Joint Stock Company	Everland Group Joint Stock Company	In 2022	Everland Group Joint Stock Company leased office space and provided related	130.479.009

STT	Name of insiders/related party of insiders	Everland Group Joint Stock Company/ subsidiaries, a company controlled by Everland Group Joint Stock Company	Transaction date	Main Content of the Contract/ Transaction	Value in 2022 (VND)
				services to Everland Vinh Phuc Joint Stock Company under Office Lease Contract No. 017- 06/HĐTVP-EVG-EVL VP dated July 01, 2022.	
5	Vietthink Law Firm Limited Liability Company	Everland Group Joint Stock Company	In 2022	Everland Group Joint Stock Company leased office space and provided related services to Vietthink Law Firm Limited Liability Company under Office Lease Contract No. 017- 02/HĐTVP-EVG-VT dated July 01, 2022.	1.690.456.610
6	Vietthink Law Firm Limited Liability Company	Everland Group Joint Stock Company	In 2022	Everland Group Joint Stock Company leased a car and provided accompanying services to Vietthink Law Firm Company Limited	583.200.000



STT	Name of insiders/related party of insiders	Everland Group Joint Stock Company/ subsidiaries, a company controlled by Everland Group Joint Stock Company	Transaction date	Main Content of the Contract/ Transaction	Value in 2022 (VND)
				under Car Lease Contract No. 02/2022/HĐTX/EVG- VT dated June 30, 2022.	
7	Vietthink Law Firm Limited Liability Company	Everland Group Joint Stock Company	In 2022	Everland Group Joint Stock Company provided consulting services to Vietthink Law Firm Company Limited under Service Contract No. 02/2022/HĐTVTX-VT dated June 30, 2022.	972.000.000
8	Crystal Holidays International Yatch Management Joint Stock Company	Everland Group Joint Stock Company	In 2022	Everland Group Joint Stock Company leased office space and provided related services to Crystal Holidays International Yacht Management Joint Stock Company under Office Lease Contract No. 017- 03/HĐTVP-EVG dated	716.083.039

STT	Name of insiders/related party of insiders	Everland Group Joint Stock Company/ subsidiaries, a company controlled by Everland Group Joint Stock Company	Transaction date	Main Content of the Contract/ Transaction	Value in 2022 (VND)
				July 1, 2022.	
9	CRH International Service And Investment Joint Stock Company	Everland Group Joint Stock Company	In 2022	Everland Group Joint Stock Company leased office space and provided related services to CRH International Service And Investment Joint Stock Company under Office Lease Contract No. 01/2021/HĐTVP-EVG- CRH dated January 18, 2021.	2.191.753.120
10	Vietthink Law Firm Limited Liability Company	Everland Group Joint Stock Company	In 2022	Vietthink Law Firm provided legal consultant services to Everland Group Joint Stock Company under Legal consultant services Agreement No. 387/2021/HĐTVTX-VT dated November 1, 2021.	60.000.000



STT	Name of insiders/related party of insiders	Everland Group Joint Stock Company/ subsidiaries, a company controlled by Everland Group Joint Stock Company	Transaction date	Main Content of the Contract/ Transaction	Value in 2022 (VND)
11	Fonte Vietnam Company Limited	Everland Group Joint Stock Company	In 2022	Everland Group Joint Stock Company lent office space free of charge to Fonte Vietnam One Member Limited Liability Company under Office Lending Agreement No. 01/HĐM/EVL-FONTE dated December 26, 2019.	-
12	Mr. Le Dinh Vinh	Everland Group Joint Stock Company	February 25, 2022	Mr. Le Dinh Vinh transferred 6,000,000 shares in Xuan Dai Bay Investment Joint Stock Company to Everland Group Joint Stock Company under Share Transfer Agreement No. 01/2021/HĐCNC-P-XDB dated April 3, 2021.	60.000.000.000

STT	Name of insiders/related party of insiders	Everland Group Joint Stock Company/ subsidiaries, a company controlled by Everland Group Joint Stock Company	Transaction date	Main Content of the Contract/ Transaction	Value in 2022 (VND)
13	Mr. Le Dinh Vinh	Everland Group Joint Stock Company	February 25, 2022	Mr. Le Dinh Vinh transferred 6,500,000 shares in Everland Phu Yen Joint Stock Company to Everland Group Joint Stock Company under Share Transfer Agreement No. 02/2021/HĐCNC-P-EVP dated April 1, 2021.	65.000.000.000
14	Mr. Nguyen Thuc Can	Everland Phu Yen Joint Stock Company	December 21, 2022	Everland Phu Yen Joint Stock Company transferred loan disbursement to Mr. Nguyen Thuc Can under Loan Agreement No. 01/HĐV-EPY-NTC dated December 31, 2022.	15.000.000.000
15	Mr. Nguyen Thuc Can	Xuan Dai Bay Investment Joint Stock Company	December 31, 2022	Xuan Dai Bay Investment Joint Stock Company loan transferred disbursement to Mr.	22.000.000.000



STT	Name of insiders/related party of insiders	Everland Group Joint Stock Company/ subsidiaries, a company controlled by Everland Group Joint Stock Company	Transaction date	Main Content of the Contract/ Transaction	Value in 2022 (VND)
				Nguyen Thuc Can under Loan Agreement No. 05/HDV-XDB-NTC dated December 31, 2022.	

**2. Transaction incurred in 2023**

STT	Name of insiders/related party of insiders	Everland Group Joint Stock Company/ subsidiaries, a company controlled by Everland Group Joint Stock Company	Transaction date	Main Content of the Contract/ Transaction	Value in 2023 (VND)
1	Everland Van Don Joint Stock Company	Everland Group Joint Stock Company	In 2023	Everland Group Joint Stock Company leased office space and provided related services to Everland Van Don Joint Stock Company under Office Lease Contract No. 017-01/HĐTVP-EVG-EVD dated July 01, 2022.	761.480.051

STT	Name of insiders/related party of insiders	Everland Group Joint Stock Company/ subsidiaries, a company controlled by Everland Group Joint Stock Company	Transaction date	Main Content of the Contract/ Transaction	Value in 2023 (VND)
2	Everland Phu Yen Joint Stock Company	Everland Group Joint Stock Company	In 2023	Everland Group Joint Stock Company leased office space and provided related services to Everland Phu Yen Joint Stock Company under Office Lease Contract No. 017-04/HĐTVP-EVG dated July 01, 2022.	457.664.256
3	Xuan Dai Bay Investment Joint Stock Company	Everland Group Joint Stock Company	In 2023	Everland Group Joint Stock Company leased office space and provided related services to Xuan Dai Bay Investment Joint Stock Company under Office Lease Contract No. 017-05/HĐTVP-EVG-XDB dated July 01, 2022.	524.634.497
4	Everland Vinh Phuc	Everland Group Joint Stock Company	In 2023	Everland Group Joint Stock Company leased office	257.131.178



STT	Name of insiders/related party of insiders	Everland Group Joint Stock Company/ subsidiaries, a company controlled by Everland Group Joint Stock Company	Transaction date	Main Content of the Contract/ Transaction	Value in 2023 (VND)
	Joint Stock Company	Company		space and provided related services to Everland Vinh Phuc Joint Stock Company under Office Lease Contract No. 017-06/HĐTVP-EVG-EVL VP dated July 01, 2022.	
5	Vietthink Law Firm Limited Liability Company	Everland Group Joint Stock Company	In 2023	Everland Group Joint Stock Company leased office space and provided related services to Vietthink Law Firm Limited Liability Company under Office Lease Contract No. 017-02/HĐTVP-EVG-VT dated July 01, 2022.	2.393.654.979
6	Vietthink Law Firm Limited Liability Company	Everland Group Joint Stock Company	In 2023	Everland Group Joint Stock Company provided consulting services to Vietthink Law Firm	720.000.000

STT	Name of insiders/related party of insiders	Everland Group Joint Stock Company/ subsidiaries, a company controlled by Everland Group Joint Stock Company	Transaction date	Main Content of the Contract/ Transaction	Value in 2023 (VND)
				Company Limited under Service Contract No. 02/2022/HĐTVTX-VT dated June 30, 2022.	
7	Vietthink Law Firm Limited Liability Company	Everland Group Joint Stock Company	In 2023	Everland Group Joint Stock Company provided consulting services to Vietthink Law Firm Company Limited under Service Contract No. 02/2022/HĐTVTX-VT dated June 30, 2022.	1.800.000.000
8	Ms. Cao Thi Lan	Everland Group Joint Stock Company	December 26, 2023	Ms. Cao Thi Lan transferred 11,000,000 shares in Everland Vinh Phuc Joint Stock Company to Everland Group Joint Stock Company under Share Transfer Agreement No. 06/2023/EVLVP-	110.000.000.000



STT	Name of insiders/related party of insiders	Everland Group Joint Stock Company/ subsidiaries, a company controlled by Everland Group Joint Stock Company	Transaction date	Main Content of the Contract/ Transaction	Value in 2023 (VND)
				HĐCNC P dated December 26, 2023.	
9	Mr. Nguyen Thuc Can	Xuan Dai Bay Investment Joint Stock Company	April 28, 2023	Xuan Dai Bay Investment Joint Stock Company loan transferred to Mr. Nguyen Thuc Can under Loan Agreement No. 2404/HDV-XDB-NTC dated April 24, 2023.	25.600.000.000
10	Mr. Nguyen Thuc Can	Xuan Dai Bay Investment Joint Stock Company	December 06, 2023	Mr. Nguyen Thuc Can repaid the loan to Xuan Dai Bay Investment Joint Stock Company under Loan Agreement No. 2404/HDV-XDB-NTC dated April 24, 2023.	25.600.000.000

STT	Name of insiders/related party of insiders	Everland Group Joint Stock Company/ subsidiaries, a company controlled by Everland Group Joint Stock Company	Transaction date	Main Content of the Contract/ Transaction	Value in 2023 (VND)
11	Mr. Nguyen Thuc Can	Everland Phu Yen Joint Stock Company	June 02, 2023	Everland Phu Yen Joint Stock Company transferred loan disbursement to Mr. Nguyen Thuc Can under Loan Agreement No. 01/HDV-EPY-NTC dated December 31, 2022 and Appendix 01 dated May 29, 2023.	12.699.000.000
12	Mr. Nguyen Thuc Can	Everland Phu Yen Joint Stock Company	October 10, 2023	Mr. Nguyen Thuc Can repaid the loan to Everland Phu Yen Joint Stock Company under Loan Agreement No. 01/HDV-EPY-NTC dated December 31, 2022 and Appendix 01 dated May 29, 2023.	12.699.000.000
13	Mr. Nguyen Thuc Can	Everland Phu Yen Joint Stock Company	January 02, 2023	Mr. Nguyen Thuc Can repaid the loan under Loan Agreement No. 01/HDV-	15.000.000.000



STT	Name of insiders/related party of insiders	Everland Group Joint Stock Company/ subsidiaries, a company controlled by Everland Group Joint Stock Company	Transaction date	Main Content of the Contract/ Transaction	Value in 2023 (VND)
				EPY-NTC dated December 31, 2022.	
14	Mr. Nguyen Thuc Can	Everland Phu Yen Joint Stock Company	December 20, 2023	Everland Phu Yen Joint Stock Company transferred loan disbursement to Mr. Nguyen Thuc Can under Loan Agreement No. 2012/HDVV/EVP-NTC dated December 20, 2023.	10.000.000.000
15	Mr. Nguyen Thuc Can	Xuan Dai Bay Investment Joint Stock Company	January 31, 2023	Mr. Nguyen Thuc Can repaid the loan to Xuan Dai Bay Investment Joint Stock Company under Loan Agreement No. 05/HDV-XDB-NTC dated December 31, 2023.	22.000.000.000



*Hanoi, May 2<sup>nd</sup>, 2025.*

**REPORT ON THE PERFORMANCE RESULTS FOR 2024 AND ORIENTATION,  
TASKS FOR 2025 OF THE SUPERVISORY BOARD**

Respectfully to: 2025 Annual General Meeting of Shareholders.

Pursuant to the Law on Enterprises 2020 and the Company's Charter, the Supervisory Board hereby submits the Report on the performance results for 2024 and the orientation and tasks for 2025 of the Supervisory Board of Everland Group Joint Stock Company, with the following contents:

**PART I**

**ACTIVITIES OF THE SUPERVISORY BOARD AND THE SUPERVISOR IN 2024**

**1. Personnel of the Supervisory Board**

As stipulated in the Company's Charter, the Supervisory Board currently consists of three members:

- Ms. Cao Thi Hoa - Head of the Board.
- Mr. Nguyen Ha Nguyen - Supervisor.
- Ms. Vu Minh Hue - Supervisor.

**2. Activities of the Supervisory Board in 2024**

**2.1. Summary of Supervisory Board Meetings**

No.	Supervisory Board Member	Number of Meetings Attended	Attendance Rate	Voting Rate
1	Ms. Cao Thi Hoa	2/2	100%	100%
2	Mr. Nguyen Ha Nguyen	2/2	100%	100%
3	Ms. Vu Minh Hue	2/2	100%	100%

**2.2. Summary of contents and results of Supervisory Board Meetings**

No.	Meeting Date	Content
1	29/03/2024	Examination of the Company's 2023 Financial Statements. Orientation and tasks for the Supervisory Board for 2024.



No.	Meeting Date	Content
2	10/09/2024	Evaluation of the preparation and review of the Company's 2024 Semi-Annual Financial Statements. Inspection and supervision of the Board of Directors and the Board of General Directors.

The Supervisory Board also submits a supplementary report on the summary of content and results of its meetings in 2021, 2022, and 2023, as presented in Appendix 1 attached to this Report.

### **2.3. Regular Activities of the Supervisory Board**

In 2024, the Supervisory Board conducted regular activities in accordance with its functions and duties as stipulated in the Law on Enterprises, the Company's Charter, and Regulations, specifically as follows:

- Supervised the implementation of the 2024 Business and Production Plan of the Company per the 2024 Annual GMS Resolution;
- Monitored investment and construction activities of projects, ensuring strict cost management, adherence to schedules, and compliance with quality requirements;
- Reviewed and examined the Company's Financial Statements and Governance Reports;
- Evaluated the management efficiency and operations of the BOD, Board of General Directors, and the Company's business performance through Financial Statements and periodic reports from the BOD and Board of General Directors;
- Supervised the implementation of GMS Resolutions and BOD Resolutions;
- Organized regular meetings of the Supervisory Board as required.

### **2.4. Supervision Activities of the Supervisory Board over the BOD and Board of General Directors**

- The Supervisory Board regularly supervised the activities of the BOD and Board of General Directors in implementing GMS Resolutions, as well as in their leadership, management, and operational activities;
- Assigned Supervisory Board members to attend extended meetings of the Board of General Directors, contributing opinions and participating in discussions at these meetings;
- Provided input on the selection of an independent auditing firm to audit the Group's 2024 Financial Statements of Everland Group Joint Stock Company per the 2024 Annual GMS Resolution;
- Supervised the operations of the Company's subsidiaries and affiliates to ensure compliance with legal regulations;
- In 2024, the Supervisory Board received no requests from shareholders to inspect or supervise specific activities of Everland Group Joint Stock Company.



## **2.5. Coordination between the Supervisory Board, Board of Directors, Board of General Directors, and Shareholders**

- In 2024, the Supervisory Board regularly coordinated and exchanged information with the BOD, Board of General Directors, and shareholders, promptly obtaining information on the Group's business performance to support Supervisory Board activities and provide updates to shareholders;

- The Supervisory Board proactively and regularly communicated with the Board of General Directors regarding emerging issues and when independent audit reports on financial activities were published.

## **2.6. Supervision of Internal Governance and Information Disclosure of the Group**

In 2024, the Supervisory Board conducted activities to supervise internal governance and information disclosure of the Group, specifically as follows:

- Supervised internal governance to ensure compliance with regulations on governance of listed public companies per Decree No. 155/2020/ND-CP dated 31/12/2020 of the Government;

- Closely monitored the Group's information disclosure activities per Circular No. 96/2020/TT-BTC dated 16/11/2020 of the Ministry of Finance.

## **2.7. Review of the Group's 2024 Financial Statements**

The Supervisory Board received the separate and consolidated 2024 Financial Statements, audited by Everland Group. Based on the review of data and explanations from the Board of General Directors, the Supervisory Board provides the following opinions:

- The 2024 Financial Statements, audited by AFC Vietnam Auditing Company Limited, accurately, objectively, and reasonably reflect the financial and accounting status of the Company in all material aspects, promptly identifying and mitigating risks.

- The financial data presented in the Financial Statements and information on the financial status were disclosed and explained, complying with current regulations and accurately reflecting the investment and business activities of Everland Group Joint Stock Company and its subsidiaries and affiliates in 2024.

## **2.8. Report on Related-Party Transactions**

Regarding transactions between Everland Group Joint Stock Company, its subsidiaries, and companies in which Everland Group holds more than 50% of the charter capital, with insiders of the Company and their related persons, as well as transactions with companies where BOD members, the General Director, or other executives of the Company are founding members or managers within the three years before the transaction, according to Clause 4, Article 290 of Decree No. 155/2020/ND-CP, during in the period of 2022, 2023 and 2024 the Supervisory Board has not identified any non-compliant transactions in 2024. The Supervisory Board also conducted supervision and inspection and found no transactions by Everland Group Joint Stock Company that could provide material or non-material benefits to Company insiders in 2022, 2023 and 2024.



## **2.9. Report on Remuneration, Operating Expenses, and Other Benefits of the Supervisory Board and Individual Supervisory Board Members**

The report on remuneration, operating expenses, and other benefits of the Supervisory Board and individual Supervisory Board members is detailed in the 2024 Annual Report (Part Three, Section III.1) and explained in the 2024 Consolidated Financial Statements (Section 8 of the Financial Statement Notes) of Everland Group Joint Stock Company, published on the Company's website and disclosed as required.

## **PART II**

### **ORIENTATION, TASKS FOR 2025, AND RECOMMENDATIONS OF THE SUPERVISORY BOARD**

#### **1. Orientation and Tasks for 2025**

In 2025, the Supervisory Board will continue to exercise its duties and powers in accordance with legal regulations and the Company's Charter, focusing on the following key tasks:

- Supervise the implementation of the 2025 Business and Production Plan of Everland Group Joint Stock Company as approved by the 2025 GMS, ensuring business activities comply with legal regulations, achieve high efficiency, and preserve and develop the Group's capital;
- Strengthen supervision of the Group's investment activities, closely monitoring costs, progress, and quality of ongoing projects;
- Supervise the activities of the BOD and Board of General Directors in implementing GMS Resolutions and in their leadership, management, and operational activities;
- Ensure compliance with laws, regulations, and the Company's Charter; supervise internal governance and information disclosure activities of the Group in accordance with standards and practices for listed public companies;
- Provide accurate information to shareholders regarding the Group's financial status and business performance upon request.

#### **2. Recommendations of the Supervisory Board**

- The Supervisory Board agrees with the contents of the Reports and Proposals submitted by the BOD and Board of General Directors to the 2025 GMS at this meeting.
- With the 2025 production and business targets, tasks, and key solutions outlined for Everland Group Joint Stock Company, the Board of General Directors should continue to enhance governance efficiency, remain proactive and flexible in operations, and promptly monitor developments in the global and Vietnamese economies to implement proactive response measures. In addition to existing resources, the organizational structure should be further streamlined, optimized, and supplemented with high-quality senior management personnel to meet the Group's development needs.

This is the Report on the performance results for 2024 and the orientation and tasks for 2025 of the Supervisory Board.

Respectfully submitted for the GMS's consideration and approval./.

**HEAD OF THE SUPERVISORY BOARD**



**Cao Thi Hoa**





**Appendix 1 - Supplementary Report on the Results of the Supervisory Board Meetings in 2021, 2022, and 2023**

No.	Meeting date	Content
1	16/5/2021	Election of the Head of the Supervisory Board for the term 2021 - 2026.
2	16/9/2021	Review of the Company's semi-annual financial statements for 2021. Inspection and supervision of the Board of Directors and the Executive Board.
3	01/4/2022	Review of the Company's financial statements for 2021. Directions and tasks for the Supervisory Board in 2022.
4	22/9/2022	Review of the Company's semi-annual financial statements for 2022. Evaluation of the Company's executive management activities.
5	20/4/2023	Review of the Company's 2022 financial statements. Activity plan and tasks for the Supervisory Board in 2023.
6	18/9/2023	Review of the Company's semi-annual financial statements for 2023. Supervision and inspection of the executive activities of the Board of Directors and the Executive Board.

No. 19/2025/TTr-HDQT

Hanoi, May 02<sup>nd</sup>, 2025.

**PROPOSAL**

**On the Approval of the 2024 Audited Financial Statements**

Respectfully to: 2025 Annual General Meeting of Shareholders.

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the 2024 Financial Statements of Everland Group Joint Stock Company, audited by AFC Vietnam Auditing Company Limited - Ha Thanh Branch, and disclosed in accordance with regulations, with the key indicators as follows:

No.	Indicator	Amount (VND)
1	Total Assets	2,959,528,044,882
2	Liabilities	714,789,277,310
3	Equity	2,244,738,767,572
4	Revenue	815,139,721,185
5	Profit Before Tax	30,841,606,606
6	Profit After Tax	21,899,978,770

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

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



**Le Dinh Vinh**



No. 20/2025/TTr-HDQT

*Hanoi, May 02<sup>nd</sup>, 2025.*

**PROPOSAL**  
**On the 2024 Profit Distribution Plan**

Respectfully to: 2025 Annual General Meeting of Shareholders.

Pursuant to the Law on Enterprises 2020 and the current Charter of Everland Group Joint Stock Company, based on the 2024 business performance results and the 2025 Business Plan of the Company, the Board of Directors respectfully submits to the General Meeting of Shareholders the 2024 Profit Distribution Plan of Everland Group Joint Stock Company as follows:

No.	Item	Amount (VND)
1	Profit After Tax for 2024	21,899,978,770
2	Allocation to the Development Investment Fund 10%	2,189,997,877
3	Allocation to Reward and Welfare Fund (5%)	1,094,998,939
4	Remuneration for the Board of Directors and the Supervisory Board	492,000,000
5	Remaining Profit for reinvestment	18,122,981,954

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

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

  
**Le Dinh Vinh**

No. 21/2025/TTr-HDQT

*Hanoi, May 02<sup>nd</sup>, 2025.*

**PROPOSAL**  
**On the 2025 Projected Revenue and Profit Plan**

Respectfully to: 2025 Annual General Meeting of Shareholders.

Based on the 2024 performance results of the Company and the 2025 Business Plan Report of the Board of General Directors, the Board of Directors respectfully submits to the General Meeting of Shareholders the 2025 Projected Revenue and Profit Plan of Everland Group Joint Stock Company with the following key indicators:

No.	Indicator	Unit	Value
1	Total Revenue	VND	582,500,000,000
2	Profit After Tax	VND	35,000,000,000
3	Total Assets	VND	3,500,000,000,000
4	Expected Dividend Rate	%	5%

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

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

  
**Le Dinh Vinh**



**PROPOSAL**

**On the Approval of the List of Auditing Firms for the 2025 Financial Statements**

Respectfully to: 2025 Annual General Meeting of Shareholders.

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the list of independent auditing organizations to audit the 2025 Financial Statements of Everland Group Joint Stock Company as follows:

**1. List of Auditing Firms**

- Deloitte Vietnam Company Limited.
- Nhan Tam Viet Auditing Company Limited.
- International Auditing and Valuation Company Limited.
- Moore AISC Auditing and Informatics Services Company Limited.
- AFC Vietnam Auditing Company Limited.
- Vietnam Auditing and Valuation Company Limited.

**2. Proposal of the Board of Directors**

The Board of Directors respectfully requests that the General Meeting of Shareholders authorize the Board of Directors to select one of the auditing organizations from the above list to review and audit the 2025 Financial Statements of Everland Group Joint Stock Company. The Board of Directors may also select an auditing organization outside the above list to review and audit the 2025 Financial Statements based on the Company's actual needs, with a report to the General Meeting of Shareholders at the nearest meeting.

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

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



**PROPOSAL**

**On the Remuneration, Operating Expenses, and Benefits of Members of BOD,  
Supervisory Board, and Report on the Salaries of the Board of General Directors**

Respectfully to: 2025 Annual General Meeting of Shareholders.

Pursuant to the Law on Enterprises 2020, the Company's Charter, and Internal Governance Regulations of Everland Group Joint Stock Company, based on the 2024 business performance results and the 2025 Business Plan, the Board of Directors reports to the General Meeting of Shareholders on the remuneration, operating expenses, and benefits of Board of Directors members, Supervisory Board members, and the salaries of the Board of General Directors in 2024, and respectfully submits for consideration and approval the remuneration levels for the members of Board of Directors and Supervisory Board in 2025 as follows:

**1. Report on Remuneration, Operating Expenses, and Benefits of Board of Directors Members, Supervisory Board Members, and Salaries of the Board of General Directors in 2024**

The total remuneration paid by Everland Group Joint Stock Company to the Board of Directors and Supervisory Board members in 2024 was VND 492,000,000, with details as follows:

No.	Name	Position	Remuneration (VND)
1	Mr. Le Dinh Vinh	Chairman of the BOD	120,000,000
2	Mr. Nguyen Thuc can	Vice Chairman of the BOD	60,000,000
3	Ms. Duong Thi Van Anh	BOD Member	60,000,000
4	Mr. Le Dinh Tuan	BOD Member	60,000,000
5	Mr. Ngo Viet Hung	BOD Member	60,000,000
6	Ms. Cao Thi Hoa	Head of Supervisory Board	60,000,000
7	Mr. Nguyen Ha Nguyen	Supervisory Board Member	36,000,000
8	Ms. Vu Minh Hue	Supervisory Board Member	36,000,000
Total			492,000,000

In 2024, no operating expenses were incurred for the Board of Directors or Supervisory Board, and no additional benefits were provided to Board of Directors or Supervisory Board members beyond the remuneration listed above.



## 2. Report on Salaries of the Board of General Directors in 2024

The total salary of the General Director and members of the Board of General Directors in 2024 was 372.078.915 VND. The salaries of the Board of General Directors were paid by the Company based on labor contracts and the actual time served by each member, as presented in the Company's audited 2024 Financial Statements.

## 3. Remuneration Levels for Board of Directors and Supervisory Board Members of Everland Group Joint Stock Company in 2025

- Chairman of the BOD : VND 10,000,000/month.
- BOD Member : VND 5,000,000/month.
- Head of the Supervisory Board : VND 5,000,000/month.
- Supervisory Board Member : VND 3,000,000/month.

Total monthly remuneration (05 BOD members and 3 Supervisory Board members) = VND 41,000,000/month.

Total annual remuneration for 2025 = VND 492,000,000.

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

ON BEHALF OF THE BOARD OF  
DIRECTORS  
CHAIRMAN



Le Dinh Vinh



No. 24/2025/TTr-HDQT

Hanoi, May 02<sup>nd</sup>, 2025.

**PROPOSAL**

**Regarding the approval of the additional of the Company's business lines**


Respectfully to: 2025 Annual General Meeting of Shareholders.

Pursuant to the Law on Enterprises 2020 and the Charter of operation of Everland Group Joint Stock Company, based on the Company's Business Plan, the Board of Directors respectfully submits to the General Meeting of Shareholders for approval the following contents:

1. Approval of the additional of new business lines to expand the Company's business activities, including:

STT	Name of business line	Business Code
1	Wholesale of agricultural raw materials (except wood, bamboo) and live animals.	4620
2	Wholesale of rice, wheat, other grains, wheat flour (excluding wholesale of rice).	4631
3	Wholesale of food (excluding wholesale of sugar from sugarcane and sugar beets).	4632
4	Wholesale of metals and metal ores. Details: Wholesale iron, steel.	4662
5	Other specialized wholesale not elsewhere classified. Details: Wholesale of silk, fibers, textile yarns, synthetic resins, and virgin plastics.	4669
6	Architectural and engineering activities and related technical consultancy.	7110

2. Approval of the amendment of Clause 4.1, Article 4 of the Company's current Charter to add the above-mentioned business lines.
3. Approval of the General Meeting of Shareholders to assign the Chairman of the Board of Directors to sign and issue the amended Charter and assign the General Director to carry out the procedures for registering changes in the Company's business lines as prescribed.

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

**ON BEHALF OF THE BOD**  
**CHAIRMAN**



**Le Dinh Vinh**



**PROPOSAL**

**Regarding the dismissal and replacement of members of the Board of Directors for  
the 2022-2027 term**

Respectfully to: 2025 Annual General Meeting of Shareholders

Pursuant to the Law on Enterprises 2020, Law on Securities 2019 and the Charter of Everland Group Joint Stock Company; According to the resignation letter of Ms. Duong Thi Van Anh as a Member of the Board of Directors (BOD), the Board of Directors respectfully submits to the General Meeting of Shareholders the dismissal and replacement of members of the Board of Directors for the 2022-2027 term, as follows:

**1. Dismissal of the position of Member of the Board of Directors for the 2022-2027 term for:**

- Ms. Duong Thi Van Anh.
- Date of birth: December 11, 1983.
- Reason for dismissal: According to Ms. Duong Thi Van Anh's resignation letter dated April 6, 2025.

**2. Election of Replacement Member of the Board of Directors for the 2022-2027 term:**

To ensure the number of BOD members complies with legal requirements and the Company's Charter, the BOD respectfully submits to the General Meeting of Shareholders for consideration and the election of a replacement member of the BOD as follows:

- Number of BOD members to be elected as replacement: 01 (one) member.
- Requirements and qualifications for the replacement member of the BOD: As stipulated in the Law on Enterprises 2020, Law on Securities 2019 and the Company's Charter.
- Term of the replacement BOD member shall be in accordance with the 2022-2027 term of the BOD.

**3. List of Candidates for Election as Replacement Members of the Board of Directors for the 2022-2027 Term:**

- The list of candidates is compiled from individuals who meet the aforementioned qualifications and conditions, have submitted complete application documents in accordance with regulations, and are nominated or self-nominated by shareholders or



groups of shareholders holding at least 10% of the total ordinary shares.

- In the event that the nomination and application period for BOD membership ends without any candidates being nominated or applying, the incumbent BOD shall nominate a candidate to replace the BOD member for the 2022-2027 term, to be elected by the GMS.

- Information on the candidates for the BOD, the nomination/application form, and the draft election regulations are published on the Company's website at: <https://everland.vn/quan-he-co-dong/dai-hoi-dong-co-dong>.

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

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



**Le Dinh Vinh**







**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**

....., dated ..... 2025.

**AUTHORIZATION LETTER**  
**ATTENDING THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**(Everland Group Joint Stock Company)**

**Respectfully to: Everland Group Joint Stock Company**

**1. AUTHORIZING PERSON**

Name of the Shareholder: .....

ID/Passport/Enterprise Registration Certificate No.: .....

Address: .....

Phone number: .....

Number of Shares Owned: ..... shares.

**2. AUTHORIZED PERSON**

Name of Individual/Organization: .....

ID/Passport/ Enterprise Registration Certificate No.: .....

Address: .....

Phone number: .....

**3. SCOPE OF AUTHORIZATION**

To attend the 2025 Annual GMS of Everland Group Joint Stock Company on May 28, 2025 (in person and online).

To exercise the rights to speak and vote on all matters at the GMS concerning ..... shares owned by the Authorizing person, under the law and the regulations for organizing and operating the 2025 Annual GMS of Everland Group Joint Stock Company.

**4. VALIDITY OF AUTHORIZATION**

This Authorization Letter is only valid from the date of signing until the end of the 2025 Annual GMS of Everland Group Joint Stock Company.

The authorized person is not permitted to delegate the authorized tasks as specified in this Authorization Letter to a third party.

**AUTHORIZING PERSON**  
(Signature, full name/stamp)

**AUTHORIZED PERSON**  
(Signature, full name/stamp)



EVERLAND GROUP JOINT STOCK COMPANY

2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

# VOTING CARD

SHAREHOLDER CODE:

**EVG. XXXXXX**

Full name of Shareholder/Authorized Person: .....

Number of owned ballot cards: ..... ballots.

Number of authorized ballot cards: ..... ballots.

**Total number of ballot cards: ..... ballots.**





EVERLAND GROUP JOINT STOCK COMPANY  
2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS



Print Coupon  
Code

**VOTING SHEET**  
**SHAREHOLDER CODE: EVG. XXXXXX**

Full name of Shareholder/Authorized Person: .....

Number of owned ballot cards: ..... ballots.

Number of authorized ballot cards: ..... ballots.

**Total number of ballots cards: ..... ballots.**

*(Shareholders mark [x] or mark [√] in the box according to each voting content)*

Content	Approve	Not approve	No comments
<b>Content 01:</b> Approve the General Director's Report on the Company's Business and Production Performance in 2024 2024 and Plan for 2025.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Content 02:</b> Approve the Report of the Board of Directors on the performance of the Board of Directors for 2024 and the operation plan for 2025.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Content 03:</b> Approve the Report of the Supervisory Board on the performance results in 2024 and objectives and tasks for 2025 of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Content 04:</b> Approval of the company's audited financial statements for 2024.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Content 05:</b> Approve the company's profit distribution plan for 2024.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Content 06:</b> Approve the company's revenue and profit plan for 2025.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Content 07:</b> Approve the list of of the list of auditing firms for the financial statements for 2025.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Content 08:</b> Approve the remuneration, operating expenses and benefits of Members of the Board of Directors, Members of the Supervisory Board and report on the salary of the Board of Directors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Content 09:</b> Approve the addition of the company's business lines.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Content 10:</b> Approve the dismissal and replacement of members of the Board of Directors for the 2022–2027 term.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Content 11:</b> Approval of the list of candidates for election as replacement members of the Board of Directors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Dated May 28, 2025

**SHAREHOLDERS/AUTHORIZED REPRESENTATIVES**

*(Signature and full name)*



EVERLAND GROUP JOINT STOCK COMPANY  
2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS



Print Coupon  
Code

**ELECTION CARD**  
**OF MEMBERS OF THE BOARD OF DIRECTORS**  
**SHAREHOLDER CODE: EVG. XXXXXX**

**Full name of Shareholder/Authorized Person:** .....

**Number of owned ballot cards:** ..... ballots.

**Number of authorized ballot cards:** ..... ballots.

**Total number of election cards:** ..... ballots.

No.	Candidate's full name	Number of election cards (for each candidate)
1	.....	.....
2	.....	.....
3	.....	.....

*Dated May 28, 2025*

**SHAREHOLDERS/AUTHORIZED REPRESENTATIVES**

*(Signature and full name)*





Form  
02/GMS

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**

Hanoi, dated ..... 2025.

### **NOMINATION/ APPLICATION LETTER**

*(Candidate for replacement election of members of the Board of Directors of Everland Group Joint Stock Company for the term 2022-2027)*

**Respectfully To: Organizing Committee of the 2025 Annual General Meeting of Shareholders of Everland Group Joint Stock Company**

I (we) am (are) a shareholder(s) of Everland Group Joint Stock Company with the following information:

STT	Name	ID Card/Enterprise Registration Certificate/ Passport No.	Date of issue	Place of issue	Number of owned shares
1	.....	.....	.../.../.....	.....	.....
2	.....	.....	.../.../.....	.....	.....
3	.....	.....	.../.../.....	.....	.....
<b>Total</b>					.....

I (we) agree and consent to use all the shares listed above to nominate/self-nominate the person with the following information as a candidate for election to the Board of Directors of Everland Group Joint Stock Company for the term 2022 - 2027 at the Company's 2025 Annual General Meeting of Shareholders:

Full name: .....

Gender: .....

Date of birth: ...../...../.....

ID card No.: ..... Place of issue: ..... Date of issue: ...../...../.....

Permanent residence: .....

Qualifications: .....

I (we) commit to be responsible for the accuracy, truthfulness and legality of the nomination and the above information./.

**Note:** The nomination/application letter and the candidate's documents for the election to replace a member of the Board of Directors must be sent by registered mail to Everland Group Joint Stock

Company (Address: 3rd Floor, 97-99 Lang Ha Building, Lang Ha Ward, Dong Da District, Hanoi, Vietnam) or emailed to info@everland.vn before 5:00 PM on May 23, 2025.

**Attachment:**

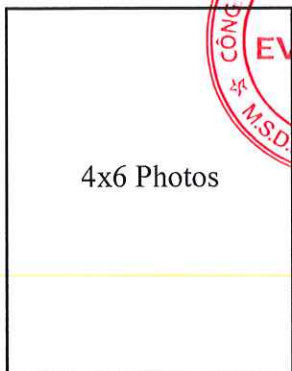
- Candidate's curriculum vitae.

**SHAREHOLDER/GROUP OF  
SHAREHOLDERS**

*(Signature and full name)*







## CURRICULUM VITAE

*(Candidate for replacement of member of Board of Directors)*

1. Full name: .....
2. Date of birth: ...../...../..... Gender: .....
3. Nationality: .....
4. Citizen Identification Number: ..... Date of issue: ...../...../.....
5. Place of issue: .....
6. Education: ...../.....
7. Qualifications: .....
8. Work experience:
  - From month/year - month/year: Working at ..... Position: .....
  - From month/year - month/year: Working at ..... Position: .....
  - From month/year - month/year: Working at ..... Position: .....
  - From month/year - month/year: Working at ..... Position: .....
  - From month/year - month/year: Working at ..... Position: .....
  - From month/year - month/year: Working at ..... Position: .....
9. Position at Everland Group Joint Stock Company: .....
10. Number of authorized shares or/and owned in Everland Group Joint Stock Company: ..... shares.
11. Debt to Everland Group Joint Stock Company: .....
12. Benefits related to Everland Group Joint Stock Company: .....
13. Conflicting interests with Everland Group Joint Stock Company: .....

Pursuant to the provisions of the Law on Enterprises and the Charter of Everland Group Joint Stock Company, as a candidate for the position of Member of the Board of Directors, I commit that I have all the conditions, qualifications and capacity to participate in the position of member of the Board of Directors and commit to perform the duties of a member of the Board of Directors carefully, honesty in case of being elected by the General Meeting of Shareholders.



I commit to be responsible for the accuracy and truthfulness of the content of this curriculum vitae and at the same time commit to fully comply with the obligations and responsibilities specified in the Charter of Everland Group Joint Stock Company and the law.

Sincerely!

*Hanoi, dated ..... 2025*

**Candidate**

*(Signature and full name)*





# LIST OF RELATED PERSONS OF THE INSIDERS

No.	Name	Stock Trading Account	Position at the Company/ Relationship	ID card/Passport			Contact address	Number of owned shares at the end of the period	Shares ownership ratio at the end of the period	Notes
				Number	Date of issue	Place of issue				
1										
2										
3										
4										
5										
6										
7										
8										
9										
10										





No. ..../2025/NQ-DHDCD

Hanoi, May 28<sup>th</sup>, 2025.

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

**THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**EVERLAND GROUP JOINT STOCK COMPANY**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019;
- Pursuant to the Regulation on organization and operation of the 2025 Annual General Meeting of Shareholders of Everland Group Joint Stock Company approved by the 2025 Annual General Meeting of Shareholders on May 28<sup>th</sup> in 2025;
- Pursuant to the Meeting Minutes of the 2025 Annual General Meeting of Shareholders of Everland Group Joint Stock Company dated May 28<sup>th</sup> 2025,

**DECIDES TO:**

**Article 1. Approve the following contents:**

- 1.1. Approve the Report of General Director on Business Results in 2024 and Business Plan in 2025.
- 1.2. Approve the Report of the Board of Directors on the performance results of the Board of Directors in 2024 and the Activity Plan for 2025.
- 1.3. Approve the Report of the Supervisory Board on the performance results of the Supervisory Board in 2024 and the orientation and tasks for 2025.
- 1.4. Approve the audited 2024 Financial Statement of Everland Group Joint Stock Company with specific indicators as follows:

TT	INDICATORS	AMOUNT (VND)
1.	Total assets	
2.	Liabilities	
3.	Equity	



<b>TT</b>	<b>INDICATORS</b>	<b>AMOUNT (VND)</b>
4.	Total Revenue	
5.	Total cost	
6.	Profit before tax	
7.	Profit after tax	

- 1.5. Approve the profit after tax distribution plan in 2024 of Everland Group Joint Stock Company as follows:

<b>STT</b>	<b>CONTENT</b>	<b>AMOUNT (VND)</b>
1.	Profit after tax in 2024	
2.	Deduction from the development investment Fund .....%	
3.	Deduction from the reward and welfare fund .....%	
4.	Deduction of remuneration from the Board of Directors and the Supervisory Board	
5.	Remaining profits for reinvestment	



- 1.6. Approve the 2025 revenue and profit plan of Everland Group Joint Stock Company according to the Report of the Board of Directors with specific targets as follows:

<b>STT</b>	<b>LIST OF INDICATORS</b>	<b>Unit</b>	<b>VALUE</b>
1	Total revenue	VND	
2	Profit after tax	VND	
3	Total assets	VND	
4	Expected dividend rate	%	

- 1.7. Approve the list of audit units selected to audit the 2025 Financial Statements of Everland Group Joint Stock Company according to the Report of the Board of Directors, specifically as follows:
- 1.8. Approve the Report on remuneration, operating expenses and benefits of members of the Board of Directors, members of the Supervisory Board and salaries of the Board of General Directors in 2024 and the remuneration of members of the Board of Directors and members of the Supervisory Board in 2025.

The remuneration of members of the Board of Directors and members of the Supervisory Board in 2025 is as follows:

- Chairman of the Board of Directors: ... VND/month.
- Member of the Board of Directors : ... VND/month.
- Head of the Supervisory Board: ... VND/month.
- Member of the Supervisory Board : ... VND/month.

Total remuneration in 2025 (05 members of the Board of Directors and 03 members of the Supervisory Board) = ... VND/month.

Total expected remuneration for the whole year 2025 = ... VND.

- 1.9. Approve the addition of the Company's business lines according to the content of the Report of the Board of Directors, including the following lines and lines:

STT	Name of business lines	Business Code
1	.....	.....
2	.....	.....

- 1.10. Approve the dismissal and replacement of members of the Board of Directors according to the content of the Report of the Board of Directors.
- 1.11. Approve the list of candidates for election of Members of the Board of Directors according to the contents of the Report of the Board of Directors.
- 1.12. Approve the results of the election of members of the Board of Directors as follows:

## **Article 2. Implementation**

- 2.1. This resolution was approved at the 2025 Annual General Meeting of Shareholders of Everland Group Joint Stock Company with .....% of shareholders attending and voting at the General Meeting in favor.
- 2.2. This Resolution takes effect from the date it is signed for promulgation./.

### **Recipient:**

- SSC; Hochiminh Stock Exchange (to report);
- VSDC (to report);
- Shareholders (to report);
- Members of the Board of Directors, the Supervisory Board;
- Board of General Directors;
- Posting on the Company's website;
- For archive: Board of Directors, PC&QHCD, VT.

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

**Le Dinh Vinh**

