



DIGIWORLD CORPORATION

Document:
**2024 ANNUAL GENERAL MEETING OF
SHAREHOLDERS**
Ho Chi Minh City, April 25, 2024



DIGIWORLD

**2024 ANNUAL GENERAL MEETING OF SHAREHOLDERS PROGRAM
DIGIWORLD CORPORATION**

No.	Time	Specific content
1	13h00 - 14h00	Registration for the Annual General Meeting
2	14h00 - 14h05	Report examining the validity of the Congress
3	14h05 - 14h10	Statement of reasons, introduction of Delegates
4	14h10 - 14h15	Through the Presidium, the Secretariat, the Vote Counting Committee and the program of the Congress, the Working Regulations at the Congress
5	14h15 - 14h35	Submit to the Annual General Meeting for approval: <ul style="list-style-type: none">- Report of the Board of Directors (BOD)- Report of the Audit Committee (AC)- 2023 Audited Financial Statements- 2024 Business Plan- Appropriation of 2023 dividend plan- 2024 Employee Stock Ownership Plan- List of auditors for financial year 2024- Reduction of charter capital due to ESOP repurchase of resigned employees- Moving the company's headquarters- Amendment and supplement to the company's charter- Remuneration of the Board of Directors and the Audit Committee
7	14h35 - 15h40	Discuss the contents of the proposal
8	15h40 - 15h50	Vote on all contents in the proposal
9	15h50 - 15h55	The vote counting committee announces the voting results
10	15h55 - 16h15	Closing of the Congress <ul style="list-style-type: none">- Adoption of the Resolution of the 2024 Annual General Meeting of Shareholders- Closing Statement of the Congress

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**REPORT OF THE BOARD OF DIRECTORS
AT ANNUAL GENERAL MEETING OF SHAREHOLDERS 2024**

The Board of Directors:

- Mr. Doan Hong Viet – Chairman
- Ms. Dang Kien Phuong – Member cum General Director
- Ms. To Hong Trang – Member cum Deputy General Director
- Mr. Nguyen Duy Tung – Independent Member
- Mr. Tran Bao Minh – Independent Member

Pursuant to the Charter of Company and relevant laws, the Board of Directors of the Company is pleased to report to the annual general meeting regarding corporate governance results the Board of Directors in 2023 and the direction for 2024 as follows:

I. Evaluation of the Board of Directors on the Company's operation**1. Evaluation of business results**

Total revenue in 2023 reached VND 18,817 billion, declined 15% year on year, equivalent to 94% of the plan. Profit after tax reached 354 billion dong, decreased 48% compared to 2022, completing 89% of the year plan.

2023 was a tough year for Vietnam's economy in general and Digiworld in particular, when the economy was gloomy and unemployment rates increased, leading to a sharp decrease in consumer demand. Faced with this situation, we took advantage of our strength and experience to lead the company to become a rare enterprise with high profits in the industry.

- Revenue of the laptops and tablets business contributed 31% of the company's total revenue, reaching VND 5,906 billion, decreased 16% compared to 2022 and completing 107% of the year plan. The reason was that the trend of working and studying at home has decreased significantly compared to the period 2020-2022, along with 2023 being a year of weak economic, leading consumers were limited in replacing equipment. However, Digiworld still remain the largest distributor in the Vietnamese market.
- The mobile phone business has contributed the largest revenue to Digiworld in recent years. In 2023, this segment had revenue of VND 8,067 billion, down 25% compared to 2022, completing 92% of the year plan. As every year, the fourth quarter was expected to be the peak quarter for this segment with the launch of Iphone 15, however, similar to laptops, consumers were also tightening their spending, leading to lower consumption than expected.
- In 2023, the Office Equipment segment grew by 4%, reaching VND 3,441 billion and completing 90% of the year plan. The main customers of this segment are businesses and organizations, so the gloomy economy caused not only individual consumers but businesses to limit device spending and replacement. The revenue of this segment was contributed by Achison company when DGW completed the acquisition of 75% shares. Achison is a company specializing in distributing labor protection equipment.

- Home appliances contributed VND 728 billion in revenue, achieving growth of 31% year on year and completing 80% of the year plan. In 2023, Digiworld cooperated with the new brand Westinghouse to provide kitchen appliances. In addition, Whirlpool products and Xiaomi TVs were increasingly known and trusted by consumers.
- Consumer goods contributed VND 676 billion in revenue, achieving growth of 70% yoy and completing 66% of the year plan. This growth came from the revenue contribution of fast-moving consumer products, pharmaceuticals, and beverages from ABINBEV and Lotte Chilsung.

2. Results of implementation of planned strategy

a) With the orientation of diversifying the industry, in 2023, Digiworld successfully acquired 2 companies and expanded its business model. Details are as follows:

- Achison (2Q23): in 2Q23, Digiworld completed the acquisition of 75% of Achison Joint Stock Company – a leading enterprise in Vietnam in the field of occupational safety and industry. Achison is an enterprise with more than 19 years of experience operating in the field of industrial equipment and labor protection and owns a network of partners, distributed throughout the provinces from North to South. This merger marked a new turning point in the field of distribution activities and officially enters a new category – industrial equipment and labor protection. With its distribution expertise, Digiworld hopes this cooperation will help both have a good grasp of the market, strategic vision, and smooth distribution of goods, thereby achieving impressive results in the industrial equipment and labor protection industry.
- Vietmoney (4Q23): In October 2023, DGW increased its ownership to 72.8% of Vietmoney company. Vietmoney is a non-bank financial service system operating in many fields: pawn lending services, small business credit, buying and selling used goods, insurance distribution, payment services, financial consulting... The acquisition of Vietmoney pawnshop chain can help the Company provide solutions to promote customers' shopping demand. Furthermore, merging Vietmoney into the ecosystem is also part of the new strategy of researching the possibility of trading used smartphone and laptop products (secondhand).

b) With the orientation of diversifying suppliers/products, Digiworld also cooperated with many new brands in current industries:

- Mobile phones had ZTE in the low-cost segment, along with TCL phones that will catch the trend of switching from 2G and 3G to 4G phones.
- Office Equipment:
 - Kieslect: smart watches
 - Belkin: included headsets and charging cables in the mid and high-end segments
 - Poly: specializes in providing equipment for online meetings such as headphones, speakers, conference phones, and video solutions
 - Asus handheld game console
 - Lexar: Data storage devices, memory cards
- Home Appliances: DGW began distributing products of Westinghouse, a long-standing brand in the US, including kitchen appliances such as ovens, blenders, coffee machines, ...

- Consumer Goods: DGW cooperated with Lotte Chilsung to distribute Bread Barbershop juice and Milkis milk soda, this brand contributed revenue since 2Q23. In addition, DGW has signed a cooperation agreement with the Japanese brand Mitsuei, which is a 50-year-old brand and holds the 2nd market share in Japan. DGW will begin distribution in early 2024 with products: antibacterial hand sanitizer, antibacterial shower gel for the family, and cleaning products used in the kitchen.

3. Operations of the Board of Directors

In 2023, the Board of Directors had 20 meetings which approved relating to the Company's business activities and supervised the Board of Directors in following the resolution of the Board of Directors and the General Meeting of Shareholders.

No	Date	Content
1	13/01/2023	Approval on the adjustment of 2022 Employee Stock Ownership Plan
2	08/02/2023	Approval on raising Charter capital of Digiworld Venture Company Limited
3	14/02/2023	Approval on 2023 Business plan
4	17/02/2023	UOB Bank_Year 2023 – Regarding granting a credit limit of VND 450 billion (of which the loan limit is VND 200 billion)
5	03/03/2023	Approval on the record date to organize the AGM of shareholders 2023
6	23/03/2023	Approval on the plan of repurchase the ESOP shares of resigned employees to keep as treasury shares
7	26/05/2023	Approval on the increase of credit limit at Vietcombank
8	12/06/2023	Approval on electing Audit firm for the financial year 2023
9	13/06/2023	Approval on raising Charter capital of Digiworld Venture Company Limited
10	03/07/2023	Approval on the increase of credit limit at Vietcombank 2023
11	17/08/2023	Approval on raising Charter capital of Digiworld Venture Company Limited
12	31/08/2023	Approval on the signing and implementation of transactions and contracts between Digiworld Corporation and related persons
13	02/10/2023	Approval on dividend payment for 2022
14	02/10/2023	Approval on changing of Hanoi branch location
15	05/10/2023	Approval on raising Charter capital of Digiworld Venture Company Limited
16	05/10/2023	Approval on borrowing capital, guarantees, opening letters of credit, discount and ensuring credit granting at Viet Nam Joint Stock Commercial Bank for Industry and Trade – Branch1, HCMC
17	17/10/2023	Approval on raising Charter capital

18	17/10/2023	Approval on the contents related to borrowing capital at VIB
19	13/11/2023	Approval on Regulations on information disclosure
20	13/11/2023	Approval on the plan of repurchase the ESOP shares of resigned employees to keep as treasury shares

- **Dividend payment**

In 2023, DGW paid 2022 cash dividends to shareholders at the rate of 10% (1,000 VND/share) on October 25, 2023.

Total dividend payment: 164,657,857,400 VND (PIT deducted)

- **Issuing additional shares**

ESOP: In October 2023, DGW completed the issuance of 4,000,000 shares under Employee Stock Ownership Plan (ESOP) for devoted workers, based on the Resolution of the 2022 Annual General Meeting of Shareholders. These shares were restricted from transfer within 1 year, the official trading date was January 22, 2024.

- **Treasury stock trading**

In April 2023, the Company completed the repurchase of 2,500 ESOP shares of resigned employees as treasury shares. These treasury shares were canceled based on the Resolution of the 2023 General Meeting of Shareholders.

In November 2023, the Company completed the repurchase of 16,700 ESOP shares of resigned employees as treasury shares. These treasury shares will be canceled after the 2024 General Meeting of Shareholders approves.

4. Operations of independent BOD members

4.1. Operations of independent BOD members

- Digiworld has 02 independent Board members: Mr. Tran Bao Minh and Mr. Nguyen Duy Tung. In 2023, both members participated in 100% of direct BOD meetings, giving important comments and solutions to the company's development strategy.
- Beside participating in meetings, in 2023, they had separate meetings to review the compliance with the Law and governance regulations of the Company, supervise the performance of the General Director, objectively and carefully consider and evaluate issues in the Company to ensure the transparency and the legitimate interests of shareholders.

4.2. Results of independent members' assessment of the operation of the Board of Directors

- The BOD complied with regulations on corporate governance, convened periodic and extraordinary meetings to promptly direct and issue decisions in accordance with the actual situation.
- The Board of Directors properly performed its role and responsibilities in directing, supporting, and supervising the Board of Directors in implementing the plans, guidelines and strategic orientations approved by the AGM and the Board of Directors.
- Members of the Board of Directors completed their tasks well, actively, and positively performed their responsibilities and obligations.

- In 2023, the Board of Directors ensured compliance with the provisions of law and charter, overcame challenges and difficulties of the market, fulfills 85% of the plan set out by the AGM, and harmonized the interests of the Company and shareholders.
- The activities under the responsibility and competence of the BOD on governance, risk management, compliance, strategic supervision audit, human resources and compensation have been strictly enforced.
- The opinions of the Board of Directors proposing to improve efficiency and evaluation comments have been recorded and will be implemented in 2024.

5. Operations of the sub-committees of the Board of Directors

5.1 Investment and Development

- Advising the BOD to create market development strategies, setting long-term strategies for each category in accordance with the Company's development orientation and strategy.
- Approach and study trends to give directions to improve operational efficiency and choose the appropriate plan to deploy in 2024.

5.2 Compensation

- Proposing and supporting the activities of the BOD in the development and implementation of policies on salary, bonus, and other benefits in 2023.
- The Subcommittee meets quarterly to evaluate the model and structure of salaries, bonuses, and other benefits of each member of the Board of Directors, the executive apparatus and make proposals regarding necessary changes to be submitted to the AGM in the next general meeting.

6. Environmental and social responsibility

The BOD understands that business development must be in tandem with social responsibility. For Digiworld, responsible business activities mean not only selecting business industries that are not harmful to country and people, but also taking cautious actions with partners, customers, shareholders, and employees. In addition, the implementation of volunteer activities right from the first days of establishment and maintained periodically every year.

Environment:

- The BOD ensures that the company always complies with environmental regulations.
- 0 is the number of Digiworld environmental law violations in 2023.
- 0 is the number of environmental fines in 2023.
- Regularly propose policies and measures to minimize environmental impacts such as encouraging employees to limit the use of paper cups and plastic bottles; reuse and economical use of stationery; organizing activities for the environment....

Society:

- In 2023, Digiworld sponsored 200 programmer scholarships for disadvantaged young people, with a total value of more than VND 10 billion through the "Digiworld Green Nurturing" scholarship fund.
- Focus on labor regimes and policies to ensure the health, safety, and welfare of workers.

- Organize internal training courses for all levels of employees in the Company.
- Every year, Digiworld organizes charity programs such as renovating schools for poor children, donating scholarships, books, donating old clothes, organizing fun for children, raising funds for afforestation, donating masks to hospitals....
- Digiworld always fulfills its tax obligations in full and on time.

II. Evaluation of the Board of Directors on the operation of the Board of General Directors

In 2023, the BOD issued 20 resolutions related to business and investment plans based on resolutions of the General Meeting of Shareholders. Accordingly, the BOD authorized the CEO to run business activities based on resolutions.

Through the process of monitoring and controlling the Company's operations in 2023, the BOD found:

- In general, the Board of General Directors implemented the resolutions of the General Meeting of Shareholders and the BOD in accordance with the assigned spirit.
- In 2023, the economic situation had many fluctuations accompanied by inflation, greatly affecting the economy of the whole world and Vietnam is no exception. However, thanks to the path orientation and multidisciplinary development policy of the management, turning challenges into opportunities, 2023 revenue results reached VND 18,817 billion and profit reached VND 354 billion, decreased by 15% and 48% respectively compared to 2022. The BOD recognized the efforts to manage and operate the Company in accordance with the direction set for many years.
- In 2023, DGW has completed the acquisition of 75% of Achison Company, successfully encroaching on the distribution of safety products and industrial equipment. This continuous expansion of new and horizontal categories will bring annual growth to DGW. DGW also increased ownership to 72.8% of Vietmoney Company, this is a non-financial company operating in many countries. Field: payment services, buying and selling used goods, financial consulting, lending services.
- Digiworld's policy is always to ensure transparency, disclosure of information in accordance with regulations, and accuracy and on time.
- The BOD highly appreciated the progress made in restructuring the Company's human resource apparatus, replanning the standard process according to streamlined, accurate and effective criteria. As a result, significantly improve labor efficiency within the organization.
- In 2023, Digiworld proud to receive the following awards:
 - Top 10 Best Corporate Governance 2023 in midcap group jointly organized by Ho Chi Minh Stock Exchange (HOSE), Hanoi Stock Exchange (HNX) and Dau Tu Magazine.
 - Top 100 Sustainable Development Enterprises in Vietnam 2023 - The 8th consecutive time Digiworld has been honored
 - Digiworld has been honored Enterprises with progressive Boards of Directors
 - Top 40 Enterprises with impressive CSR activities - The 3rd consecutive time Digiworld has been honored
 - Digiworld was honored as an excellent long-term partner of Xiaomi.
 - Digiworld received 2 IR Awards in the MID CAP group:

- + Top 3 Listed Enterprises with IR activities most appreciated by Financial Institutions
- + Top 3 listed Enterprises with IR activities most beloved by investors
- Top 50 most effective business companies in Vietnam - The second time in a row Digiworld has been honored - voted by Nhip Cau Dau Tu Magazine
- Top 50 Best Listed Companies in Vietnam 2023 - This is the second time Digiworld has been honored on this list - voted by Forbes
- Top 100 most valuable brands in Vietnam - organized by Brand Finance and Mibrand Vietnam.
- Top 50 CSA (Top 50 typical sustainable development enterprises in Vietnam 2023)
- Digiworld won the sustainable transportation category
- Digiworld was honored by HP for its 18-year journey of companionship and development
- Top 50 best listed companies in Vietnam - DGW's 2nd time appearing on the list
- Top 50 prestigious and effective Public Companies in 2023 for the 3rd consecutive time with rank 24/50.
- Digiworld received double awards:
 - + Top 500 fastest growing enterprises in Vietnam
 - + Top 50 best growth enterprises
- Top 500 fastest growing enterprises in Vietnam with rank 47/500 - Digiworld's 10th time on the list.

The BOD highly appreciated the efforts of the Board of General Directors in implementing the business plan with revenue reaching 94% and profit reaching 89% of the yearly plan in a difficult and unfavorable economic situation. With the strength of a comprehensive, flexible, multi-disciplinary market development service provider, along with determination, experience and enthusiastic leadership, the Board of Directors believes that the Board of Directors will soon achieve the desired results in 2024.

III. Plans and orientations of the Board of Directors

1. About business operations

- Digiworld has built a 2024 business plan with growth compared to the 2023 plan, ensuring the company develops in the right direction and becomes a "Billion Dollar Company". Specifically:

No.	Indicators	2024 Plan (billion)	Growth compared to 2023
1	Revenue	23,000	+22%
2	Profit after tax	490	+38%

- Digiworld continues to maintain strong relationships with existing partners and seeks new potential partners.
- Complete multidisciplinary distribution channels, facilities as well as teams to develop new categories, improve market share, revenue, and profit.
- Improve organizational structure, improve efficiency to achieve the highest work efficiency.

2. Corporate Governance

- Continue to improve corporate governance in accordance with the Vietnam Listed Corporate Governance Code (CG Code) and the ASEAN Corporate Governance Evaluation Criteria, while enhancing the role of governance and risk control in financial management, accounting, auditing, risk management.
- Continue to improve transparency in the Company's operations, enhance the role of independent Board of Directors.
- In the next terms, the Board of Directors will plan to build and establish more sub-committees to better supervise and manage the company:
 - Risk Management Subcommittee: develop internal control process, risk management system for the company.
 - Human Resources Subcommittee: develop a system and process for reassessing the independence of independent Board members in accordance with the strategic direction of the company as well as reviewing, evaluating, and recommending the Board of Directors to approve personnel changes.
- Develop a policy to denounce illegal and ethically inappropriate acts, along with a policy to protect employees and individuals from retaliation for reporting such acts.

3. Sustainability

- Choose an effective business industry that is in line with the company's long-term development orientation. Continue to improve competitiveness for sustainable growth, at the same time, contribute positively to the development of the country.
- Maximize shareholder benefits, maintain interaction with shareholders, transparency of information.
- Actively accompany social programs, join hands to protect the environment, preserve resources.
- Focus on improving the level of staff, creating conditions for learning, improving expertise and skills for personal development. Improve compensation and benefits policies for employees.

IV. Remuneration of the Board of Directors

Detailed list of remuneration in 2023:

No	Name	Title	Remuneration	Notes
1	Doan Hong Viet	Chairman	178,033,000	Concurrent
2	Dang Kien Phuong	BOD member cum General Director	174,809,000	Concurrent
3	To Hong Trang	BOD member cum Deputy General Director of Organizational Development	174,809,000	Concurrent
4	Tran Bao Minh	Independent Member	120,000,000	Independent
5	Nguyen Duy Tung	Independent Member	120,000,000	Independent

V. Reporting related party transactions.

In 2023, Digiworld conducted related party transactions including Digiworld's subsidiaries through investment, service provision, etc. Details are as follows:

No	Organization	Related relationship with the company	NSH Paper number*, date of issue, place of issue	Head Office Address/ Contact Address	Transaction amount (VND)	Notes
1	Digiworld Venture Company Limited	Direct subsidiary	0313309149 16/6/2015 Department of Planning and Investment of Ho Chi Minh City	195-197 Nguyen Thai Binh, Nguyen Thai Binh Ward, District 1, HCMC	195,265,960,395	Capital contribution
					101,750,000,000	Collection
					44,000,000,000	Lending
					2,225,587,773	Lending interest
2	1 Digital Technology Co., Ltd. and branches	Indirect subsidiary	0313318520 23/6/2015 Department of Planning and Investment of Ho Chi Minh City	65A Ho Xuan Huong Street, Vo Thi Sau Ward, District 3, HCMC	130,549,315,164	Sale of goods
					82,000,000,000	Collection
					38,518,511,116	Purchase of goods
					37,500,000,000	Lending
					3,709,898,471	Purchase of services
					3,260,016,439	Lending interest
3	C.L Market Development Services Joint Stock Company	Indirect subsidiary	0301483375 15/12/1998 Department of Planning and Investment of Ho Chi Minh City	195-197 Nguyen Thai Binh, Nguyen Thai Binh Ward, District 1, HCMC	276,380,000,000	Lending
					186,420,000,000	Collection
					5,752,933,848	Lending interest
					1,765,958,704	Sale of goods
					1,449,468,826	Purchase for goods
					-	Rendering of services
4	Dai Tin Pharmaceutical Joint Stock Company	Indirect subsidiary	0312587344 - 13/12/2013 - HCMC Department of Planning and Investment	SS 1 Hong Linh Street, Ward 15, District 10, HCMC	62,117,589,189	Sales of goods
					3,719,520,000	Collection
					594,774,200	Rendering of services
					423,630,144	Lending interest
					-	Lending
5	Dpharma Company Limited	Indirect subsidiary	0317147442 - 10/02/2023 - HCMC Department of Planning and Investment	195-197 Nguyen Thai Binh, Nguyen Thai Binh Ward, District 1, HCMC	8,000,000,000	Collection
					4,935,075,678	Purchase of services
					297,068,493	Lending interest
					-	Lending
6	Viet Money Joint Stock Company	Indirect associate	0314001526 08/09/2016 Department of Planning and Investment of Ho Chi Minh City	614-618, Ba Thang Hai, Ward 14, District 10, HCMC	-	Lending
					-	Lending interest
					77,000,000,000	Lending

7	Achison Joint Stock Company	Indirect subsidiary	0314800952 22/12/2017 Department of Planning and Investment of Ho Chi Minh City	282 Nguyen Dinh Chieu Street, Ward 06, District 3, HCMC	28,693,599,283	Sales of goods
					12,000,000,000	Collection
					1,064,578,630	Lending interest
8	B2X Vietnam Holding Joint Stock Company	Direct associate	0314410575 17/05/2017 Department of Planning and Investment of Ho Chi Minh City	65A Ho Xuan Huong Street, Vo Thi Sau Ward, District 3, HCMC	1,469,744,271	Dividend received
9	B2X Care Solutions Vietnam Co., Ltd.	Subsidiary of associate	0314410575 17/05/2017 Department of Planning and Investment of Ho Chi Minh City	65A Ho Xuan Huong Street, Vo Thi Sau Ward, District 3, HCMC	18,333,334	Rendering of services
					36,000,000	Purchase of services

Above is the report of BOD operations in 2023 and the direction in 2024. The BOD respectfully submits to the AGM for consideration and approval.

Yours sincerely.

**ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN**



Doan Hong Viet



REPORT OF AUDIT COMMITTEE**AT ANNUAL GENERAL MEETING OF SHAREHOLDERS 2024**

- Pursuant to the powers and responsibilities of the Audit Committee specified in Article 161 of the Law on Enterprises;
- Pursuant to the Charter of Company;
- Based on the mandate, the plan of the Audit Committee has been approved by the 2023 Annual General Meeting of Shareholders.

The Audit Committee would like to report its activities in 2023 as follows:

1. Activities of the Audit Committee

The Audit Committee always coordinates closely with the Board of Directors, the Board of Management in the implementing the Resolutions of the General Meeting of Shareholders, the Board of Directors, ensuring compliance with law and regulations of the Company. In 2023, the Audit Committee held 4 meetings, with the following contents:

No	Date	Number of attendees	Percentage	Main Contents
1	30/03/2023	2/2	100%	<ul style="list-style-type: none"> - Evaluate and review the implementation of some BOD's resolutions in the first quarter. - Discussion and evaluation of financial statements 2022, evaluation of business results 2022
2	30/06/2023	2/2	100%	<ul style="list-style-type: none"> - Preliminary reporting on the Audit Committee operation in the first half and planning for the second half of 2023 - Reviewing and assessing the implementation of the BOD's resolutions in the second quarter - Discussing selection criteria and proposing an independent auditing firm for FY2023
3	30/09/2023	2/2	100%	<ul style="list-style-type: none"> - Evaluating the performance in third quarter and approving major plans in fourth quarter of 2023 - Reviewing the implementation of information disclosure - Reviewing financial data for the first 06 months
4	30/12/2023	2/2	100%	<ul style="list-style-type: none"> - Evaluating the overall operation in 2023 - Approving 2024 operation plan

2. Evaluation of the performance of the Audit Committee

In 2023, the Audit Committee successfully completed of tasks under rights and responsibilities provided for Article 161 of the Law on Enterprises, the Charter, and the Internal Governance Regulation of Company, including:

- Monitor the integrity and quality of financial statements and disclose information related to financial results.
- Review the internal control system and implement risk management through risk management processes.
- Review transactions with related people under the approval authority of the BOD or the General Meeting of Shareholders and make recommendations on transactions that require approval of the Board of Directors or the General Meeting of Shareholders.
- Supervising the company's internal audit department, ensuring independence in the implementation of audit activities.
- Performance improvement includes updating processes and regulations and improving the capacity of staff in internal audit activities.
- Proposing the independent auditing company, the remuneration level and related terms in the contract with the auditing company for approval by the BOD before submitting to the Annual General Meeting of Shareholders for approval.
- Monitor and evaluate the independence and objectivity of the audit firm and the effectiveness of the audit process, especially in case the company uses non-audit services of the auditor.
- Monitor to ensure that the company complies with laws, regulatory requirements, and other internal regulations of the company.
- Ensuring efficiency, quality, independence, and compliance with regulations in all activities of the Audit Committee.

3. Results of supervision of the company's financial statements, operations, and financial

- The Audit Committee has periodically reviewed all quarterly, semi-annual and full-year financial statements of the Company, assessed, and examined the Company's control of financial risks and proposed various measures for timely prevention.
- Check the reasonableness, legality, honesty, and level of care in the management and administration of business activities; systematicity, consistency and suitability of accounting, statistical and financial reporting.
- In the financial year 2023, the Company applies accounting principles that are considered appropriate to the company's operating characteristics in terms of production and business conditions in the past year.
- No material misstatement, fraud or potential risk was detected in the financial statements.

4. Evaluation results of the company's internal control and risk management system

- The Audit Committee continued to review, examine, and evaluate the effectiveness and efficiency of the Company's internal control, internal audit, risk management and early warning systems.
- The system of processes and regulations of the Company is strictly managed and comprehensively updated, actively supporting the control of activities throughout the Company.

- The audit results showed the regulatory compliance in the audited units continued to improve and did not detect any risks. Risk management is established according to the process and is evaluated and reviewed on a semi-annual basis. The risks are well identified and controlled. No above-average risks occurred.
- In 2023, the BOD approved the establishment of the Internal Audit Committee and issued the Internal Audit Regulations. The risk management system (ERM) is completed.

5. Results of supervision of the Board of Directors, General Director, and other executives of the enterprise

- Supervise the BOD and General Director in managing, administering, and implementing the 2023 business plan and complying with laws and charters of the Company.
- Through the assessment of the BOD, in 2023, the Executive Board always closely follows and strictly implements the resolutions of the BOD issued.
- Despite 2023 with many challenges, the BOD completed well of running the business and achieving revenue and profit growth compared to 2022.
- The Audit Committee always cooperates well with the members of the Board of Directors, members of the Board of Directors and related managers as well as and always receives cooperation. In addition, the Audit Committee proposed and recommended the Board of Directors measures to amend, supplement and improve the organizational structure of management, supervision and administration of business activities, measures to strengthen control, risk reduction.
- The Audit Committee together with the Board of Directors evaluated and selected an independent auditor for 2023, which is Ernst & Young Vietnam Co., Ltd., which meets the evaluation criteria such as: Reliability assurance, truthfulness, and quality of the audit report as prescribed.

6. Remuneration and operating expenses of the Audit Service

- Detailed remuneration in 2023:

No	Members	Title	Remuneration	Notes
1	Nguyen Duy Tung	Chairman of the Audit Committee	0	Concurrently Member of the Board of Directors
2	Tran Bao Minh	Member of the Audit Committee	0	Concurrently Member of the Board of Directors

(Because the two members of the Audit Committee are both independent members of the Board of Directors, they only receive remuneration from the Board of Directors.)

- Operating expenses of the Audit Committee

Expenses for other operating expenses of the Audit Committee comply with the internal regulations and regulations of the Company.

7. Report transactions with related affiliates

In 2023, Digiworld conducted transactions with related affiliates including Digiworld's subsidiaries through investment activities, service provision, etc. Details are as follows:

No	Organization	Related relationship with the company	NSH Paper number*, date of issue, place of issue	Head Office Address/ Contact Address	Transaction amount (VND)	Notes
1	Digiworld Venture Company Limited	Direct subsidiary	0313309149 16/6/2015 Department of Planning and Investment of Ho Chi Minh City	195-197 Nguyen Thai Binh, Nguyen Thai Binh Ward, District 1, HCMC	195,265,960,395	Capital contribution
					101,750,000,000	Collection
					44,000,000,000	Lending
					2,225,587,773	Lending interest
2	1 Digital Technology Co., Ltd. and branches	Indirect subsidiary	0313318520 23/6/2015 Department of Planning and Investment of Ho Chi Minh City	65A Ho Xuan Huong Street, Vo Thi Sau Ward, District 3, HCMC	130,549,315,164	Sale of goods
					82,000,000,000	Collection
					38,518,511,116	Purchase of goods
					37,500,000,000	Lending
					3,709,898,471	Purchase of services
					3,260,016,439	Lending interest
3	C.L Market Development Services Joint Stock Company	Indirect subsidiary	0301483375 15/12/1998 Department of Planning and Investment of Ho Chi Minh City	195-197 Nguyen Thai Binh, Nguyen Thai Binh Ward, District 1, HCMC	276,380,000,000	Lending
					186,420,000,000	Collection
					5,752,933,848	Lending interest
					1,765,958,704	Sale of goods
					1,449,468,826	Purchase for goods
					-	Rendering of services
4	Dai Tin Pharmaceutical Joint Stock Company	Indirect subsidiary	0312587344 - 13/12/2013 - HCMC Department of Planning and Investment	SS 1 Hong Linh Street, Ward 15, District 10, HCMC	62,117,589,189	Sales of goods
					3,719,520,000	Collection
					594,774,200	Rendering of services
					423,630,144	Lending interest
					-	Lending
5	Dpharma Company Limited	Indirect subsidiary	0317147442 - 10/02/2023 - HCMC Department of Planning and Investment	195-197 Nguyen Thai Binh, Nguyen Thai Binh Ward, District 1, HCMC	8,000,000,000	Collection
					4,935,075,678	Purchase of services
					297,068,493	Lending interest
					-	Lending
6	Viet Money Joint Stock Company	Indirect associate	0314001526 08/09/2016 Department of Planning and Investment of Ho Chi Minh City	614-618, Ba Thang Hai, Ward 14, District 10, HCMC	-	Lending
					-	Lending interest
7	Achison Joint Stock Company	Indirect subsidiary	0314800952 22/12/2017	282 Nguyen Dinh Chieu Street, Ward 06, District 3, HCMC	77,000,000,000	Lending
					28,693,599,283	Sales of goods
					12,000,000,000	Collection

			Department of Planning and Investment of Ho Chi Minh City		1,064,578,630	Lending interest
8	B2X Vietnam Holding Joint Stock Company	Direct associate	0314410575 17/05/2017 Department of Planning and Investment of Ho Chi Minh City	65A Ho Xuan Huong Street, Vo Thi Sau Ward, District 3, HCMC	1,469,744,271	Dividend received
9	B2X Care Solutions Vietnam Co., Ltd.	Subsidiary of associate	0314410575 17/05/2017 Department of Planning and Investment of Ho Chi Minh City	65A Ho Xuan Huong Street, Vo Thi Sau Ward, District 3, HCMC	18,333,334	Rendering of services
					36,000,000	Purchase of services

Above is the report on the operations of the Audit Committee in 2023. The Audit Committee respectfully submits to the General Meeting of Shareholders for approval.

Yours sincerely.

**ON BEHALF OF THE AUDIT COMMITTEE
CHAIRMAN**

NGUYEN DUY TUNG

2024 ANNUAL GENERAL MEETING OF SHAREHOLDERS
April 25, 2024

PROPOSAL

APPROVAL ON THE 2023 AUDITED FINANCIAL STATEMENTS

Dear: General Meeting of Shareholders

- Pursuant to the Enterprise Law No. 59/2020/QH14 dated 17th June 2020
- Pursuant to the Charter of Company;

The Board of Directors (BOD) would like to propose to the General Meeting of Shareholders to approve the 2023 Financial Statements, audited by Ernst & Young Vietnam Co.,Ltd.

Audited financial statements 2023 has disclosed in accordance with regulations and published on the Company's website (www.digiworld.com.vn), including:

1. Auditor's Report;
2. Balance sheet at 31/12/2023;
3. Income Statement in 2023;
4. Cash Flows Statement;
5. Notes to the financial statements.

In which:

Unit: VND

Total revenue	18,867,240,821,638
Net revenue	18,817,475,347,721
Profit before tax	470,569,424,118
Profit after tax	362,591,134,271
Earnings per share (VND/share)	2,161
Current assets	6,802,459,424,682
Non-current assets	656,573,542,430
Total assets	7,459,032,967,112
Liabilities	4,832,182,530,822
Owner's Equity	2,626,850,436,290
Total capital	7,459,032,967,112

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval for the audited financial statements of 2023.

ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN



Doan Hong Viet

2024 ANNUAL GENERAL MEETING OF SHAREHOLDERS
April 25, 2024

PROPOSAL

2024 BUSINESS PLAN

Dear: General Meeting of Shareholders

- Pursuant to the Enterprise Law No. 59/2020/QH14 dated 17th June 2020;
- Pursuant to the Charter of Company.

Based on the current market situation, business operation and financial situation of the Company, the Board of Directors respectfully proposes to the General Meeting of Shareholders to consider and approve on the proposed consolidated business plan in 2024 as follows:

No.	Indicators	2024 Plan (billion)	Growth compared to 2023
1	Revenue	23,000	+22%
2	Profit after tax	490	+38%

The General Meeting of Shareholders authorizes the Board of Directors based on the performance of the 2024 business to create a profit distribution plan in 2024 for submitting the latest General Meeting.

We would like to seek approval from the General Meeting of Shareholders for the above proposal.

ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN



Doan Hong Viet

2024 ANNUAL GENERAL MEETING OF SHAREHOLDERS
April 25, 2024
PROPOSAL

APPRORIATION OF 2023 DIVIDEND PLAN

Dear: General Meeting of Shareholders

- Pursuant to the Enterprise Law No. 59/2020/QH14 dated 17th June 2020;
- Pursuant to the Charter of Company;
- Based on the production and business operation plan of the Company.

Based on the 2023 business results and audited financial statements, the Board of Directors would like to propose to the General Meeting of Shareholders for discussion and approval on the 2023 dividend plan as follows:

1. Cash dividend payment plan in 2023

- Cash dividend payment: 5% (500 VND/share)
- Implementation time: authorize the Board of Directors to decide

2. Stock dividend payment plan

- Stock dividend rate: 30% (100:30)
- Source: from undistributed after-tax profits
- Plan for handling fractional shares: The number of newly issued shares to make stock dividend payments each shareholder receives will be rounded to the nearest unit according to the principle of rounding down. The resulting decimal fraction (if any) will be canceled.
- Implementation time: authorize the Board of Directors to decide

The General Meeting of Shareholders authorizes the Board of Directors to:

- Balance dividend payments in 2023 and choose payment time in accordance with legal regulations.
- To implement the relevant procedures in accordance with Law and the Authorities
- To fully reports to the General Meeting of Shareholders

We would like to seek approval from the General Meeting of Shareholders for the above proposal.

ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN



Doan Hong Viet

**2024 ANNUAL GENERAL MEETING OF SHAREHOLDERS
April 25, 2024**

PROPOSAL

**EMPLOYMENT STOCK OWNERSHIP PLAN
(ESOP 2024)**

Dear: General Meeting of Shareholders

- Pursuant to the Enterprise Law No. 59/2020/QH14 dated 17th June 2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated 26th November 2019
- Pursuant to the Charter of Company;

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 2024)

1. Name of share	Share of Digiworld Corporation
2. Type of share	Ordinary share
3. Face value	VND 10,000/share
4. Issuance Method	Issuing share for employees according to the list prepared by the Board of Directors.
5. Issuance Subjects	Employees of the Company The Board of Directors is authorized to produce and establish the list of employees and issuing method.
6. Expected number of shares issued	2,000,000 shares
7. Total value of ESOP at par value	VND 20,000,000,000
8. Sales Value	VND 10,000/ share
9. Transfer restriction	01 year locked-up from the date of completion of the issuance. 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.
10. Inheritance Right	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.
11. Estimated time of implementation	Authorize 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

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

III. ADDITIONAL LISTING FOR THE ISSUED SHARE

Approval on additional depository registration at Vietnam Securities Depository and Clearing Corporation (“VSDC”) and additional listing registration at Ho Chi Minh Stock Exchange (“HOSE”) all the actual issued shares in ESOP 2024, after reporting the result of share issuance to the SSC.

IV. AUTHORIZATION TO BOARD OF DIRECTORS

- 1. Implementing the employment stock ownership plan**
 - Promulgating Regulation for the issuance of 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 VSDC 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.**

We would like to seek approval from the General Meeting of Shareholders for the above proposal.

ON BEHALF OF BOARD OF DIRECTORS

CHAIRMAN

DIGIWORLD

Doan Hong Viet



2024 ANNUAL GENERAL MEETING OF SHAREHOLDERS

April 25, 2024

PROPOSAL

LIST OF AUDIT FIRMS SELECTED TO AUDIT FOR FINANCIAL YEAR 2024

Dear: General Meeting of Shareholders

The Board of Directors of Digiworld Corporation would like to propose to the General Meeting of Shareholders to approve the list of auditing companies and authorize the Board of Directors to select one company from the list for financial year 2024, based on the short list approved by the State Securities Commission to audit listed companies and securities company as follows:

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

We would like to seek approval from the General Meeting of Shareholders for the above proposal.

ON BEHALF OF BOARD OF DIRECTORS

CHAIRMAN



Doan Hong Viet

2024 ANNUAL GENERAL MEETING OF SHAREHOLDERS

April 25, 2024

PROPOSAL

**REDUCTION OF CHARTER CAPITAL DUE TO THE COMPANY'S
REPURCHASE SHARES OF RESIGNED EMPLOYEES**

Dear: General Meeting of Shareholders

- Pursuant to the Enterprise Law No. 59/2020/QH14 dated 17th June 2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated 26th November 2019;
- Pursuant to the Charter of Company.

According to Clause 6, Article 36 of the Law on Securities, the Board of Directors respectfully submits to the General Meeting of Shareholders to approval on the implementation of procedures for reducing charter capital due to the repurchase of shares of resigned employees as treasury shares:

- Total current number of treasury shares repurchased: 19,700 shares
- Total current number of shares: 167,224,443 shares (equivalent to the current charter capital of VND 1,672,244,430,000)
- After canceling the shares, the company will carry out procedures for adjusting and reducing the charter capital stated on the Business Registration Certificate from VND 1,672,244,430,000 to VND 1,672,047,430,000.

The General Meeting of Shareholders authorizes the Board of Directors and the General Director to carry out procedures for capital reduction and adjustment of business registration certificates with the Authorities.

We would like to seek approval from the General Meeting of Shareholders for the above proposal.

ON BEHALF OF BOARD OF DIRECTORS

CHAIRMAN



Doan Hong Viet

2024 ANNUAL GENERAL MEETING OF SHAREHOLDERS

April 25, 2024

PROPOSAL

MOVING THE COMPANY'S HEADQUARTERS

Dear: General Meeting of Shareholders

- Pursuant to the Enterprise Law No. 59/2020/QH14 dated 17th June 2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated 26th November 2019;
- Pursuant to the Charter of Company.

The headquarters of Digiworld Corporation is currently located at No. 195-197 Nguyen Thai Binh Street, Nguyen Thai Binh Ward, District 1, Ho Chi Minh City.

However, as the personnel structure and scale of operations are increasingly growing, the premises at No. 195-197 Nguyen Thai Binh can no longer meet the Company's operations.

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the following contents:

a. Approval on moving the Company's headquarters as follows:

- Current address: No. 195-197 Nguyen Thai Binh Street, Nguyen Thai Binh Ward, District 1, Ho Chi Minh City, Vietnam.

- New address: 15th Floor, Etown Central Building, No. 11 Doan Van Bo Street, Ward 12, District 4, Ho Chi Minh City, Vietnam.

b. Approval on the amendment of the Business Registration Certificate and Charter related to changing the address of the head office.

c. Authorize the Board of Directors to complete business registration procedures and amend the Charter according to the provisions of Law.

We would like to seek approval from the General Meeting of Shareholders for the above proposal.

ON BEHALF OF BOARD OF DIRECTORS

CHAIRMAN



Doan Hong Viet

2024 ANNUAL GENERAL MEETING OF SHAREHOLDERS

April 25, 2024

PROPOSAL

AMENDMENT AND SUPPLEMENT THE COMPANY'S CHARTER

Dear: General Meeting of Shareholders

- Pursuant to the Enterprise Law No. 59/2020/QH14 date 17/06/2020;
- Pursuant to Circular No. 116/2020/TT-BTC guiding a number of articles on public governance as prescribed in the Government's Decree No. 155/2020/ND-CP dated 31/12/2020, on detailing and guiding the implementation of a number of articles of the Law on Securities;
- Pursuant to the Charter of Company;

Pursuant to the current law and practical requirements on corporate governance of Digiworld Corporation (the "Company"), the Board of Directors would like to propose the General Meeting of Shareholders to consider and approve the amendments of the Company's Charter as follows:

1. The General Meeting of Shareholders approved the amendment of the company's charter as follows:

No	Current charter	Contents	Reason
1	<p>Article 2. Name, Form, Head Office, Legal Representative, Subordinate Units, Business Location and Operation Term of the Company</p> <p>2.3 Registered head office of the Company is: Address: No. 195-197 Nguyen Thai Binh Street, Nguyen Thai Binh Ward, District 1, Ho Chi Minh City.</p>	<p>Article 2. Name, Form, Head Office, Legal Representative, Subordinate Units, Business Location and Operation Term of the Company</p> <p>2.3 Registered head office of the Company is: Address: 15th Floor, Etown Central Building, No. 11 Doan Van Bo Street, Ward 12, District 4, Ho Chi Minh City, Vietnam .</p>	Adjust according to the actual situation
2	<p>Article 5. Charter capital, shares, other securities</p>	<p>Article 5. Charter capital, shares, other securities</p>	Adjust according to the actual situation



<p>5.1. The charter capital of the Company is VND 1,632,244,430,000 (One thousand six hundred and thirty two billion, two hundred and forty four million, four hundred thirty thousand VND).</p>	<p>5.1. The charter capital of the Company is VND 1,672,047,430,000 (One thousand six hundred and seventy two billion, forty four million, four hundred thirty thousand VND).</p>	
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The General Meeting of Shareholders assigns the Board of Directors to amend, supplement and update the company's charter.

We would like to seek approval from the General Meeting of Shareholders for the above proposal.

ON BEHALF OF BOARD OF DIRECTORS

CHAIRMAN



Doan Hong Viet



2024 ANNUAL GENERAL MEETING OF SHAREHOLDERS

April 25, 2024

PROPOSAL

REMUNERATION OF THE BOARD OF DIRECTORS AND AUDIT COMMITTEE 2024

Dear: General Meeting of Shareholders

- Pursuant to the Enterprise Law No. 59/2020/QH14 dated 17/06/2020;
- Pursuant to the Charter of Company;

Pursuant to the production and business operation plan of the Company and to ensure the remuneration regime of the Board of Directors and the Audit Committee goes hand in hand with improving responsibility, encouraging the strengthening of the management of the Board of Directors and the good supervision of the Audit Committee in the implementation of the Resolution of the Annual General Meeting, The Board of Directors would like to propose to the General Meeting of Shareholders for consideration and approval the following contents:

I. Report on remuneration of the Board of Directors and the Audit Committee in 2023:

Total payment: VND 240,000,000

- Member of BOD: VND 240,000,000
- Members of Audit Committee: 0 VND

(Mr. Nguyen Duy Tung and Mr. Tran Bao Minh are members of the Board of Directors concurrently members of the Audit Committee, so Digiworld did not pay the remuneration of the Audit Committee to Mr. Nguyen Duy Tung and Mr. Tran Bao Minh)

II. Remuneration plan of the Board of Directors and the Audit Committee in 2024:

1. Remuneration of the Audit Committee:

- Number of members of the Audit Committee: 02 people
- Remuneration plan to members of the Audit Committee: VND 5,000,000/person/month

2. Remuneration of the Board of Directors:

- Number of members of Audit Committee: 05 people.
- Remuneration plan to members of the Board of Directors: VND 10,000,000/person/month

(Note: Remuneration in 2024 specifid above is only applies to members of the Board of Directors and the Audit Committee who are not salaried by Digiworld Corporation, do not pay remuneration for concurrent positions of the Audit Committee)

We would like to seek approval from the General Meeting of Shareholders for the above proposal.

ON BEHALF OF BOARD OF DIRECTORS

CHAIRMAN

DIGIWORLD

M.S.D.N: 0302861772

Doan Hong Viet