

REPORT
ON THE BUSINESS OPERATION RESULTS IN 2024
DIRECTIONS AND TASKS FOR 2025

I- Business Operation in 2024:

1- General Situation:

In 2024, the global situation continued to be complex and unpredictable, with many risk factors and challenges. Military conflicts between countries around the world escalated, and strategic competition between major powers became increasingly intense. Along with this, natural disasters and extreme weather conditions severely affected the lives of populations and the socio-economic development in many countries, including Vietnam.

However, with the solidarity of the workforce and the leadership team, and under the astute direction of the Board of Directors, the company overcame difficulties and strived to achieve and exceed the targets set by the 2024 General Shareholders' Meeting.

a - Difficulties:

- The global economy continued to face challenges as geopolitical tensions escalated, including the Russia-Ukraine war and tensions in the Middle East.

- The super typhoon Yagi in September caused significant damage to infrastructure, goods, raw materials, and affected the production and consumption processes of the company.

- The fluctuation of the USD exchange rate and the shortage of containers due to the war led to high shipping costs, impacting the company's import and export activities.

- Intense price competition with domestic competitors as well as goods from China significantly affected the company's business performance.

b - Advantages:

- Stable traditional customers and continued growth created favorable conditions for welding material products.

- The prices of key raw materials such as steel, rultin, and feromanan remained relatively stable, ensuring consistent material reserves for production.

- Product quality has increasingly been given attention and improved, and the production process has become more stringent and professional.



- There is unity and cooperation between the company leadership and workers in management and operations.

Results Achieved in 2024:

a - Some Key Targets:

No.	Target Name	Unit	2024 Plan	2024 Actual	% of	
					Plan	Compare d to 2023
1	Physical output					
	- Welding rods (manufactured)	Tons	7.540	7.437	99%	107%
	- Welding wires (manufactured)	“ “	4.700	4.562	97%	122%
	- Various types of paints	“ “	100	227	227%	148%
2	Consumption output					
	- Welding rods	Tons	7.540	7.438	98.6%	108%
	- Welding wires	“ “	4.700	5.798	123%	133%
	- Various types of paints	“ “	100	227	227%	146%
3	Sales revenue	Million	355.000	358.808	101%	113.7%
4	Profit before tax	Million	15.000	17.018	113%	57.4%
5	Labor income	1,000 VND per person/month		13.740		110%

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b. Investment:

In 2024, the company will continue to invest in upgrading machinery and equipment to support workers, as well as upgrading and repairing the factory system, with a total cost of 3.9 billion VND.

II. Objectives for 2025:

1- Situation assessment:

- As we enter 2025, the global economic and political situation remains unstable. Wars and conflicts between countries in Europe continue, the slowdown in growth of major economies such as China, trade wars, protectionism, and tariffs between countries are unpredictable.

- Domestically, the government continues to resolve obstacles for the economy, especially public investment and real estate. However, the economy is still facing many difficulties, with supply exceeding demand and competition becoming increasingly fierce.

Based on the market developments and the challenges ahead, the leadership and employees of the company are determined to build on the achievements of 2024, maintain and expand the market, unite in organizing production and business activities, ensure productivity, quality, and efficiency, and meet the set production and business targets for 2025.

2. Production and business targets for 2025:

- **Physical output:** 14,240 tons

In which:

+ **Welding rods:** 8,000 tons

+ **Welding wires:** 6,000 tons

+ **Various types of paints:** 240 tons

- **Sales revenue:** 370 billion VND

- **Profit before tax:** \geq 16 billion VND

- **Labor income:** Equal to or higher than the previous year, provided the targets and labor productivity are achieved.

2- Measures to achieve the 2025 objectives:

Maintain the targets achieved in 2024 and strive to accomplish the following objectives:

- **Production efforts:** Closely control and monitor production processes to ensure compliance with ISO quality management requirements. Continuously improve and enhance the quality and labor productivity of welding rods, welding wires, and paints.

- **Sales efforts:** Continue to expand market share through agents and direct sales channels. Build a friendly brand identity and corporate culture. Maintain accounts receivable at a level equivalent to one month's revenue.

- **Promote and implement effective initiatives:** Establish, issue, and effectively execute competitions and campaigns, such as: technical science, ideas, and improvements in production, increasing labor productivity, and achieving material and raw material savings.

- **Foster unity and cooperation:** Strengthen the traditional solidarity and unity between company leadership and workers in management, operations, and the execution of assigned tasks.

COMPANY DIRECTOR



Nguyen Huy Tien

REPORT
ON THE ACTIVITIES OF THE BOARD OF DIRECTORS IN 2024
AND THE OBJECTIVES AND TASKS FOR 2025

In 2024, the Board of Directors (BOD) of the company has fully carried out its functions and tasks, ensuring the sustainable development direction for the company, as well as managing the financial activities and supervising the operations of the Executive Board. Below are some highlights of the BOD's activities in 2024:

I. Overview of the Situation:

2024 was the third year of implementing the production and business plan for the 2022-2027 term. The BOD consists of 5 members, most of whom have specialized training and practical work experience. Among them, 3 members are part of the executive board: the Chairman, the General Director, and one department head.

a. Challenges:

In 2024, the production and business of welding materials faced many difficulties due to the impact of geopolitical tensions and prolonged international conflicts, which led to higher transportation costs and affected the supply capacity, export potential, and trade flow between countries. The global economy faced significant challenges.

The domestic market became increasingly competitive, with price competition between the company's products and those of domestic producers, significantly impacting the company's business performance. Particularly, in September, Typhoon Yagi hit the northern region, causing damage to factories, goods, and the company's raw materials.

b. Advantages:

The prices of key raw materials remained stable throughout the year.

The shipbuilding industry maintained growth, which facilitated the consumption of the company's products.

The company has a long tradition and 58 years of experience. Viet Duc's products are well-known with a strong reputation in the market. The company has a skilled and experienced team of staff, technicians, and workers. The quality of the company's products has been continuously improved.

The BOD has a high level of unity and determination to implement the resolutions of the General Shareholders' Meeting.

BOD members participate in the Executive Board, ensuring that resolutions are quickly and timely implemented. Any difficulties or obstacles arising were promptly discussed and resolved, leading to the achievement of the business plan. The company continues to build on its tradition and the experience gained over 58 years, maintaining the brand reputation of Viet Duc electric welding rods in the market.

II. Implementation Results

a. Activities of the BOD

The activities of the BOD in 2024 fully complied with the regulations of the Business Law, the company's Charter, the resolutions of the General Shareholders' Meeting, and other legal provisions for production and business activities.

The BOD members carried out their functions, rights, and responsibilities to perform the work of the BOD in general and of each BOD member in particular.

In 2024, the BOD held 5 meetings and issued 5 resolutions. Detailed information on the activities of the BOD in 2024 is provided in the 2024 corporate governance report published on the company's website and in the report sent to the State Securities Commission and the Hanoi Stock Exchange.

The BOD maintained regular quarterly meetings and held extraordinary meetings to review the implementation of the quarterly plan and establish the next quarter's plan.

Along with the company's leadership team, the BOD held regular meetings at the beginning and middle of each month to give timely directions, propose policies to support the company's production and business activities, and resolve proposals from the Executive Board. The BOD also closely monitored the raw material market to make decisions about product pricing.

b. Results of production and business activities in 2024:

- Revenue: 358,808 billion VND = 101% of the annual plan = 113,7% compared to the same period last year.
- Profit: 17,018 billion VND = 113% of the annual plan = 57.4% compared to the same period last year.
- Employee income: 13.740.000 VND/month = 106% compared to the same period last year.
- Dividend payout (forecasted): 20%.
- Completion of Phase 1 of the Fire Prevention and Fighting (PCCC) system installation at the Hai Duong welding wire factory and the PCCC system in Thuong Tin.
- Repairs, upgrades, and maintenance of equipment and machinery to meet product demands for sales.

The company's production and business results were transparent and disclosed according to regulations. Key production and business indicators were achieved. In 2024, dividends were paid in cash to shareholders at a rate of 20%.

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c. Operations of the Executive Board:

The Executive Board carried out its rights and responsibilities in accordance with the law, the company's Charter, internal management regulations, and resolutions of the General Shareholders' Meeting and BOD.

The Executive Board was united in leadership, closely following market developments, overcoming difficulties, and achieving positive results, with profits meeting the targets set by the General Shareholders' Meeting. The company's operations were tightly controlled and complied with all legal provisions.

The BOD conducted supervision over the Executive Board through meetings chaired by the BOD, participated in regular monthly meetings, and reviewed reports from the Executive Board. Decisions made by the Executive Board were analyzed and consulted by the BOD to develop optimal solutions for the company's benefit. As a result, the BOD always had an up-to-date understanding of the company's operations and was promptly informed of practical requirements.

Through monitoring the Executive Board's activities, the BOD evaluated the Executive Board's strengths and weaknesses as follows:

- Timely proposals and recommendations to the BOD helped the business stay on track, comply with the law, and achieve the set goals.
- Clear recognition of the importance of human resources, with investment in human development to meet current needs and prepare for the future.
- Focus on developing corporate culture, building connections, and fostering a unique identity for the company.
- Full compliance with obligations to employees, tax obligations, and responsibilities to the community.

The BOD acknowledges the efforts and determination of the Executive Board in implementing timely solutions to stabilize and maintain the company's operations in 2024, contributing to stable production results, job security, and income for employees, ensuring long-term commitment to the company.

III. Objectives and Tasks of the BOD for 2025:

In 2025, the company is expected to face many challenges, with raw material prices rising and intense competition in the domestic market. Therefore, production and business activities will encounter significant difficulties. Based on the achievements of 2024, the BOD and the Executive Board will strive to meet the following targets for 2025:

- Total welding rod output: 8,000 tons
- Total welding wire output: 6,000 tons
- Total paint output: 250 tons
- Welding electrodes: 180 tons
- Revenue: \geq 370 billion VND
- Profit: \geq 16 billion VND
- Dividend payout: 20% in cash and 20% in stock dividends
- Employee income: higher than in 2024

To achieve the set targets, the BOD will focus on the following tasks:

- Continue to improve corporate governance, review and issue new regulations to replace outdated ones, ensuring transparency and efficiency in implementation and operation.
- Complete Phase 2 of the fire prevention and fighting system at the Hai Duong welding wire factory.
- Upgrade, renovate, and optimize equipment and machinery. Maximize the use of factory space for production and business.
- Foster a healthy, united work environment and encourage innovation among management, technical staff, and workers. Improve the skills and professional qualifications of the company's management team, technicians, and workers.
- Address proposals and provide support to the Executive Board on emerging issues. Facilitate the Executive Board's independence in management according to the company's Charter and regulations.

This is a summary of the BOD's activities in 2024 and the direction for 2025. We look forward to receiving feedback from shareholders to help the BOD operate even better in 2025.

Sincerely thank you.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN



Ngo Duy Dong



Thuong Tin, March 20, 2025

REPORT OF THE SUPERVISORY BOARD

VIET DUC ELECTRIC WELDING JOINT STOCK COMPANY PRESENTED TO THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

- Pursuant to the Enterprise Law No. 59/2020/QH14;
- Pursuant to Circular 116/2020/TT-BTC dated December 31, 2020, guiding certain provisions on corporate governance applicable to public companies under Decree 155/2020/ND-CP dated December 31, 2020, of the Government, detailing the implementation of several provisions of the Securities Law;
- Pursuant to the rights, obligations, and responsibilities of the Supervisory Board as stipulated in the Operating Regulations of the Supervisory Board of Viet Duc Electric Welding Joint Stock Company, issued on April 28, 2024;
- Pursuant to the 2024 financial report of Viet Duc Electric Welding Joint Stock Company, audited by AASC Auditing Firm Co., Ltd.

The Supervisory Board respectfully presents to the 2025 Annual General Meeting of Shareholders the results of the financial year 2024 audit, with the following key contents:

I. Activities of the Supervisory Board in 2024

1. The Supervisory Board has coordinated with the Board of Directors (BOD) and the Executive Board to closely monitor all developments in the implementation of the production and business plan as well as investment activities in 2024 of the BOD and the Executive Board. It has reviewed the legality and reasonableness of the business activities in 2024 according to the resolutions of the 2024 Annual General Meeting of Shareholders.
2. The Supervisory Board has examined the issuance of resolutions and decisions by the BOD and the Executive Board and has supervised their implementation.
3. The Supervisory Board has checked the legality, reasonableness, truthfulness, and due diligence in the organization of accounting, statistics work, and the preparation of financial reports. It has reviewed the 6-month report and the 2024 financial report of the Company, which were audited by AASC Auditing Firm Co., Ltd.
4. The Supervisory Board has provided feedback to the BOD to ensure that the Company operates in accordance with the Enterprise Law, the Securities Law, the Company's Charter, and the resolutions of the 2024 Annual General Meeting of Shareholders. It has closely monitored investments, economic and technical standards, labor norms, and efforts to reduce waste in production and sales processes, contributing to reducing the cost of products.

5. The Supervisory Board has participated in overseeing all company activities within its responsibilities to ensure the company's and shareholders' interests.

In 2024, the Supervisory Board held 3 meetings, including evaluating accounting and financial activities, business performance, governance, and management of the Company in the first half of the year and for the entire year of 2024.

II. Results of the Supervisory Board's Inspection and Supervision Activities

1. Results of the Inspection and Supervision of the Company's Financial and Accounting Situation

- The Supervisory Board confirms that the financial figures presented in the report by the Board of Directors (BOD) to the General Meeting of Shareholders accurately and reasonably reflect the current financial situation of the Company as of December 31. Regarding the Company's financial and accounting activities in 2024, the financial statements were prepared based on the selection of appropriate accounting policies, consistently applied, and reasonable evaluations and estimates were made, complying with the law and regulations of Vietnamese accounting standards and accounting regime.

- The Company's financial indicators fundamentally show efficiency and soundness in business operations, ensuring profitability and the creation of funds as per regulations.

- Regarding the provision for receivables, specifically difficult-to-collect debts, most of the value is attributed to two bad debts from two state-owned enterprises dating back several years: Viet Duc International Container Joint Stock Company (CAS) and Song Chan Shipbuilding Joint Stock Company (accounting for 68% of the total difficult-to-collect receivables, and before 2018). These companies are currently in the process of legal proceedings and bankruptcy procedures. The Company has taken legal measures such as working with authorities and filing lawsuits to recover the maximum amount of debt. Additionally, for other difficult-to-collect debts, the Executive Board is reviewing each customer in detail to recover as much debt as possible for the Company.

- The key financial data as of December 31, 2024, is as follows:

Unit: Billion VND

Financial Indicator	As of December 31, 2024	Compared to December 31, 2023
I. Total Assets	168.5	102.6%
1. Current Assets	136.8	105.7%
2. Non-current Assets	31.7	90.8%
II. Total Liabilities	168.5	102.6%
1. Liabilities Payable	53.9	107.8%
2. Equity Capital	114.6	100.4%

III. Basic Earnings per Share (EPS)	2,440 VND/share	56.9%
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With the above data, the Supervisory Board comments as follows:

- The total assets and total equity of the Company as of December 31, 2024, amount to VND 168.5 billion, an increase of 2.6 percentage points (equivalent to an increase of VND 4 billion) compared to the same period in 2023. This is the same level of growth as in 2023 compared to 2022, despite the many difficulties faced in production and business in 2024.

- Other indicators such as short-term debt and equity capital are nearly the same as in 2023. Specifically, long-term assets are only 90.8% of the 2023 level, a decrease of 9.2 percentage points, mainly due to the increase in depreciation (accumulated amortization has risen).

- Basic earnings per share (EPS) only reached VND 2,440/share, a decrease of 43.1% compared to 2023, mainly due to the increase in input prices for some key materials that account for a large proportion (such as steel for welding wire, which increased by VND 1,423/kg in 2024 compared to 2023; Rutile increased by VND 5,351/kg, etc.), while sales prices remained unchanged, or in some cases, even decreased (the average price of welding wire in 2024 decreased by VND 1,690/kg compared to 2023; the price of welding rods in 2024 decreased by VND 1,171/kg compared to 2023). Additionally, electricity and transportation costs have increased significantly, especially international transportation, which has risen sharply, contributing to increased reasonable costs, leading to a sharp decline in profits.

- The basic indicators regarding accounts receivable, borrowing, liquidity, asset utilization efficiency, provision for bad debts, and equity capital are all correct and in accordance with the requirements of the relevant laws and decrees. The bad debts have not decreased compared to the same period last year.

- The revenue and profit results from the Company's production and business activities in 2024 exceeded the planned targets. However, profits decreased sharply compared to the same period last year, as reported by the Board of Directors and the Executive Board.

2. Results of the Inspection and Supervision of the Board of Directors (BOD) and Executive Board

- The BOD and Executive Board have operated all company activities according to their functions, duties, and powers as defined in the Company's Charter, in compliance with the Enterprise Law and Securities Law. The Supervisory Board (BKS) has not identified any errors or abnormalities so far. However, the company still lacks a set of operating regulations for the BOD, as pointed out by the State Securities Commission (SSC). To date, the company has developed this regulation and will present it for approval at the 2025 Annual General Meeting of Shareholders.

- The information in the report on the production and business situation, as well as the report from the Board of Directors for 2024, is accurate and truthful.
- Regarding production control, the BKS notes that material consumption in 2024 has improved compared to 2023. The company has adhered closely to the set standards and saved approximately VND 1.6 billion. However, the company should also implement additional scientific solutions for controlling the quantity of incoming raw materials.
- **Quality Control of Finished Products:** For J-type welding rods and welding wires, the quality has improved according to market demands. The failure rate of welding wires has decreased, reaching only 72% of the rate from the same period last year.
- During the 2024 Annual General Meeting of Shareholders, the Supervisory Board made several recommendations to the BOD and Executive Board. As of the end of the year, based on the reports, we have observed the following:
 - o **Recommendation:** Increase charter capital by 20% from retained earnings. The company is in the process of completing the necessary procedures.
 - o **Recommendation:** The Executive Board should develop a sales plan for traditional products in the context of high competition. This recommendation was actively followed up by the Executive Board from the beginning of the year. In terms of quantity, traditional welding rods have seen growth compared to the same period last year, but the set target has only been achieved at 95.7%. However, the sales of welding wires have reached 123% of the plan, as the market trend has shifted from rods to wires.
 - o **Recommendation:** The company should soon develop solutions to effectively utilize the production lines for flux-cored welding wires and the company's unused or underutilized real estate. At the beginning of the year, a plan for equipment and facility layout was put forward. As of now, the flux-cored welding wire production line has a more effective utilization plan. Both production sites are being reorganized, with the factory floor being used more efficiently, and the unused areas are being rented out for warehouse space.

3. Results of Investment Supervision

- In 2025, the company completed investments to upgrade and improve equipment and production facilities for flux-cored welding wire, submerged arc welding wire, and the layering of welding wire in Thường Tín, ensuring better efficiency and more stable product quality.
- The company has invested in and put into operation a continuous drawing and cutting production line for welding rods, which has contributed to improving both quality and productivity.

III. Conclusion and Recommendations

The Company's activities in the past year have fully complied with the Enterprise Law, the current Charter of the Company, and related regulations. The company has adhered to the resolutions of the General Meeting of Shareholders and the Board of Directors, along with the diligent management of the Leadership Team, which has led to a pre-tax profit of VND 17 billion, achieving 113.3% of the planned target. The company's information disclosure activities also comply with the relevant regulations for listed companies as per Circular 96/2020/TT-BTC.

For the fiscal year 2025, the Supervisory Board recommends the Board of Directors and Executive Board as follows:

1. Continue to implement the requirements of the State Securities Commission and the Stock Exchange to issue dividend shares for 2022 at 20% from retained earnings from previous years, in accordance with the resolution of the 2023 General Meeting of Shareholders.
2. From a financial and accounting perspective, the Executive Board should consider effectively managing the receivables and inventory turnover ratios to improve capital efficiency based on the receivables turnover and inventory turnover ratios.
3. Continue to implement the planning of the factory layout for both production sites, further improving the use of the land and factory space currently owned by the company.
4. The company should invest in replacing and adding equipment for testing and production, ensuring higher productivity, quality, and efficiency to meet the goal of international-level production and quality management.

This is the full report of the Supervisory Board's activities for 2024, respectfully submitted to the General Meeting of Shareholders for review and approval.

ON BEHALF OF THE SUPERVISORY BOARD

Head of the Board



Le Manh Hung

Thuong tin, March 28, 2025

REPORT FOR THE ANNUAL SHAREHOLDER MEETING 2025
The Profit Distribution Plan for 2024 and the Dividend Plan for 2025

I. Profit Distribution Plan and Dividend Distribution for 2024:

1- Total undistributed profit:	64.231.087.148VND
1.1. Undistributed profit from previous period:	50.748.826.644VND
1.2. Undistributed profit for the year 2024:	13.482.260.504 VND
2- Profit Distribution:	11.599.432.000 VND
2.1. Dividend distribution for 2024: 20% (Interim payment made)	11.049.432.000 VND
2.2 Bonus for the Executive Board:	150.000.000 VND
2.3. Allocation to the welfare and reward fund:	350.000.000 VND
3- Remaining profit:	52.631.655.148 VND
- Of which 20% will be used for issuing shares to pay dividends:	11.049.432.000 VND

II- Expected Dividend Payment for 2025: 20%.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN



Ngo Duy Dong



**VIETDUC ELECTRIC WELDING
JOINT STOCK COMPANY**

SUPERVISORY BOARD

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

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Thuong Tin, April 1st, 2025

REPORT

Regarding the Selection of Independent Auditing Firm for 2025

To: The Shareholders' General Meeting of Viet Duc Electric Welding Joint Stock Company.

Pursuant to the Enterprise Law No. 59/2020/QH14;

Pursuant to the Securities Law No. 54/2019/QH14;

Pursuant to Decree 155/2020/ND-CP dated December 31, 2020, detailing the implementation of several provisions of the Securities Law;

Pursuant to Circular 116/2020/TT-BTC dated December 31, 2020, of the Ministry of Finance, guiding certain provisions on corporate governance applicable to public companies;

Pursuant to the current Charter of Viet Duc Electric Welding Joint Stock Company;

The Supervisory Board respectfully submits to the Shareholders' General Meeting for approval the selection of an independent auditing firm to perform the 2025 financial statement audit and review the company's periodic financial statements as follows:

1. Criteria for selecting an independent auditing firm:

- The auditing firm must be an independent entity approved by the State Securities Commission to audit public companies and listed organizations.
- The firm must be one of the leading auditing companies, reputable for audit quality, with a team of honest auditors who uphold professional ethics, possess high qualifications, and extensive experience to ensure they can meet the quality, scope, and timeline requirements for auditing the company's financial statements.
- The auditing firm must offer reasonable audit fees that align with the content, scope, and timeline of the audit.

2. Selection of an Independent Auditing Firm:

The Supervisory Board proposes selecting the independent auditing firm to perform the audit of the 2025 financial statements and review the company's periodic financial statements as follows:

- **AASC Auditing Company Limited.**

The Supervisory Board respectfully submits for approval by the Shareholders' General Meeting the selection of the auditing firm based on the above criteria.

Respectfully.

Recipients:

- As attached;
- Board of Directors; Supervisory Board; Executive Board;
- Filed: Supervisory Board; Office.

**ON BEHALF OF THE SUPERVISORY BOARD
HEAD OF THE BOARD**


Le Manh Hung

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No. 63 /TT-HDQT

Hanoi, March 28, 2025

PROPOSAL

Regarding the issuance of shares to pay dividends for the year 2024

To: The Annual General Meeting of Shareholders 2025

Viet Duc Electric Welding Joint Stock Company.

In order to supplement capital for the production and business plan, as well as investment for the year 2025 and the following years, the Board of Directors of Viet Duc Electric Welding Joint Stock Company respectfully submits to the General Meeting of Shareholders the plan for the "Issuance of shares to pay dividends for the year 2024" of Viet Duc Electric Welding Joint Stock Company, with a dividend ratio in shares of 20% of the charter capital (from retained after-tax profits). The details of the capital increase plan through the issuance of shares to pay dividends are attached.

The Board of Directors respectfully requests the General Meeting of Shareholders to review and approve.

Best regards.

ON BEHALF OF THE BOARD OF DIRECTORS

Chairman



Ngo Duy Dong

**PLAN FOR CAPITAL INCREASE THROUGH ISSUANCE OF
SHARES TO PAY DIVIDENDS FOR THE YEAR 2024
OF VIET DUC ELECTRIC WELDING JOINT STOCK COMPANY**

1. Legal Basis

- Based on the Enterprise Law No. 59/2020/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam at its 9th session on June 17, 2020;
- Based on the Securities Law No. 54/2019/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam at its 8th session on November 26, 2019;
- Based on Decree No. 155/2020/ND-CP issued by the Government on December 31, 2020, detailing some provisions of the Securities Law;
- Based on the Charter of Organization and Operations of Viet Duc Electric Welding Joint Stock Company;
- Based on the audited financial statements of Viet Duc Electric Welding Joint Stock Company for the year 2024.

2. Business Performance for 2024

No.	Indicator	Unit	Value
I	Business performance		
1	Revenue	Billion VND	355
2	Profit before tax	Billion VND	17
3	Profit after tax	Billion VND	13.5
4	Earnings per share (EPS)	VND	2,440
II	Financial indicators		
1	Owner's equity	Billion VND	114.64
2	Share capital	Billion VND	55.247
3	Development investment fund	Billion VND	5.524
4	Undistributed profit	Billion VND	53.181
5	Profit margin/Owner's equity	%	11.8%
6	Profit margin/Charter capital	%	24.4%
7	Total liabilities/Charter capital	Times	0.98
8	Total liabilities/Owner's equity	Times	0.47

3- Plan for Issuance of Shares to Pay Dividends for the Year 2024

3.1. Legal Conditions

The issuance of shares to pay dividends to existing shareholders is regulated under Article 60 of Decree 155 as follows:

- There must be a plan for the issuance of shares to pay dividends approved by the General Meeting of Shareholders.
- There must be undistributed after-tax profits based on the most recent audited financial statements that are sufficient to pay dividends.

The 2024 financial statements have been audited by AASC Audit Company in accordance with legal regulations. Therefore, from a legal perspective, after the approval of the General Meeting of Shareholders, Viet Duc Electric Welding Joint Stock Company meets the conditions to implement the plan.

3.2. Details of the Share Issuance Plan to Pay Dividends

- Name of the issuing organization: Viet Duc Electric Welding Joint Stock Company
- Name of shares: Shares of Viet Duc Electric Welding Joint Stock Company
- Stock code: QHD
- Charter capital before issuance: VND 55,247,160,000
- Number of shares in circulation before issuance: 5,524,716 shares
- Type of shares to be issued: Common shares
- Par value of shares: VND 10,000/share
- Form of issuance: Issuance of shares to pay dividends for the year 2024
- Targeted issuances: Existing shareholders of Viet Duc Electric Welding Joint Stock Company whose names appear in the shareholder list finalized by the Vietnam Securities Depository Center (VSDC) on the last registration date for receiving dividends in shares.
- Ratio of issuance: 5:1 (meaning for every 5 rights, shareholders will receive 1 new share).
- Expected number of shares to be issued: A maximum of 1,104,943 shares (One million one hundred four thousand nine hundred forty-three shares).
- Issuance ratio / Number of shares in circulation: 20%.
- Value of shares to be issued: VND 11,049,430,000 (Eleven billion forty-nine million four hundred thirty thousand VND).
- Expected issuance period: In 2025.
- Handling of fractional shares (if any): Fractional shares resulting from the calculation will be rounded down to the nearest whole share, and any remaining fractional shares will be canceled.

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Example 1: Shareholder A currently holds 1,107 shares. The number of shares to be issued as dividends in shares will be determined as follows: $1,107 \times 1/5 = 221.4$ shares. Therefore, shareholder A will receive a total of 221 shares, and the remaining 0.4 share will be canceled.

Example 2: Shareholder B currently holds 1,109 shares. The number of shares to be issued as dividends in shares will be determined as follows: $1,109 \times 1/5 = 221.8$ shares. Therefore, shareholder B will receive a total of 221 shares, and the remaining 0.8 share will be canceled.

- Expected charter capital after issuance: VND 66,296,590,000 (Sixty-six billion two hundred ninety-six million five hundred ninety thousand VND).
- Source of funding: Undistributed after-tax profits as per the audited 2024 financial statements.

No.	Content	Unit	Value
1	Source of capital increase from retained earnings	VND	53,181,655,148
2	Amount of capital increase	VND	11,049,430,000
3	Capital increase rate	%	20%

- Transfer restrictions: Common shares are not restricted for transfer.

3.3. Purpose of the Share Issuance

The issuance aims to supplement capital for the production and business plan, as well as investments for 2025 and the following years.

3.4. Benefits of the Share Issuance Plan to Increase Share Capital from Own Capital

- This plan will help the Company supplement capital for its production and business activities, as well as investments for 2025 and beyond, ensuring and enhancing the Company's scale and financial capacity.
- This plan does not have a significant impact on the Company's cash flow compared to a cash dividend distribution plan. On the other hand, it supports the Company by reducing the need for loans from financial institutions, thereby lowering financial costs.

4- Authorization for the Board of Directors

In order to implement the plan, the Board of Directors respectfully requests the General Meeting of Shareholders to consider and approve the authorization for the Board of Directors to perform the following actions:

- Decide on the timing and procedures for the issuance of dividends in shares according to legal regulations and the Company's charter.

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- Actively develop, amend, and clarify the application for issuance to submit to the State Securities Commission and proactively adjust the issuance plan and other related documents as required by the State Securities Commission and competent authorities.
- After completing the entire issuance process, authorize the Board of Directors to amend and supplement the Company's Charter and change the business registration related to the change in charter capital after the issuance.
- Register and deposit the newly issued shares at the Vietnam Securities Depository Center and register additional trading of the new shares on the Hanoi Stock Exchange.
- Authorize the Board of Directors to perform other related procedures (if any) in accordance with the Company's Charter and current laws.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval!

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN



Ngô Duy Dong



**VIET DUC WELDING
ELECTRODE JOINT STOCK
COMPANY**

No.: 158/TT-HĐQT

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness
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Thuong Tin, April 1st, 2025

REPORT

Regarding the Approval of the Board of Directors' Operating Regulations.

To: The Shareholders' General Meeting of Viet Duc Electric Welding Joint Stock Company.

Pursuant to the Enterprise Law No. 59/2020/QH14;

Pursuant to the Securities Law No. 54/2019/QH14;

Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of certain provisions of the Securities Law;

Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Ministry of Finance, guiding certain provisions on corporate governance applicable to public companies;

Pursuant to the current Charter of Viet Duc Electric Welding Joint Stock Company;

The previous operating regulations of the Board of Directors were built based on the Enterprise Law No. 68/2014/QH13 and its guiding documents.

Based on the new legal regulations: the Enterprise Law No. 59/2020/QH14 dated June 17, 2020, the Securities Law No. 54/2019/QH14 dated November 26, 2019, and the guiding documents, the Board of Directors of the Company has drafted the new Operating Regulations for the Board of Directors based on the sample regulations issued under Circular No. 116/2020/TT-BTC dated December 31, 2020. The full text of the Draft Operating Regulations for the Board of Directors has been published on the Company's website: www.qhd.com.vn.

The Board of Directors respectfully submits to the Shareholders' General Meeting for review, feedback, and approval of the full text of the Operating Regulations for the Board of Directors of the Company. The Operating Regulations for the Board of Directors of Viet Duc Electric Welding Joint Stock Company will take effect from the date of approval by the Shareholders' General Meeting.

The Shareholders' General Meeting authorizes the Board of Directors to: Review, revise, and finalize the content for the implementation and issuance of the Operating Regulations for the Board of Directors in accordance with the content approved by the General Meeting and in compliance with legal regulations.



We respectfully submit this for the General Meeting's consideration and approval.

Thank you!

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN



Ngo Duy Dong



**MINUTES OF BALLOT COUNTING
AT THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

On April 23, 2025, the 2025 Annual General Meeting of Shareholders of Vietnam-Germany Welding Electrode Joint Stock Company was held.

At the company's headquarters: Que Han Street, Quan Ganh Ward, Nhi Khe Commune, Thuong Tin District, Hanoi.

The list of the Ballot Counting Committee approved by the General Meeting of Shareholders includes:

- | | |
|-----------------------------|---------------------|
| 1. Mr. Do Duc Le | – Head of Committee |
| 2. Mr. Nguyen Huu Luan | – Member |
| 3. Mr. Nguyen Huy Hoang | – Member |
| 4. Ms. Ngo Thi Huong | – Member |
| 5. Ms. Le Thi Thanh Nhan | – Member |
| 6. Ms. Ngo Thi Tui | – Member |
| 7. Ms. Pham Thi Minh Phuong | – Member |

The vote counting was conducted for the resolutions at the 2025 Annual General Meeting of Shareholders as follows:

- Total number of shareholders convened: 319 shareholders
- Total number of shares convened: 5,524,716 shares

At the time prior to the voting:

- Number of shareholders present: 80, representing 4,957,929 shares = 89.7% of the total shares convened

1. Vote counting for the resolution on the 2024 profit distribution plan and the 2025 dividend plan is as follows:

- Total number of voting shares at the Meeting: 4,957,929 shares
- Total number of ballots issued: 80
- Total number of ballots collected: 80

RESULTS:

- Total valid ballots: 79 ballots = 4,845,167 shares = 98% of voting shares

- Total invalid ballots: 01 ballot = 112,762 shares = 2.27% of voting shares
- + Total shares voting in favor: 79 ballots = 4,845,167 shares = 98%
- + Total shares voting against: 0 ballots = 0%
- + Total shares abstaining: 0 ballots = 0%

Conclusion: The 2024 profit distribution plan and the 2025 dividend plan were unanimously approved by the 2025 Annual General Meeting of Shareholders.

2. Ballot counting for the resolution on the issuance of shares for the 2024 dividend payment:

- Total number of voting shares at the Meeting: 4,957,929 shares
- Total number of ballots issued: 80 ballots
- Total number of ballots collected: 80 ballots

RESULTS:

- Total valid ballots: 75 ballots = 4,519,505 shares = 91% of voting shares
- Total invalid ballots: 05 ballots = 438,424 shares = 8.9% of voting shares
- + Total shares voting in favor: 75 ballots = 4,519,505 shares = 91%
- + Total shares voting against: 0 ballots = 0%
- + Total shares abstaining from voting: 0 ballots = 0%

Conclusion: The resolution on the issuance of shares for the 2024 dividend payment was unanimously approved by the 2025 Annual General Meeting of Shareholders.

3. Ballot counting for the resolution on the Charter of Operations of the Board of Directors:

- Total number of voting shares at the Meeting: 4,957,929 shares
- Total number of ballots issued: 80 ballots
- Total number of ballots collected: 80 ballots

RESULTS:

- Total valid ballots: 80 ballots = 4,957,929 shares = 100% of voting shares
- Total invalid ballots: 0 ballots = 0 shares = 0% of voting shares
- + Total shares voting in favor: 80 ballots = 4,957,929 shares = 100%
- + Total shares voting against: 0 ballots = 0%
- + Total shares abstaining from voting: 0 ballots = 0%

Conclusion: The Charter of Operations of the Board of Directors was unanimously approved by the 2025 Annual General Meeting of Shareholders.

The minutes were recorded at 11:00 AM on April 23, 2025.

CHAIRMAN OF THE MEETING
Chairman of the Board of Directors



Ngo Duy Dong

**ON BEHALF OF THE BALLOT
COUNTING COMMITTEE**
Head of the Committee

A blue ink signature of Do Duc Le.

Do Duc Le

