

CNC CAPITAL VIET NAM  
JOINT STOCK COMPANY

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No.: 01/2025/TTr-HDQT-CNC

SOCIALIST REPUBLIC OF VIETNAM  
Independence - Freedom - Happiness

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Hanoi, May 7<sup>th</sup>, 2025

## PROPOSAL

*(Re: Approval of the Audited Financial Statements for the year of 2024)*

**To: The 2025 Annual General Meeting of Shareholders  
of CNC Capital Viet Nam Joint Stock Company**

- Pursuant to the Law on Enterprise No. 59/2020/QH14 dated June 17, 2020, and its amendments, supplements, and guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its amendments, supplements, and guiding documents;
- Pursuant to the Charter of CNC Capital Viet Nam Joint Stock Company,

In accordance with the resolution of the 2024 Annual General Meeting of Shareholders, the Board of Directors selected International Auditing and Valuation Company Limited to conduct the audit of the 2024 Financial Statements. The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the audited 2024 Financial Statements. The Company has disclosed the information in accordance with regulations and has published the full version of the audited financial statements for 2024 on the Company's website, including:

- Balance Sheet;
- Income Statement;
- Cash Flows Statement;
- Notes to the Financial Statements.

In this context, the Auditor provided an opinion with the following content:

### **Auditor's Opinion:**

#### **Basis for Qualified Audit Opinion**

As of December 31, 2024, the Company's accumulated losses amounted to VND 36,304,781,395, and its current liabilities exceeded its current assets by VND 9,363,050,904. The Company is experiencing a working capital deficit, making it unable to meet its due obligations. As of December 31, 2024, the Company also had an overdue bank loan principal of VND 33,950,000,000 and estimated interest payable of VND 9,955,136,958, including a penalty interest of VND 3,112,210,836. These factors raise doubts about the Company's ability to continue as a going concern. The Company's ability to continue operations depends on future profits from business cooperation projects. However, we have not been able to obtain sufficient appropriate evidence regarding these business plans. As a result, we cannot determine whether the accompanying financial statements have been appropriately prepared based on the assumption of the Company's ability to continue as a going concern. The financial statements for



the fiscal year ending December 31, 2024, have nonetheless been presented based on the going concern assumption.

### **Qualified Audit Opinion**

In our opinion, except for the matter described in the "Basis for Qualified Audit Opinion" section, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2024, as well as its financial performance and cash flows for the year then ended, in accordance with Vietnamese Accounting Standards, the Vietnamese Corporate Accounting System, and relevant legal regulations on the preparation and presentation of financial statements.

### **Emphasis of Matter**

We would like to draw attention to readers to Note 4.4 in the Notes to the Financial Statements:

In 2023, the Company entered into an investment cooperation agreement with Tien Dai Phat Co., Ltd. for an amount of VND 152,000,000,000 to invest in the construction and business operation of the "VIWASEEN Ha Dinh Apartment Complex for Sale and Office Rental" project. The two parties mutually agreed to terminate the investment cooperation agreement early, as documented in Memorandum No. 2803/2024/BBT/TDP-CNC dated March 28, 2024. Accordingly, Tien Dai Phat Co., Ltd. was obligated to reimburse the Company for the invested capital of VND 152,000,000,000, along with interest of VND 7,378,038,356, by December 31, 2024. However, as of December 31, 2024, Tien Dai Phat Co., Ltd. still had an outstanding obligation to pay VND 22,601,700,000.

Our opinion is not modified in respect of this matter.

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

### **Recipients:**

- As above;
- Board of Directors;
- Board of Supervisors;
- Archived.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**

  
**TRAN VIET HUNG**



**CNC CAPITAL VIET NAM  
JOINT STOCK COMPANY**

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No.: 02/2025/TTr-BKS-CNC

**SOCIALIST REPUBLIC OF VIETNAM**

**Independence - Freedom - Happiness**

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Hanoi, May 7<sup>th</sup>, 2025



**PROPOSAL**

*(Re: The Selection of Auditors for the 2025 Financial Statements)*

**To: The 2025 Annual General Meeting of Shareholders  
of CNC Capital Viet Nam Joint Stock Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and its amendments, supplements, and guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its amendments, supplements, and guiding documents;
- Pursuant to the Charter of CNC Capital Viet Nam Joint Stock Company.

The Board of Supervisors (BOS) of CNC Capital Viet Nam Joint Stock Company respectfully submits to the General Meeting of Shareholders (GMS) for approval the plan to select an independent auditing firm to audit, review the Semi-Annual Financial Statements for 2025, as well as the Annual Financial Statements for 2025 of CNC Capital Viet Nam Joint Stock Company, as follows:

- International Auditing and Valuation Company Limited;
- Viet Nam Auditing and Valuation Company Limited;
- AFC Vietnam Auditing Company Limited;
- CPA Vietnam Auditing Company Limited.

The GMS is kindly requested to approve the authorization for the BOD to select a specific auditing firm from the above list.

In the event that negotiations with the listed auditing firms are unsuccessful, the GMS authorizes the BOD to select another reputable auditing firm that meets audit quality standards, offers a reasonable audit fee, and is eligible to provide audit services as approved by the State Securities Commission for entities with public interest in 2025.

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

**Recipients:**

- As above;
- Board of Directors;
- Board of Supervisors;
- Archived.

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

**HOÀNG NGỌC QUYẾT**



**CNC CAPITAL VIET NAM  
JOINT STOCK COMPANY**

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No.: 03/2025/TTr-HĐQT-CNC

**SOCIALIST REPUBLIC OF VIETNAM**

**Independence - Freedom - Happiness**

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Hanoi, May 7<sup>th</sup>, 2025

## **PROPOSAL**

*(Re: The Remuneration of the Board of Directors and the Board of Supervisors Board for 2024 and the Remuneration Plan for 2025; Distribution of net profit of the year 2024 and plan for 2025)*

**To: The 2025 Annual General Meeting of Shareholders  
of CNC Capital Viet Nam Joint Stock Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and its amendments, supplements, and guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its amendments, supplements, and guiding documents;
- Pursuant to the Charter of CNC Capital Viet Nam Joint Stock Company.

The Board of Directors (BOD) of CNC Capital Viet Nam Joint Stock Company respectfully submits to the General Meeting of Shareholders (GMS) for approval the plan for remuneration of the Board of Directors and the Supervisory Board for 2024, as well as the payment plan for 2025; the profit distribution plan for 2024, and the projected profit distribution for 2025 of the Company, as follows

**1. Remuneration of the Board of Directors, the Board of Supervisors for 2024:**

In 2024, the Board of Directors and the Board of Supervisors received remuneration/allowances totaling 116 million VND.

**2. Remuneration Plan for the Board of Directors and Board of Supervisors for 2025:**

The Board of Directors respectfully submits to the General Meeting of Shareholders the proposal for remuneration payments to the Board of Directors and the Board of Supervisors for 2025, based on the Company's business performance results in 2025.

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

In 2024, the Company will not distribute dividends or allocate to funds.

**4. Profit Distribution Plan for 2025:**

Plan for dividend payment and fund allocation for 2024: Authorize the Board of Directors to implement it based on the 2024 business results.

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

Sincerely./.

**Recipients:**

- As above;
- Board of Directors;
- Board of Supervisors;
- Archived.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**



**TRẦN VIỆT HUNG**

**CNC CAPITAL VIET NAM  
JOINT STOCK COMPANY**

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No.: 04/2025/TTr-HĐQT-CNC

**SOCIALIST REPUBLIC OF VIETNAM**  
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Hanoi, May 7<sup>th</sup>, 2025

## **PROPOSAL**

*(Re: Approval of adding a business location in Hai Duong)*

**To: The 2025 Annual General Meeting of Shareholders  
of CNC Capital Viet Nam Joint Stock Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and its amendments, supplements, and guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its amendments, supplements, and guiding documents;
- Pursuant to the Charter of CNC Capital Viet Nam Joint Stock Company.

The Board of Directors (BoD) of CNC Capital Vietnam Joint Stock Company respectfully submits to the General Meeting of Shareholders (GMS) for approval of adding a business location in Hai Duong, as follows:

- Address: Thuong Khuong Hamlet, Hung Thinh Commune, Binh Giang District, Hai Duong Province, Vietnam;
- Purpose: To establish a manufacturing workshop;
- Authorize the Chairman of the Board of Directors / Legal Representative to decide and carry out the legal procedures related to the addition of the business location at an appropriate time, but no later than 12 months from the date of approval by the General Meeting of Shareholders.

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

**Recipients:**

- As stated above;
- Board of Directors;
- Board of Supervisors;
- Archived.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**



**TRAN VIET HUNG**

## PROPOSAL

*(Re: Policy on executing contracts and transactions between the Company and Related Parties and approving major contracts and transactions)*

**To: The 2025 Annual General Meeting of Shareholders  
of CNC Capital Viet Nam Joint Stock Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and its amendments, supplements, and guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its amendments, supplements, and guiding documents;
- Pursuant to the Charter of CNC Capital Viet Nam Joint Stock Company.

To proactively manage business operations and ensure the achievement of the proposed plan, the Board of Directors (BoD) of CNC Capital Vietnam Joint Stock Company respectfully submits to the General Meeting of Shareholders (GMS) for approval the policy on entering into and executing contracts and transactions between the Company and related parties with a value of 10% or more, or transactions leading to a total transaction value arising within 12 months (from the date of the first transaction) amounting to 35% or more of the total assets recorded in the Company's most recent financial statements during the 2025–2026 period, as follows:

### 1. Transaction content includes but is not limited to

- Transactions involving the purchase and sale of goods, provision of services;
- Transactions related to borrowing, lending, guarantees, pledging, and mortgaging assets, based on optimizing cash flow and the financial activities of the parties;

### 2. Parties involved in the transactions

- Individuals, organizations, or investors with extensive experience, reputation, and potential to bring benefits to the Company;
- Shareholders, authorized representatives of institutional shareholders owning over 10% of the total common shares of the Company, and their related parties;
- Insiders of the Company and their related parties;
- Enterprises that the insiders of the Company are required to declare in accordance with Clause 2, Article 164 of the 2020 Enterprise Law.

*(List of prospective transaction partners as outlined in the attached appendix)*

### 3. Implementation Timeline

From the effective date of the Resolution of the Annual General Meeting of Shareholders in 2025 until the issuance of the Resolution of the Annual General Meeting of Shareholders in 2026.

### 4. Authorization for the Chairman of the Company's Board of Directors





- Decide on the selection of suitable partners, determine the specific terms and conditions of the aforementioned contracts and transactions, and decide on agreements and documents related to these contracts and transactions, including amendments, supplements, termination, or replacement of these contracts and transactions.
- Sign and execute contracts, transactions, and related documents, including agreements for amendments, supplements, termination, or replacement of these contracts and transactions (if any).

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

**Recipients:**

- *As stated above;*
- *Board of Directors;*
- *Board of Supervisors;*
- *Archived.*

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



**TRAN VIET HUNG**





## APPENDIX 01: LIST OF PROSPECTIVE TRANSACTION PARTNERS

*Attached is Proposal No.: 05/2025/TTr-HĐQT-CNC dated 07/05/2025 from CNC Capital Vietnam Joint Stock Company.)*

No.	Name of the prospective transaction partners
1	Mr. Tran Viet Hung – Chairman of the Board of Directors of the company.
2	Mr. Nguyen Huu Loi – General Director of the company
3	Thái Hà Bridge BOT Joint Stock Company
4	Xuan Phat Hanoi Limited Liability Company
5	Tan Vien Construction Joint Stock Company
6	Dong Anh Pressure Equipment Joint Stock Company



## **PROPOSAL**

*(Re: Loan to Support Business Operations)*

**To: The 2025 Annual General Meeting of Shareholders  
of CNC Capital Viet Nam Joint Stock Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and its amendments, supplements, and guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its amendments, supplements, and guiding documents;
- Pursuant to the Charter of CNC Capital Viet Nam Joint Stock Company.

Since 2024, the Company's leadership has set a strategic direction to expand its business operations into the manufacturing, assembly, and trading of medical products, equipment, consumable medical supplies, plastic medical goods, electronic components, and household items—promising to generate revenue and profits for the Company. Additionally, the Company is researching and expanding into new commercial business activities related to health products, such as ready-made food, functional foods, and other nutritional supplements.

To prepare the necessary resources to support the expansion of the Company's production and business activities, the Board of Directors (BoD) of CNC Capital Vietnam Joint Stock Company respectfully submits to the General Meeting of Shareholders (GMS) for approval the policy on loan to serve the Company's business activities, as follows:

- Loan parties: Potential and reputable individuals and organizations, including but not limited to insiders of the Company and their related parties, as stipulated by law;
- Purpose of loan: To expand production and business activities, and to invest in the fields of manufacturing, assembling, and trading medical products, medical equipment, consumable medical supplies, plastic products for medical use, electronic components, and household appliances;
- Loan limit: Up to 200,000,000,000 VND (In words: Two hundred billion VND);
- Loan interest rate: As agreed upon at the time of loan;
- Collateral: Assets owned by CNC Capital Vietnam Joint Stock Company or a third party, in accordance with legal regulations;
- Projected source of debt repayment: From the Company's business activities;
- Authorization for the Chairman of the Company's Board of Directors:
  - + Decide on the timing and parties for borrowing capital, specific terms and conditions, interest rates, and collateral for loans, ensuring compliance with legal regulations and benefiting the Company;
  - + Negotiate and sign documents, contracts, and agreements related to the Company's borrowing activities, including amendments, supplements,



termination, or replacement of loan contracts in accordance with the Company's actual circumstances.

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

**Recipients:**

- As stated above;
- Board of Directors;
- Board of Supervisors;
- Archived.

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



## PROPOSAL

*(Re: Amend the Company's business scope to include additional activities)*

**To: The 2025 Annual General Meeting of Shareholders  
of CNC Capital Viet Nam Joint Stock Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and its amendments, supplements, and guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its amendments, supplements, and guiding documents;
- Pursuant to the Charter of CNC Capital Viet Nam Joint Stock Company.

With the goal of diversifying business sectors, seeking development opportunities, and ensuring effective business operations that meet shareholder and investor expectations, CNC Capital Vietnam Joint Stock Company plans to add several business activities in the commercial trade sector for food and nutritional supplements.

Based on current legal regulations and the operational needs of the Company in the upcoming period, the Board of Directors respectfully submits to the General Meeting of Shareholders for approval the addition of business sectors as follows:

- Additional business activities:

Business code	Name of the registered business
1010	Processing and preserving of meat and meat products
1079	Manufacture of other food products n.e.c
4633	Wholesale of beverages
1075	Manufacture of prepared meals and dishes

- Authorize the Chairman of the Company's Board of Directors to explore and supplement business activities in alignment with the Company's production and business plans. The Chairman of the Company's Board of Directors is responsible for carrying out procedures related to registering adjustments and additions to business activities at the Competent State Authority, in accordance with current legal regulations.

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

**Recipients:**

- As stated above;
- Board of Directors;
- Board of Supervisors;
- Archived.

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





**CNC CAPITAL VIET NAM  
JOINT STOCK COMPANY**

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No.: 08/2025/TTr-HĐQT-CNC

**SOCIALIST REPUBLIC OF VIETNAM  
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Hanoi, May 7<sup>th</sup>, 2025

**PROPOSAL**

*(Re: Plan for issuing shares under the employee stock option program)*

**To: The 2025 Annual General Meeting of Shareholders  
of CNC Capital Viet Nam Joint Stock Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and its amendments, supplements, and guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its amendments, supplements, and guiding documents;
- Pursuant to the Charter of CNC Capital Viet Nam Joint Stock Company.

The Board of Directors ("BoD") of CNC Capital Vietnam Joint Stock Company respectfully submits to the General Meeting of Shareholders ("GMS") for consideration and approval the Plan for issuing shares under the employee stock option program, as follows:

**I. LEGAL BASIS FOR SHARE ISSUANCE**

- Law on Enterprises No. 59/2020/QH14 dated June 17, 2020.
- Law on Securities No. 54/2019/QH14 dated November 26, 2019.
- Decree No. 155/2020/ND-CP dated December 31, 2020, by the Government, stipulating the detailed implementation of certain provisions of the Law on Securities.
- Circular No. 118/2020/TT-BTC dated December 31, 2020, by the Ministry of Finance, providing guidance on certain aspects of offering and issuing securities, public tender offers, share repurchases, registration of public companies, and cancellation of public company status.
- Charter of CNC Capital Viet Nam Joint Stock Company.

**II. PLAN FOR SHARE ISSUANCE**

**1. Method of Issuance**

- Share name:	Shares of CNC Capital Vietnam Joint Stock Company.
- Share type:	Common shares.
- Par value:	10.000 (ten thousand) VND/share.
- Current charter capital:	300.000.0000.000 VND.
- Number of	30.000.000 shares.

outstanding shares:	
- Issuance method:	Direct issuance.
- Issuance Target:	Board of Directors (BOD), Board of Supervisors (BOS), and employees of the company
- Criteria and list of employees eligible to participate in the program:	<p>Employees eligible for the program include members of the BOD, BOS, and employees with a labor contract with the company at the time of program implementation. The principles for stock allocation are determined based on the following criteria:</p> <ul style="list-style-type: none"> <li>- Years of service at the company;</li> <li>- Job title and position;</li> <li>- Work performance.</li> </ul> <p>The list of employees eligible for the program and the principles for determining the number of shares allocated to each participant are authorized by the AGM to the BOD for approval based on the criteria mentioned above.</p>
- Number of shares planned for issuance:	1.500.000 shares.
- Total par value of issuance:	15.000.000.000 VND.
- Issuance price:	<b>10.000</b> (ten thousand) VND/share.
- Estimated Issuance Rate:	<b>5%</b> of total outstanding shares
- Handling of unsubscribed shares (if any):	If employees do not exercise their right to purchase all allocated shares, the General Meeting of Shareholders authorizes the BoD to distribute the remaining shares to other eligible employees in the program at the same offering price of 10,000 VND per share. If there are still undistributed shares after the legal distribution period, these shares will be canceled, and the BoD will decide to end the issuance, with the charter capital adjusted based on the actual number of shares issued.
- Transfer restriction of shares:	Shares issued to employees will be subject to a one-year (01) transfer restriction from the end date of the issuance period.
- Transfer of purchase rights by employees:	Employees are not allowed to transfer their purchase rights to others if they decide not to buy shares.
- Plan to ensure compliance with foreign ownership regulations:	The BoD is authorized to approve a plan to ensure that share issuance complies with foreign ownership regulations.
- Expected implementation timeline:	After receiving written confirmation from the State Securities Commission of Vietnam regarding the complete receipt of issuance documents. The General Meeting of Shareholders authorizes the

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shares and changes in the Company's charter capital after completing the share issuance based on the actual results of the issuance, and report to the General Meeting of Shareholders at the nearest meeting.

6. Assign the Board of Directors to carry out procedures for registering the increase in charter capital with the Competent State Authority after completing the share issuance.
7. In addition to the above-mentioned authorizations, during the implementation of the issuance plan, the General Meeting of Shareholders authorizes the Board of Directors to supplement, amend, and finalize the issuance plan as required by State regulatory authorities and/or in accordance with actual circumstances, ensuring that the implementation of the share issuance under the employee stock option program complies with regulations and protects the rights of shareholders, employees, and the Company.

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

Sincerely./.

**Recipients:**

- *As above;*
- *Board of Directors;*
- *Board of Supervisors;*
- *Archived.*

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRPERSON**



**TRAN VIET HUNG**

