

**CÔNG TY CỔ PHẦN THẾ GIỚI SỐ  
DIGIWORLD CORPORATION**

**CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM  
Độc lập - Tự do - Hạnh phúc  
THE SOCIALIST REPUBLIC OF VIETNAM  
Independence - Freedom - Happiness**

Số/No.: 33/2020/DGW-ĐT

TP.HCM, ngày 30 tháng 06 năm 2020  
HCMC, day 30 month 06 year 2020

**CÔNG BỐ THÔNG TIN  
TRÊN CÔNG THÔNG TIN ĐIỆN TỬ  
CỦA ỦY BAN CHỨNG KHOÁN NHÀ  
NƯỚC VÀ SGDCK TP.HCM**

**DISCLOSURE OF INFORMATION ON THE  
STATE SECURITIES COMMISSION'S PORTAL  
AND HOCHIMINH STOCK EXCHANGE'S  
PORTAL**

Kính gửi/ To:

- Ủy ban Chứng khoán Nhà nước/ *The State Securities Commission*
- Sở Giao dịch chứng khoán TP.HCM/ *Hochiminh Stock Exchange*

- Tên tổ chức / *Organization name*: CÔNG TY CỔ PHẦN THẾ GIỚI SỐ/DIGIWORLD CORPORATION
  - Mã chứng khoán/ *Securities Symbol*: DGW
  - Địa chỉ trụ sở chính/ *Address*: Tầng 8, Tòa nhà Ngân hàng Nam Á,  
Số 201 – 203 Cách Mạng Tháng Tám, Phường 4, Quận 3, TP.HCM
  - Điện thoại/ *Telephone*: (84.28) 3929 0059 Fax: (84.28) 3929 0060
  - Người thực hiện công bố thông tin/ *Submitted by*: Tô Hồng Trang  
Chức vụ/ *Position*: Phó Tổng Giám đốc/ *Deputy General Director*
- Loại thông tin công bố:  định kỳ  bất thường  24h  theo yêu cầu  
*Information disclosure type:  Periodic  Irregular  24 hours  On demand*

**Nội dung thông tin công bố/ Content of Information disclosure:**

Công bố Nghị quyết và Biên bản họp Đại hội đồng cổ đông thường niên năm 2020/Resolution and Meeting Minutes of the 2020 Annual General Meeting of Shareholders.

Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 30/06/2020 tại đường dẫn: <http://digiworld.com.vn>.

*This information was disclosed on Company/Fund's Portal on date June 30<sup>th</sup>, 2020 Available at: <http://digiworld.com.vn>.*

Tôi cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố.

*I declare that all information provided in this paper is true and accurate; I shall be legally responsible for any misrepresentation.*

**Đại diện tổ chức**

**Organization representative**

Người được ủy quyền công bố thông tin  
*Party authorized to disclose information*



**TÔ HỒNG TRANG**

**RESOLUTION**  
**THE 2020 ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**DIGIWORLD CORPORATION**

- Pursuant to The Law on Enterprise No. 68/2014/QH13, stipulated by National Assembly of Socialist Republic of Vietnam on 26<sup>th</sup> November 2014;
- Pursuant to Charter of Digiworld Corporation (“**the Company**”); and
- Pursuant to the Minute of the Annual General Meeting of Shareholders 2020 dated June 29<sup>th</sup>, 2020.

The Annual General Meeting of Shareholders 2020 (“**AGM**”) of Digiworld Corporation (Digiworld) was held in Ho Chi Minh City on June 29<sup>th</sup>, 2020, the AGM has approved this Resolution with the contents below:

**DECISION**

**ARTICLE 1. REPORTS OF THE BOARD OF DIRECTORS OF THE COMPANY’S OPERATION IN 2019**

*The AGM accepts and approves on Reports of the Board of directors in 2019*

**ARTICLE 2. REPORTS OF THE SUPERVISORY BOARD IN 2019**

*The AGM accepts and approves on Reports of the Supervisory Board in 2019*

**ARTICLE 3. THE 2019 AUDITED FINANCIAL STATEMENTS**

*The AGM accepts and approves on The 2019 Financial Statements audited by Ernst & Young Vietnam.*

In which: (Unit: VND)

Total Revenue	8,603,202,748,708
Net Revenue	8,488,068,610,115
Profit before tax	210,353,564,831
Profit after tax	163,179,468,229
<b>Earnings per share (VND/share)</b>	<b>3,961</b>
Current Assets	2,287,553,965,106
Non-current Assets	117,501,236,961
<b>Total Assets</b>	<b>2,405,055,202,067</b>
Liabilities	1,480,206,789,049
Owner’s Equity	924,848,413,018
<b>Total Resources</b>	<b>2,405,055,202,067</b>

**ARTICLE 4. BUSINESS PLAN FOR 2020**

*The AGM accepts and approves on the Business Plan for 2020:*

- Total revenue: VND 10,200 billion
- Profit after tax: VND 202 billion

- Annual General Meeting authorized the Board of Directors based on the 2020 business performance to develop the Profit distribution plan for 2020 for submitting at the soonest Annual General Meeting.

#### **ARTICLE 5. APPROPRIATION OF 2019 EARNINGS**

*The AGM accepts and approves on the 2019 Profit distribution plan as follows:*

	<b>Unit</b>	<b>Value</b>	<b>Percentage (%)</b>
✓ Cash Dividend: VND 1,000 per share	VND billion	43,0	10%

The General Meeting of Shareholders authorises the Board of Directors to implement the followings:

- To implement the related procedures regulated by Law and the Authorities.
- To fully report to the General Meeting of Shareholders.

#### **ARTICLE 6. APPROVING LIST OF AUDIT FIRMS FOR FINANCIAL YEAR 2020**

*The AGM accepts and approves on proposed list of Audit Firms and authorize the Board of Directors to select one company from the list for the financial year 2020, based on the shorted list approved by the State Securities Commission to audit listed companies and securities company as follows:*

<b>No</b>	<b>Audit Firm</b>	<b>Address</b>
1	Vietnam Ernst & Young Co. Ltd.	Add: Bitexco Financial Tower 28 <sup>th</sup> floor, No. 2 Hai Trieu Street, District 1, HCM City Tel: 028 38245252 Fax: 028 38245250
2	Vietnam KPMG Co. Ltd.	Add: 10 <sup>th</sup> floor, Sunwah Tower, No. 115 Nguyen Hue Street, District 1, HCM City. Tel: 028 38219266 Fax: 028 38219267
3	Vietnam Deloitte Co. Ltd.	Add: 18 <sup>th</sup> floor, Times Square Building, No. 57,69F Dong Khoi Street, Ben Nghe Ward, District 1, HCM City. Tel: 028 39100751 Fax: 028 39100750
4	Vietnam Price Waterhouse Coopers Co. Ltd.	Add: 8 <sup>th</sup> floor, Saigon Tower, No. 29 Le Duan Street, District 1, HCM City. Tel: 028 38230796

#### **ARTICLE 7. ADDING NEW BUSINESS**

1. *The AGM accepts and approves on adding new business as below:*

<b>Name</b>	<b>Code</b>
<b>Market Research &amp; Public Opinion Polling:</b> Study of market potential, acceptance and familiarisation of consumers with products and consumer buying behaviour for the needs of increasing sales and developing new products, including statistical analysis of research results. Surveys of public opinion on political, social and economic topics, including statistical analysis of research results.	7320

2. Authorizing the Board of Directors to complete the business registration procedure and carry out related tasks to conduct business in accordance with law.

**ARTICLE 8. EMPLOYMENT STOCK OWNERSHIP PLAN (ESOP 2020)**

The AGM accepts and approves on the Employment Stock Ownership Plan as follows:

**I. APPROVING EMPLOYMENT STOCK OWNERSHIP PLAN (ESOP 2020)**

<b>1. Name of share</b>	Share of Digiworld Corporation
<b>2. Type of share</b>	Ordinary share
<b>3. Face value</b>	VND 10,000/share
<b>4. Issuance Method</b>	Issuing bonus share for employees according to the list prepared by the Board of Directors.
<b>5. Issuance Subjects</b>	Employees of the Company The Board of Directors is authorized to produce and establish the list of employees and issuing method.
<b>6. Current Charter Capital</b>	VND 431,517,470,000
<b>7. Number of outstanding shares</b>	43,000,278 shares
<b>8. Expected number of shares issued</b>	1,200,000 shares
<b>9. Total value of ESOP at par value</b>	VND 12,000,000,000
<b>10. Sales Value</b>	VND 10,000/ share
<b>11. Transfer restriction</b>	01 year locked-up for 50% of the total issued shares In case the employee finishes the labor contract for any reason during the transfer restriction period, the Company will buy back that number of shares at the issuing price to as treasury shares.
<b>12. Inheritance Right</b>	Employees listed to receive bonus shares have the right to make a will to manage their properties, leaving their properties to the lawful heir. In the case that a will is not written, the inheritance will be governed by the Law on Inheritance.
<b>13. Estimated time of implementation</b>	Authorise the Board of Directors to decide appropriate time and date for implementation.

**II. INCREASING CHARTER CAPITAL CORRESPONDING TO THE TOTAL PAR VALUE OF ISSUED SHARES**

By increasing charter capital corresponding to the total par value of issued shares in accordance to guidelines stated in Section I above.

### III. ADDITIONAL LISTING FOR THE ISSUED BONUS SHARE

By additional depository registration at Vietnam Securities Depository (“VSD”) and additional listing registration at Ho Chi Minh Stock Exchange (“HOSE”) all of the actual issued shares in ESOP 2020, after producing result of share issuance report to the SSC.

### IV. AUTHORIZATION TO BOARD OF DIRECTORS

#### 1. Implementing bonus employment share ownership plan

- Promulgating Regulation for the issuance of bonus shares to the Company’s employees;
- Making detailed plans for the issuance;
- Specifying criteria, list of employees, and the number of shares distributed to each employee;
- Choosing an appropriate time to implement the issuance plan

2. **Compiling addition listing registration and addition depository registration files:** approving necessary files, performing all the necessary procedures to list và register for additional depository the number of actual shares at the VSD and the HOSE;

3. **Implementing modification and addition to the Company Regulations concerning changing charter capital in accordance with the actual results of the above issuance.**

4. **Performing all the necessary procedures to modify the Business Registration of the Company concerning changes to charter capital in accordance with the results of the above issuance at an authoritative government agency;**

5. **Depending on the specific situation, the Board of Director may authorize the Chief Executive Officer to perform one or more of the above tasks.**

### ARTICLE 9. EMPLOYEE STOCK OPTION PLAN

*The AGM accepts and approves on the Employment Stock Option Plan as follows:*

#### I. APPROVING THE EMPLOYEE STOCK OPTION PLAN

<b>1. Purpose:</b>	To motivate employees to contribute to Company growth that associate with Shareholder’s benefit.
<b>2. Issuance Subjects:</b>	Employees of the Company The Board of Directors is authorized to produce and establish the list of employees and issuing method.
<b>3. Expected number of stock options issued:</b>	500,000 stock options, correspond to 500,000 ordinary shares of Digiworld Corporation (Ticker: DGW)
<b>4. Stock option price:</b>	VND 40,000
<b>5. Estimated time of implementation:</b>	Authorise the Board of Directors to decide appropriate time and date for implementation.

<p><b>6. Time of issuing shares to exercise rights:</b></p>	<p>After 01 year from the date of giving Stock option.</p>
---	--

**II. INCREASING CHARTER CAPITAL CORRESPONDING TO THE TOTAL PAR VALUE OF ISSUED SHARES**

By increasing charter capital corresponding to the total par value of issued shares in accordance to guidelines stated in Section I above.

**III. ADDITIONAL LISTING FOR THE ISSUED BONUS SHARE**

By additional depository registration at Vietnam Securities Depository (“VSD”) and additional listing registration at Ho Chi Minh Stock Exchange (“HOSE”) all of the actual issued shares in Employee Stock Option Plan, after producing result of share issuance report to the SSC.

**IV. AUTHORIZATION TO BOARD OF DIRECTORS**

**1. Implementing employee stock option plan:**

- Promulgating Regulation for the issuance of stock option to the Company's employees;
- Making detailed plans for the issuance;
- Specifying criteria, list of employees, and the number of stock option distributed to each employee;
- Choosing an appropriate time to implement the issuance plan

**2. Compiling addition listing registration and addition depository registration files:** approving necessary files, performing all the necessary procedures to list và register for additional depository the number of actual shares at the VSD and the HOSE;

**3. Implementing modification and addition to the Company Regulations concerning changing charter capital in accordance with the actual results of the above issuance.**

**4. Performing all the necessary procedures to modify the Business Registration of the Company concerning changes to charter capital in accordance with the results of the above issuance at an authoritative government agency;**

**5. Depending on the specific situation, the Board of Director may authorize the Chief Executive Officer to perform one or more of the above tasks.**

**ARTICLE 10. CHANGE OF GOVERNANCE STRUCTURE**

*The AGM accepts and approves on changing of governance structure according to the new model as below:*

**1. Approval on the new governance structure and operation management model**

The company is organized and operates under the model specified in Point b Clause 1 Article 134 of the Law on Enterprises, including the following boards:

- General Meeting of Shareholders
- Board of Directors and subcommittees under Board of Directors:
  - + Internal Audit Committee
  - + Bonus and Remuneration Sub-committee
- Board of Management

**2. The Board of Directors proposes to the General Meeting of Shareholders to consider and approve the dissolution of the Supervisory Board and dismissal of Supervisory Board**

members: Mr. Hoang Thong, Mrs. Phan Ngoc Bich Hang, Mr. Nguyen Tuan Thanh since the official time applied the new model.

3. Authorizing the Board of Directors to complete the procedures to establish the Internal Audit Committee, the Bonus and Remuneration sub-committee, appoint members of the subcommittees as well as review, amend the Company Charter, develop scheme for subcommittees to operate in accordance with the law. The Board of Directors proposes to the General Meeting of Shareholders for the consideration and approval.

#### **ARTICLE 11. AMENDING AND SUPPLEMENTING THE COMPANY'S CHARTER**

*The AGM accepts and approves on the amendment and supplement of the current Charter of the Company as attached proposal.*

#### **ARTICLE 12. APPROVAL ON THE RESIGNATION OF MEMBER OF THE BOARD OF DIRECTORS**

*The AGM accepts and approves on the resignation of member of the Board of Directors - Mr. Doan Anh Quan since the end of the Annual General Meeting of Shareholders on June 29, 2020.*

#### **ARTICLE 13. ADDITIONAL ELECTION OF AN INDEPENDENT MEMBER OF THE BOARD OF DIRECTORS**

*The AGM accepts and approves on the result of additional election of one (01) independent member of the Board of Directors for the term 2016-2020 for **Mr. NGUYEN DUY TUNG**.*

#### **ARTICLE 14. REMUNERATION OF BOARD OF DIRECTORS AND SUPERVISORY BOARD 2020**

*The AGM accepts and approves on the Remuneration of Board of Directors and Supervisory Board 2020 as below:*

**1. Remuneration of Supervisor Board in the first 6 months:**

- Number of members of Supervisory Board: 03 members
- Remuneration plan to the Supervisory Board: VND 5,000,000 / person / month

**2. Remuneration of Board of Directors:**

- Number of members of Board of Directors: 05 persons
- Remuneration plan to the Board of Directors: VND 10,000,000 / person / month

*(Note: Remuneration to the Board of Directors for 2020 specified above is only applied to members of the Board of Directors who are not salaried by Digiworld Corporation)*

#### **ARTICLE 15. IMPLEMENTATION OF DECISIONS**

The above decisions are approved by the Annual General Meeting and come to effect from the date of signing. General Shareholders Meeting agreed to authorize Board of Directors the responsibility for implementing the tasks set out in this Decision.

**FOR & ON BEHALF OF SHAREHOLDERS MEETING  
CHAIRMAN**



**DOAN HONG VIET**

**MEETING MINUTES OF THE 2020 ANNUAL GENERAL MEETING OF  
SHAREHOLDERS  
DIGIWORLD CORPORATION**

Today, on 29<sup>th</sup> June 2020 on the 1st Floor, New World Saigon Hotel, 76A Le Lai St., District 1, HCMC, the Annual General Meeting of Shareholders (“the AGM”) of Digiworld Corporation was held.

**A. THE ATTENDANTS AND LEGAL VALIDITY OF THE AGM:**

**1. The attendants:**

- The shareholders listed on shareholder book closing on May 28<sup>th</sup>, 2020 of Digiworld Corporation.
- The Board of Directors leads the AGM, includes:
  - ✓ Chairman of the AGM: Mr. Doan Hong Viet
  - ✓ Member: Mrs. Dang Kien Phuong
  - ✓ Member: Mrs. To Hong Trang
  - ✓ Member: Mr. Doan Anh Quan
- The Supervisory Board (“SB”)
  - ✓ Head of the Supervisory Board: Mr. Hoang Thong
  - ✓ Member: Mr. Nguyen Tuan Thanh
  - ✓ Member: Mrs. Phan Ngoc Bich Hang
- Independent Auditor: Mr. Le Vu Truong – Deputy General Director, Mr. Nguyen Hoang Hiep – Audit Manager from Ernst & Young Vietnam Ltd.

**2. The legal validity of the AGM:**

From the expected time of AGM opening at 13:50 to be present at 13:55, there was 71.97% of the total outstanding shares attending the AGM. The AGM 2020 was legally and lawfully convened and shall continue in according to the Law and the Charter of the Company.

**B. THE MEETING DETAILS**

**I. The AGM opening procedures: (At 14:00)**

Mr. Lu Tran Anh Dung – on behalf of the AGM organizer, proclaimed the reason to hold the meeting and introduced the attendants.

Mr. Hoang Thong – Head of the Supervisory Board announced the shareholders attendance as follows:

- ✓ Total shareholders of the Company: 2,106 persons who presented for 43,000,278 shares, which accounted for 100% of the Company’s total outstanding shares.





- ✓ Total shareholders attend the AGM at 13:55: 64 persons, who presented for 30,949,439 shares, which accounted for 71.97% of the Company's total outstanding shares, in which:
  - + Direct attendants: 28 persons
  - + Authorized persons: 36 persons

**Pursuant to sub-article 1 of Article 141 of the 2014 Enterprise Law and sub-article 1 of Article 18 of the Company's Charter, with the shareholder's attendance of 71.97%, the AGM is legally and lawfully convened and shall continue.**

Mr. Lu Tran Anh Dung – on behalf of the AGM organizer would like the AGM to approve the meeting's agenda and regulations.

**The AGM votes on the meeting's agenda and regulations: 100% agreed**

**II. Introduction the Chairman of the AGM, the Secretary**

1. Chairman: Mr. Doan Hong Viet – Chairman of BOD

Members:

- Mrs. Dang Kien Phuong – Member of BOD
- Mrs. To Hong Trang – Member of BOD
- Mr. Doan Anh Quan – Member of BOD

2. Secretary of the AGM:

- Mrs. Le Kha Tu – Head of the Secretariat
- Ms. Le Thi Yen Nhi – Member of the Secretariat

3. The chairman recommends the voting ballot Counting committee, includes:

- ✓ Mr. Nguyen Quoc – Head of the voting ballot Counting committee
- ✓ Ms. Le Thi Yen Nhi – Member of the voting ballot Counting committee
- ✓ Mr. Nguyen Bao Hung – Secretary of the voting ballot Counting committee

**The AGM votes on the Chairman of the AGM, the Secretary and the voting ballot Counting committee: 100% agreed**

**III. The Meeting:**

**ISSUE 1: PRESENTATION OF REPORTS OF THE BOARD OF DIRECTORS OF THE COMPANY'S OPERATION IN 2019.**

Mr. Doan Hong Viet presented the summary of the BOD's reports (*Kindly review the details of BOD's reports in the AGM documents*)

**ISSUE 2: PRESENTATION OF REPORTS OF THE SUPERVISORY BOARD IN 2019**

Mr. Hoang Thong – Head of the Supervisory Board presents the summary of the SB's reports. (*Kindly review the details of BOD's reports in the AGM documents*)

**ISSUE 3: PRESENTATION OF THE 2019 AUDITED FINANCIAL STATEMENTS**

Mr. Hoang Thong – Head of the Supervisory Board presented the 2019 Financial Statements of Digiworld Corporation which were audited by Ernst & Young Vietnam.

In which: (Unit: VND)

Total Revenue	8.603.202.748.708
---------------	-------------------

AN  
DIGI  
3.D

Net Revenue	8.488.068.610.115
Profit before tax	210.353.564.831
Profit after tax	163.179.468.229
<b>Earnings per share (VND/share)</b>	<b>3.961</b>
Current Assets	2.287.553.965.106
Non-current Assets	117.501.236.961
<b>Total Assets</b>	<b>2.405.055.202.067</b>
Liabilities	1.480.206.789.049
Owner's Equity	924.848.413.018
<b>Total Resources</b>	<b>2.405.055.202.067</b>

Mr. Lu Tran Anh Dung presented the proposals as the meeting's agenda which was approved by the AGM.

#### **ISSUE 4: BUSINESS PLAN FOR 2020**

Based on the current market situation, operation activities and financial status of the Company, the Board of Directors proposed to the General Meeting of Shareholders to consider and approve on the proposed consolidated business plan for 2020 as follows:

- Total revenue: VND 10,200 billion
- Profit after tax: VND 202 billion
- Annual General Meeting authorized the Board of Directors based on the 2020 business performance to develop the Profit distribution plan for 2020 for submitting at the latest Annual General Meeting.

#### **ISSUE 5: APPROPRIATION OF 2019 EARNINGS**

According to the business performance in 2019 and the Audited Financial Statements, the Board of Directors proposed to the General Meeting of Shareholders for discussing and approving the 2019 Profit distribution plan as follows:

	Unit	Value	Percentage (%)
✓ Cash Dividend: VND 1,000 per share	VND billion	43,0	10%

The General Meeting of Shareholders authorised the Board of Directors to implement the followings:

- To implement the related procedures regulated by Law and the Authorities.
- To fully report to the General Meeting of Shareholders.

#### **ISSUE 6: APPROVING LIST OF AUDIT FIRMS FOR FINANCIAL YEAR 2020**

The Board of Directors of Digiworld Corporation would like to propose to the General Meeting of Shareholders to approve on proposed list of Audit Firms and authorize the Board of Directors to select one company from the list for the financial year 2020, based on the shorted list approved

by the State Securities Commission to audit listed companies and securities company as follows:

No	Audit Firm	Address
1	Vietnam Ernst & Young Co. Ltd.	Add: Bitexco Financial Tower 28 <sup>th</sup> floor, No. 2 Hai Trieu Street, District 1, HCM City Tel: 028 38245252 Fax: 028 38245250
2	Vietnam KPMG Co. Ltd.	Add: 10 <sup>th</sup> floor, Sunwah Tower, No. 115 Nguyen Hue Street, District 1, HCM City. Tel: 028 38219266 Fax: 028 38219267
3	Vietnam Deloitte Co. Ltd.	Add: 18 <sup>th</sup> floor, Times Square Building, No. 57,69F Dong Khoi Street, Ben Nghe Ward, District 1, HCM City. Tel: 028 39100751 Fax: 028 39100750
4	Vietnam Price Waterhouse Coopers Co. Ltd.	Add: 8 <sup>th</sup> floor, Saigon Tower, No. 29 Le Duan Street, District 1, HCM City. Tel: 028 38230796

#### **ISSUE 7: ADDING NEW BUSINESS**

With the experience of brand and product development through the strength of 5 market expansion services and sales management experience, technology distribution channel that company is applying successfully; and with the goal of expanding the scope of operation, market and increasing profit. The Board of Directors would like to present to the Annual General Meeting of Shareholders for approval on these following contents:

1. Adding new business:

Name	Code
<b>Market Research &amp; Public Opinion Polling:</b> Study of market potential, acceptance and familiarisation of consumers with products and consumer buying behaviour for the needs of increasing sales and developing new products, including statistical analysis of research results. Surveys of public opinion on political, social and economic topics, including statistical analysis of research results.	7320

2. Authorizing the Board of Directors to complete the business registration procedure and carry out related tasks to conduct business in accordance with law.

#### **ISSUE 8: EMPLOYMENT STOCK OWNERSHIP PLAN (ESOP 2020)**

The Board of Directors would like to propose the General Meeting of Shareholders to discuss and approve on the Employment Stock Ownership Plan as follows:

##### **I. APPROVING EMPLOYMENT STOCK OWNERSHIP PLAN (ESOP 2020)**

1. Name of share	Share of Digiworld Corporation
2. Type of share	Ordinary share

<b>3. Face value</b>	VND 10,000/share
<b>4. Issuance Method</b>	Issuing bonus share for employees according to the list prepared by the Board of Directors.
<b>5. Issuance Subjects</b>	Employees of the Company  The Board of Directors is authorized to produce and establish the list of employees and issuing method.
<b>6. Current Charter Capital</b>	VND 431,517,470,000
<b>7. Number of outstanding shares</b>	43,000,278 shares
<b>8. Expected number of shares issued</b>	1,200,000 shares
<b>9. Total value of ESOP at par value</b>	VND 12,000,000,000
<b>10. Sales Value</b>	VND 10,000/ share
<b>11. Transfer restriction</b>	01 year locked-up for 50% of the total issued shares  In case the employee finishes the labor contract for any reason during the transfer restriction period, the Company will buy back that number of shares at the issuing price to as treasury shares.
<b>12. Inheritance Right</b>	Employees listed to receive bonus shares have the right to make a will to manage their properties, leaving their properties to the lawful heir.  In the case that a will is not written, the inheritance will be governed by the Law on Inheritance.
<b>13. Estimated time of implementation</b>	Authorise the Board of Directors to decide appropriate time and date for implementation.

## **II. INCREASING CHARTER CAPITAL CORRESPONDING TO THE TOTAL PAR VALUE OF ISSUED SHARES**

By increasing charter capital corresponding to the total par value of issued shares in accordance to guidelines stated in Section I above.

## **III. ADDITIONAL LISTING FOR THE ISSUED BONUS SHARE**

By additional depository registration at Vietnam Securities Depository ("VSD") and additional listing registration at Ho Chi Minh Stock Exchange ("HOSE") all of the actual issued shares in ESOP 2020, after producing result of share issuance report to the SSC.

## **IV. AUTHORIZATION TO BOARD OF DIRECTORS**

1. **Implementing bonus employment share ownership plan**
  - Promulgating Regulation for the issuance of bonus shares to the Company's employees;
  - Making detailed plans for the issuance;
  - Specifying criteria, list of employees, and the number of shares distributed to each employee;
  - Choosing an appropriate time to implement the issuance plan
2. **Compiling addition listing registration and addition depository registration files:** approving necessary files, performing all the necessary procedures to list và register for additional depository the number of actual shares at the VSD and the HOSE;
3. **Implementing modification and addition to the Company Regulations concerning changing charter capital in accordance with the actual results of the above issuance.**
4. **Performing all the necessary procedures to modify the Business Registration of the Company concerning changes to charter capital in accordance with the results of the above issuance at an authoritative government agency;**
5. **Depending on the specific situation, the Board of Director may authorize the Chief Executive Officer to perform one or more of the above tasks.**

**ISSUE 9: EMPLOYEE STOCK OPTION PLAN**

The Board of Directors would like to propose the General Meeting of Shareholders to discuss and approve on the Employment Stock Option Plan as follows:

**I. APPROVING THE EMPLOYEE STOCK OPTION PLAN**

<b>1. Purpose:</b>	To motivate employees to contribute to Company growth that associate with Shareholder's benefit.
<b>2. Issuance Subjects:</b>	Employees of the Company The Board of Directors is authorized to produce and establish the list of employees and issuing method.
<b>3. Expected number of stock options issued:</b>	500,000 stock options, correspond to 500,000 ordinary shares of Digiworld Corporation (Ticker: DGW)
<b>4. Stock option price:</b>	VND 40,000
<b>5. Estimated time of implementation:</b>	Authorise the Board of Directors to decide appropriate time and date for implementation.
<b>6. Time of issuing shares to exercise rights:</b>	After 01 year from the date of giving Stock option.

**II. INCREASING CHARTER CAPITAL CORRESPONDING TO THE TOTAL PAR VALUE OF ISSUED SHARES**

By increasing charter capital corresponding to the total par value of issued shares in accordance to guidelines stated in Section I above.

### III. ADDITIONAL LISTING FOR THE ISSUED BONUS SHARE

By additional depository registration at Vietnam Securities Depository ("VSD") and additional listing registration at Ho Chi Minh Stock Exchange ("HOSE") all of the actual issued shares in Employee Stock Option Plan, after producing result of share issuance report to the SSC.

### IV. AUTHORIZATION TO BOARD OF DIRECTORS

#### 1. Implementing employee stock option plan:

- Promulgating Regulation for the issuance of stock option to the Company's employees;
- Making detailed plans for the issuance;
- Specifying criteria, list of employees, and the number of stock option distributed to each employee;
- Choosing an appropriate time to implement the issuance plan

#### 2. Compiling addition listing registration and addition depository registration files: approving necessary files, performing all the necessary procedures to list và register for additional depository the number of actual shares at the VSD and the HOSE;

#### 3. Implementing modification and addition to the Company Regulations concerning changing charter capital in accordance with the actual results of the above issuance.

#### 4. Performing all the necessary procedures to modify the Business Registration of the Company concerning changes to charter capital in accordance with the results of the above issuance at an authoritative government agency;

#### 5. Depending on the specific situation, the Board of Director may authorize the Chief Executive Officer to perform one or more of the above tasks.

### ISSUE 10. CHANGE OF GOVERNANCE STRUCTURE

The Board of Directors would like to propose to the General Meeting of Shareholders for the consideration and approval of changing of governance structure according to the new model as below:

#### 1. Proposal to apply new governance structure and operation management model

1.1 The current model: The company is organized and operated under the model specified in Point a Clause 1 Article 134 of the Law on Enterprises, including the following boards:

- General Meeting of Shareholders
- Board of Directors
  - + Investment and Development Committee
- Supervisory Board
- Board of Management

1.2 Proposed new model: The company is organized and operates under the model specified in Point b Clause 1 Article 134 of the Law on Enterprises, including the following boards:

- General Meeting of Shareholders
- Board of Directors and subcommittees under Board of Directors:
  - + Internal Audit Committee
  - + Bonus and Remuneration Sub-committee
- Board of Management

1.3 The Board of Directors propose the application of new model on the basis of:

The Law on Enterprises No. 68/2014 / QH13, effective from July 01, 2015, recognized a new enterprise management model that facilitate corporations to easily manage and oversee. The new model aims to replace the Supervisory Board with the election and maintenance of independent members of the Board of Directors in charge of internal audit activities under the Board of Directors. This is a model of governance in accordance with international practices and is recommended for many businesses, especially listed companies or large corporations that are moving toward international governance standards. Practically in Vietnam, leading enterprises have also changed to new operating model that specified at Point b, Clause 1, Article 134 of the Law on Enterprises. It proves the effectiveness as well as the correctness in applying new organizational and operational management model.

The Board of Directors proposes to the General Meeting of Shareholders to consider and approve the application of new organizational and operational management model specified at Point b, Clause 1, Article 134 of the Law on Enterprises.

2. The Board of Directors proposes to the General Meeting of Shareholders to consider and approve the dissolution of the Supervisory Board and dismissal of Supervisory Board members: Mr. Hoang Thong, Mrs. Phan Ngoc Bich Hang, Mr. Nguyen Tuan Thanh since the official time applied the new model.
3. Authorizing the Board of Directors to complete the procedures to establish the Internal Audit Committee, the Bonus and Remuneration sub-committee, appoint members of the subcommittees as well as review, amend the Company Charter, develop scheme for subcommittees to operate in accordance with the law. The Board of Directors proposes to the General Meeting of Shareholders for the consideration and approval.

#### **ISSUE 11: AMENDING AND SUPPLEMENTING THE COMPANY'S CHARTER**

Pursuant to the current law and practical requirements on corporate governance of Digiworld Corporation ("the Company"), the Board of Directors presents the General Meeting of Shareholders approved the amendments, supplement the Company's Charter as attached proposal.

#### **ISSUE 12: APPROVAL ON THE RESIGNATION OF MEMBER OF THE BOARD OF DIRECTORS**

On April 29, 2020, the Board of Directors received a resignation letter from Mr. Doan Anh Quan due to personal reason.

Pursuant to Point b, Clause 6, Article 24 of the Company's Charter, the Board of Directors would like to propose to the General Meeting of Shareholders for the approval of the resignation of member of the BOD – Mr. Doan Anh Quan since the end of the Annual General Meeting of Shareholders on June 29, 2020.

#### **ISSUE 13: ADDITIONAL ELECTION OF AN INDEPENDENT MEMBER OF THE BOARD OF DIRECTORS**

Based on the resignation letter of Mr. Doan Anh Quan on April 29, 2020 and pursuant to Clause 8 Article 24 of the Company's Charter, the Board of Directors would like to propose to the General Meeting of Shareholders for the approval of the additional election of one (01) independent member of the Board of Directors to ensure the number of the Board of Directors members for the term 2016-2020 is five (05) members and ensure that at least 1/3 of the total members of the Board of Directors are independent members.

The Board of Directors would like to propose to the General Meeting of Shareholders to elect one additional independent member of the Board of Directors from the list of 01 candidate, Mr. Nguyen Duy Tung (nominated by Created Future Co., Ltd.).

The candidate profile is attached in the AGM documents.

#### **ISSUE 14. REMUNERATION OF BOARD OF DIRECTORS AND SUPERVISORY BOARD 2020**

Pursuant to the Company's business plan and to exercise remuneration policy for Board of Directors and Supervisory Board in order to motivate and encourage Corporate Governance efforts in yearly activities, the Board of Directors would like to propose to the General Meeting of Shareholders the following matters:

##### **I. Report on Remuneration of Board of Directors and Supervisory Board in 2019:**

Total payment: VND 420,000,000

- Members of BOD: VND 240,000,000
- Members of SB: VND 180,000,000

##### **II. Remuneration of Board of Directors and Supervisory Board in 2020:**

###### **1. Remuneration of Supervisor Board in the first 6 months:**

- Number of members of Supervisory Board: 03 members
- Remuneration plan to the Supervisory Board for the first 6 months of 2020: VND 5,000,000 / person / month

###### **2. Remuneration of Board of Directors**

- Number of members of Board of Directors: 05 persons
- Remuneration plan to the Board of Directors for 2020: VND 10,000,000 / person / month  
*(Note: Remuneration to the Board of Directors for 2020 specified above is only applied to members of the Board of Directors who are not salaried by Digiworld Corporation)*

##### **IV. DISCUSSION (At 14:30)**

Mr. Lu Tran Anh Dung – on behalf of the AGM organizer informs the AGM to start the discussion section. Below are some key contents discussed:

###### ***Question 1. Did DGW's import operations meet any difficulties during the Covid-19 outbreak? Was there any risk to the Company's cash flow and inventories?***

The import was not affected thanks to DGW has planned for each quarter, each year with the suppliers, so they can prepare enough raw materials and production plans.

Recently, DGW's cash flow has been improved even more because the Company has worked closely with suppliers and got their support. With receivables, DGW has a strategy to promote supporting sales agents, leading to better cash flow. The company also manages inventories well thanks to the advantages of applying ERP. DGW has also gotten preferential interest rates from banks in recent years.

###### ***Question 2. Competitive advantage of DGW compared to other companies in the same industry?***

DGW is almost the only company in this industry that can provide a full range of services from market research to marketing, import, distribution, and after-sales service such as warranty. It helps Digiworld to have better profit margins than other companies in the same industry.



**Question 3. What is the current market share of Xiaomi? What will be the trend of Xiaomi smartphone in the future? Xiaomi's distribution plan of household products?**

Xiaomi's market share is currently at 9-10%, on par with the end of 2019. Currently the trend of using smartphones is moving from low-cost to the high-end segment.

Xiaomi is being in the process of expanding product portfolio. Besides mobile phones, DGW is also planning to work with the Xiaommi to distribute TVs and other products in Vietnam.

**Question 4. How does DGW push consumers to buy the genuine Apple? Is the company planning to open Apple Store in Vietnam?**

Genuine products are more expensive than hand-carried because of tax. When DGW cooperates with Apple, with our advantages, we hope to make the selling price of genuine iPhone "affordable".

At the moment, we don't have any plan to open an Apple Store in Vietnam, but in the future nothing is impossible.

**V. VOTING (At 15:20)**

Mr. Hoang Thong announced the shareholders' attendance prior to the voting is 69 persons, presenting for 30,968,742 shares, accounting for 72.02% of the total voting rights.

The shareholders will vote on 14 issues including reports and proposals. The voting has been done by secret ballot.

The AGM has a break-time while awaiting the voting election results.

**VI. THE VOTING RESULTS**

Mr. Nguyen Quoc announced the voting results as follows:

**1. Result of vote counting:**

Total number of granted votes: 69 representing 30,968,742 shares, equivalent to 100% of total voting shares.

Total number of invalid votes: 9 representing 141,369 shares, equivalent to 0.46% of total voting shares.

ISSUES	Approval		Disapproval		Blank votes		Invalid votes	
	Shares	%	Shares	%	Shares	%	Shares	%
Report of the Board of Directors on company's activities in 2019	30,827,103 shares	99.54%	0 shares	0.00%	0 shares	0.00%	141,639 shares	0.46%
Report of the Supervisory Board 2019	30,827,103 shares	99.54%	0 shares	0.00%	0 shares	0.00%	141,639 shares	0.46%
Audited Financial Statements 2019	30,826,703 shares	99.54%	0 shares	0.00%	400 shares	0.00%	141,639 shares	0.46%
Business plan for 2020	30,827,093 shares	99.54%	10 shares	0.00%	0 shares	0.00%	141,639 shares	0.46%
Appropriation of 2019 earnings	30,807,023 shares	99.48%	10 shares	0.00%	20,070 shares	0.06%	141,639 shares	0.46%

Approving list of audit firms for financial year 2020	30,826,703 shares	99.54%	0 shares	0.00%	400 shares	0.00%	141,639 shares	0.46%
Adding new business	30,826,703 shares	99.54%	0 shares	0.00%	400 shares	0.00%	141,639 shares	0.46%
Employment stock ownership plan for 2020 (ESOP 2020)	29,440,603 shares	95.07%	1,366,430 shares	4.41%	20,070 shares	0.06%	141,639 shares	0.46%
Employee Stock Option Plan	28,884,863 shares	93.27%	1,383,560 shares	4.47%	196,200 shares	0.63%	504,119 shares	1.63%
Change of governance structure	30,809,573 shares	99.49%	17,130 shares	0.06%	400 shares	0.00%	141,639 shares	0.46%
Amending and supplementing the company charter	29,552,183 shares	95.43%	0 shares	0.00%	1,274,920 shares	4.12%	141,639 shares	0.46%
Approval on the resignation of member of the Board of Directors	30,826,703 shares	99.54%	0 shares	0.00%	400 shares	0.00%	141,639 shares	0.46%
Additional election of one (01) independent member of the Board of Directors	28,169,033 shares	90.96%	0 shares	0.00%	2,658,070 shares	8.58%	141,639 shares	0.46%
Remuneration of Board of Directors and Supervisory Board 2020	30,826,293 shares	99.54%	10 shares	0.00%	800 shares	0.00%	141,639 shares	0.46%

## 2. Results of counting votes for election an independent member of the BOD:

No	Full name	Total votes	Ratio
1	Nguyen Duy Tung	28,103,712	90.75%

## C. ISSUES APPROVED BY THE AGM:

According to the Clause 2 and Clause 3 of Article 20 of the Company's Charter, the following issues are approved by the AGM:

### 1. Voting result:

No	Approved issues	% approved
1	Report of the Board of Directors on company's activities in 2019	99.54%
2	Report of the Supervisory Board 2019	99.54%
3	Audited Financial Statements 2019	99.54%
4	Business plan for 2020	99.54%
5	Appropriation of 2019 earnings	99.48%

6	Approving list of audit firms for financial year 2020	99.54%
7	Adding new business	99.54%
8	Employment stock ownership plan for 2020 (ESOP 2020)	95.07%
9	Employee Stock Option Plan	93.27%
10	Change of governance structure	99.49%
11	Amending and supplementing the company charter	95.43%
12	Approval on the resignation of member of the Board of Directors	99.54%
13	Additional election of one (01) independent member of the Board of Directors	90.96%
14	Remuneration of Board of Directors and Supervisory Board 2020	99.54%

**2. Additional election of one (01) independent member of the Board of Directors result**

New independent member of the Board of Directors: Mr. Nguyen Duy Tung

**D. THE APPROVAL ON THE AGM'S RESOLUTION (At 16:30)**

Ms. Le Kha Tu – Secretary of the AGM presents the Resolution to the AGM and the Resolution is approved by 100% of the shareholders at the AGM.

The AGM ends at 16:50 on the same day.

**SECRETARY OF THE AGM**

**LE KHA TU**

**CHAIRMAN**



**DOAN HONG VIET**

