

**KHANH HOA SANEST SOFT DRINK JOINT STOCK COMPANY**



**Stock Code: SKH**



**DRAFT DOCUMENT  
2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**March 2025**

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

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**AGENDA**

**2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**KHANH HOA SANEST SOFT DRINK JOINT STOCK COMPANY**

**Time:** 08:00 on March 26, 2025.

**Venue:** Meeting Hall of Khanh Hoa Sanest Soft Drink JSC, National Highway 1, My Thanh Hamlet, Cam Thinh Dong Ward, Cam Ranh City, Khanh Hoa Province.

No.	Content	Time
1	- Reception of delegates and guests - Check eligibility of delegates, distribution of meeting materials.	8:00 - 8:30
2	Welcoming performance.	8:30 - 8:45
3	Report on check eligibility of delegates.	8:45 - 8:50
4	Salute the flag, declaration of the purpose, introduction of delegates.	8:50 - 8:55
5	Introduction & approval of the Presidium, Secretariat, and Vote Counting Committee.	8:55 - 9:00
6	Opening speech of the General Meeting.	9:00 - 9:10
	- Approval of the meeting's working regulations. - Approval of the meeting agenda.	
7	<b>Reports at the Meeting:</b>	9:10 - 9:40
	- Report on the Production and Business Results in 2024 and the Production and Business Direction for 2025 by the Board Of Management.	
	- Report of the Board of Directors Evaluating the Company's Management and Administration in 2024 and Operational Plan for 2025.	
	- Report on Appraisal of Production and Business Results in 2024 and Directions and Tasks for 2025 of the Supervisory Board.	
8	<b>Proposals at the Meeting:</b>	9:40 - 10:20
	- Proposal for Approval of the Audited Financial Statements for the year 2024.	

	<ul style="list-style-type: none"> <li>- Proposal for the Distribution of Profits for the year 2024 and the Profit Distribution Plan for the year 2025</li> <li>- Proposal for Approval of Salaries, Remuneration, and Bonuses for the BOD, BOS, and Executive Management for the year 2024 and the Salary, Remuneration, and Bonus Plan for the BOD, BOS, and Executive Management for the year 2025.</li> <li>- Proposal for Business Production and Investment Plan for the year 2025.</li> <li>- Proposal on Transactions with Related Parties.</li> <li>- Proposal for Selecting the Audit Firm for the 2025 Financial Statements.</li> <li>- Proposal for the Dismissal and Election of Replacement Members of The Board Of Director.</li> <li>- Proposal for Amending the Charter of Organization and Operation of Khanh Hoa Sanest Soft Drink Joint Stock Company.</li> <li>- Proposal for Supplementation of the Company's Business Registration Lines.</li> <li>- Other matters within the authority of the General Meeting of Shareholders (if any).</li> </ul>	
9	The Meeting discusses and votes to approve the contents of the Reports and Proposals.	10:20 - 10:50
10	<ul style="list-style-type: none"> <li>- Approve the Election Regulations.</li> <li>- Conduct the voting process for elections.</li> </ul>	10:50 - 11:10
11	<p>Present the draft resolution and minutes of the Meeting.</p> <hr/> <p>Vote to approve the resolution and minutes of the Meeting.</p>	11:10 - 11:20
12	Declare the closing of the Meeting	11:20 - 11:30
13	Closing flag ceremony	11:30 - 11:35



# KHANH HOA SANEST SOFT DRINK JOINT STOCK COMPANY

Business Registration Certificate: 4201675916

Address: National Highway 1, My Thanh, Cam Thinh Dong, Cam Ranh, Khanh Hoa

Telephone: (0258) 3525.739 Website: [www.sanestkhanhhoa.com.vn](http://www.sanestkhanhhoa.com.vn)

## INVITATION LETTER

### 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

#### Dear Shareholders of Khanh Hoa Sanest Soft Drink Joint Stock Company

On the occasion of Spring, Year of the Snake 2025, on behalf of the leadership team and all employees of Khanh Hoa Sanest Soft Drink Joint Stock Company, I wish all shareholders and their families a new year filled with health, peace, happiness, and success.

Shareholder Name: ...

Phone Number: ...

Address: ...

Number of shares owned: ...

1. Time of the General Meeting: 08:30, March 26, 2025 (*reception starts at 08:00*).

2. Venue: Meeting Hall of Khanh Hoa Sanest Soft Drink Joint Stock Company, National Highway 1, My Thanh, Cam Thinh Dong, Cam Ranh, Khanh Hoa.

3. Agenda: The documents for the 2025 Annual General Meeting of Shareholders will be posted and updated on the Company's website: <https://www.sanestkhanhhoa.com.vn/quan-he-co-dong-5a4eea15d6900.html> from February 12, 2025

4. Registration and authorization to attend the General Meeting:

To ensure thorough preparation for the Meeting, shareholders are kindly requested to confirm their attendance/authorization to attend the General Meeting to the Company before March 19, 2025, by one of the following methods:

- Sending by postal service to the address mentioned in Section 5 below, using the form issued by the Company or another form as per civil law regulations.

- Sending by email registered with the Vietnam Securities Depository and Clearing Corporation (VSDC) to the Company's email: [sanestkhanhhoa@sanest.com.vn](mailto:sanestkhanhhoa@sanest.com.vn)

Power of Attorney (POA) must clearly state the name of the individual or organization being authorized and must include the number of shares being proxied. For postal submissions, the POA must be the original document, and if the authorization is from a shareholder as an organization, POA needs to include the organization's seal.

Shareholders or authorized people attending the Meeting must bring the following documents: Meeting Invitation; VNeID/ID card/Passport; Power of Attorney (if any).

5. For any inquiries related to the organization of the AGM, shareholders may contact:

#### **Khanh Hoa Sanest Soft Drink Joint Stock Company**

Address: National Highway 1, My Thanh, Cam Thinh Dong, Cam Ranh, Khanh Hoa.

Contact Ms. Vo Thi Diem My

Phone: 0906.490.909

Sincerely!

QR code for  
registration or authorization



Cam Thinh, February 12, 2025

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

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

....., day ... month ... 2025

**REGISTRATION OR AUTHORIZATION FOR ATTENDANCE  
AT THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**To: Khanh Hoa Sanest Soft Drink Joint Stock Company**

Shareholder Name: .....

Legal Representative (*for organizations*): .....

ID/Passport/Business Registration No.: ..... Issued on.....

Place of Issue.....

Address:.....

Total number of shares represented or owned: ..... shares

*(Please select one of the two options below and check the appropriate box)*

1. REGISTRATION

2. AUTHORIZATION

Authorized Representative: .....

ID/Passport/Business Registration No: ..... Issued on .....

Place of Issue.....

Address:.....

Number of shares authorized: .....shares

*Note: If the shareholder cannot attend and is unable to authorize another person, please delegate authority to one of the individuals listed below:*

No.	Full name	Position	Mark Selection	Number of Authorized Shares
1	Le Duc Tien	Chairman of the BOD		
2	Bui Thi Hanh	Member of the BOD		
3	Nguyen Thi Hai Ha	Member of the BOD		
4	Nguyen Xuan Anh	Member of the BOD, Deputy General Director		
5	Le Hoang Anh	General Director		

*How to fill out:*

*\* Authorizing one person (for individual shareholders): Please mark (X) next to the name of the member who shareholders choose to authorize. Only one person should be authorized for all the shares owned;*

*\* Authorizing multiple people (for organization shareholders): Shareholders are organizations authorized for up to 03 people, please specify the number of authorized shares for each member.*

Content of authorization:

- The authorized party is authorized to represent the principal at the 2025 Annual General Meeting of Shareholders of Khanh Hoa Sanest Soft Drink Joint Stock Company to exercise all rights and obligations related to the shares authorized.

- We fully assume responsibility for this authorization, committing to strictly comply with current legal regulations, the Charter of Khanh Hoa Sanest Soft Drink Joint Stock Company, and there will be no subsequent complaints.

*Note:*

*- The execution of the authorization must comply with the relevant regulations of the Civil Law and the Company's Charter. The authorized people must carry their VNeID/ID card/Passport and the Power of Attorney when attending the 2025 Annual General Meeting of Shareholders.*

*- If the principal or the authorized party is an organization, the signature of the legal representative and the organization's seal must be present.*

*- This Power of Attorney is valid only if it is the original document. If the principal or the authorized party is an organization, the signature of the legal representative and the organization's seal are required. This Power of Attorney will expire upon the conclusion of the 2025 Annual General Meeting of Shareholders of Khanh Hoa Sanest Soft Drink Joint Stock Company.*

**SHAREHOLDER/PRINCIPAL**

**AUTHORIZED PARTY**

*(Sign and write your full name, affix seal if any) (Sign and write your full name, affix seal if any)*

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**Note:**

*Please send the original Power of Attorney to the following address before 4:00 PM on March 19, 2025*

**Khanh Hoa Sanest Soft Drink Joint Stock Company**

Address: National Highway 1, My Thanh, Cam Thinh Dong, Cam Ranh, Khanh Hoa.

Contact Ms. Vo Thi Diem My

Phone: 0906.490.909

*Cam Think, March 26, 2025*

**DRAFT**

**WORKING REGULATIONS  
2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
KHANH HOA SANEST SOFT DRINK JOINT STOCK COMPANY**

- Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to Decree No. 155/2020/ND-CP detailing the implementation of a number of articles of the Law on Securities passed on December 31, 2020;
- Pursuant to the Charter of Organization and Operation of Khanh Hoa Sanest Soft Drink Joint Stock Company;
- Pursuant to the Internal Regulations on Corporate Governance of Khanh Hoa Sanest Soft Drink Joint Stock Company.

The 2025 Annual General Meeting of Shareholders of Khanh Hoa Sanest Soft Drink Joint Stock Company is organized and implemented according to the following working regulations:

**Article 1. Purpose:**

Ensure the order, principles of conduct, and voting at the 2025 Annual General Meeting of Shareholders of Khanh Hoa Sanest Soft Drink Joint Stock Company take place in accordance with regulations and successfully.

The Resolutions of the General Meeting of Shareholders express the unified will of the General Meeting of Shareholders, meet the wishes and interests of shareholders, and comply with the law.

**Article 2. Subjects:**

All shareholders, authorized representatives, and guests attending the 2025 Annual General Meeting of Shareholders of Khanh Hoa Sanest Soft Drink Joint Stock Company must comply with the regulations in the Working Regulations, the Company's Charter, and current legal regulations.

**Article 3. Scope of application:**

The Working Regulations are used to organize the 2025 Annual General Meeting of Shareholders of Khanh Hoa Sanest Soft Drink Joint Stock Company .

**Article 4. Interpretations of terms/abbreviations**

- Company : Sanest Khanh Hoa Beverage Joint Stock Company
- BOD : Board of Directors

- OC : Organizing Committee
- GMS : General Meeting of Shareholders
- Delegates : Shareholders, authorized representatives

**Article 5. Conditions for conducting the General Meeting of Shareholders:**

The General Meeting of Shareholders is conducted when there are delegates representing more than 50% of the total voting shares.

In case there is not enough required number of delegates within thirty (30) minutes from the scheduled opening time of the Meeting, the convener cancels the meeting. The General Meeting of Shareholders must be reconvened within thirty (30) days from the date of the first General Meeting of Shareholders. The reconvened General Meeting of Shareholders will only be held when there are delegates representing at least 33% of the total voting shares.

In case the second Meeting is not held due to the lack of the required number of delegates within thirty (30) minutes from the scheduled opening time of the Meeting, the third General Meeting of Shareholders may be convened within twenty (20) days from the date of the second Meeting, and in this case, the Meeting is held regardless of the number of delegates and is considered valid, having the right to decide on all matters expected to be approved at the first General Meeting of Shareholders.

**Article 6. Delegates attending the Annual General Meeting of Shareholders:**

All the Company's shareholders on the list as of the record date of 05/02/2025 have the right to attend the General Meeting of Shareholders, either directly or by authorizing their representatives to attend. If there is more than one person legally authorized to attend the meeting, the specific number of shares and votes of each representative must be determined.

Delegates must arrive on time, complete registration procedures with the Organizing Committee, and be seated in the designated areas.

During the General Meeting of Shareholders, delegates must follow the Chairman's instructions, maintain decorum, and observe order.

Delegates must maintain confidentiality, adhere to document handling and security protocols, and refrain from copying or recording materials for distribution to non-attendees without the Presidium's consent.

**Article 7. Guests at the Annual General Meeting of Shareholders:**

Guests include company management, members of the Organizing Committee who are not shareholders/authorized representatives, and other invited attendees.

Guests shall not express their opinions at the meeting (unless invited by the Chairman or pre-registered with the Organizing Committee and approved by the Chairman).

**Delegates attending the General Meeting of Shareholders must adhere to**



**the following regulations:**

Punctuality, formal attire, compliance with security checks (if any), and identification documents, etc., as requested by the Organizing Committee.

Receive meeting materials and documents at the reception area in front of the meeting hall.

Late-arriving delegates have the right to register, participate and vote at the General Meeting. It is not the responsibility of the Chairperson to delay the General Meeting for late-arriving delegates to attend. The results of voting on issues that were voted on before the delegate came to attend will not be affected.

Mobile phones must be set to silent or vibrate mode; conversations should be held outside the meeting room.

Smoking is prohibited, and order must be maintained within the meeting room.

Compliance with regulations set forth by the Organizing Committee and the presiding Chairperson.

In case a delegate fails to comply with the aforementioned inspection regulations or others, the Chairperson, after careful consideration, may refuse or expel his/her from the place where the General Meeting takes place to ensure that the General Meeting proceeds normally according to the planned program.

**Article 8. The Presidium:**

The Presidium consists of five members: one Chairperson and four members, with the Chairman of the BOD is the Chairperson of the General Meeting.

The Chairman of the BOD presides or delegates authority to another Board of Director' member for GMS convened by the BOD.

In the Chairman's absence or incapacitation, the remaining Board of Director' members elect a presiding member by majority vote. If a presiding member cannot be elected, the Head of the Board of Supervisors manages the election of a Chairperson from among the attendees, with the highest vote-getter presiding.

In other circumstances, the individual convening the General Meeting of Shareholders manages the election of a Chairperson, with the highest vote-getter presiding.

The Chairperson may implement necessary measures to conduct the meeting efficiently, orderly, and according to the approved agenda, reflecting the majority's wishes.

The Chairman may postpone a General Meeting of Shareholders with a quorum for a maximum of three (03) working days from the scheduled commencement date and may only postpone or change the venue as stipulated in Clause 8, Article 146 of the Law on Enterprises.

**Duties of the Presidium:**

- + Manage the activities of the GMS according to the agenda proposed by the

BOD and approved by the GMS.

- + Guide delegates and the General Meeting in discussing the contents of the agenda.

- + Present drafts and conclude on necessary matters for the General Meeting to vote on.

- + Answer questions raised by the General Meeting.

- + Resolve issues arising during the General Meeting.

Working principles of the Presidium: The Presidium operates on the principles of collective leadership, democratic centralism, and majority decision-making.

### **Article 9. Meeting Secretary:**

The Meeting Secretary of the General Meeting consists of 02 people appointed by the Chairperson, responsible to the Presidium and the GMS for their duties and under the direction of the Presidium. Duties of the Meeting Secretary:

- + Record the content of the General Meeting fully and truthfully.

- + Receive delegates' registration forms for speaking.

- + Prepare the Minutes of the meeting and draft Resolutions of the GMS.

- + Support the Chairman in disclosing information related to the GMS and notifying shareholders in accordance with legal regulations and the Company's Charter.

- + Other duties as requested by the Chairperson.

### **Article 10. Delegate Eligibility Check Committee:**

The Delegate Eligibility Check Committee of the General Meeting consists of 03 people, including 01 Head and 02 members, responsible to the Presidium and the GMS for their duties. Duties of the Delegate Eligibility Check Committee:

- + Verify the qualifications and attendance of shareholders and shareholder representatives.

- + The Head of the Delegate Eligibility Check Committee reports to the GMS on the attendance of shareholders. If the meeting has a sufficient number of shareholders and authorized representatives representing over 50% of the total voting shares, the General Meeting of Shareholders shall proceed.

### **Article 11. Vote Counting Committee:**

The Vote Counting Committee of the General Meeting consists of 05 people, including 01 Head and 04 members introduced by the Chairperson and approved by the General Meeting. Candidates participating in the nomination or self-nomination (when conducting an election) are not allowed to participate in the Vote Counting Committee. Duties of the Vote Counting Committee:

- + Disseminate the principles, regulations, and instructions on voting and

election procedures.

+ Check and record voting cards, prepare vote counting minutes, announce the results, and submit the minutes to the Chairperson for approval of the voting and election results.

+ Promptly notify the Secretary of the voting and election results.

+ Review and report to the General Meeting any violations of voting and election regulations or complaints regarding voting and election results.

## **Article 12. Discussion at the General Meeting of Shareholders:**

### **1. Principles:**

Discussions shall only be conducted within the allotted time and within the scope of the issues presented in the agenda of the General Meeting of Shareholders.

Delegates with comments register the content on the question form and submit it to the Secretariat.

The Secretariat arranges the delegates' question forms in the order of registration and forwards them to the Presidium.

Delegates wishing to speak or debate must raise their hands and may only speak with the Chairperson's consent. Each delegate's speaking time shall not exceed 03 minutes, and the content should be concise and avoid repetition.

### **2. Addressing shareholders' inquiries:**

Based on submitted questions, the Chairperson or a designated member will address shareholders' inquiries.

Due to time constraints, unanswered questions will receive written responses from the Company.

## **Article 13. Voting on resolutions at the General Meeting of Shareholders:**

### **1. Principles:**

All agenda items are subject to a public vote by all shareholders using voting cards (except for cumulative voting matters), based on owned and represented shares. Each shareholder receives a voting card indicating their authorized voting shares (owned and authorized) and bearing the Company's seal.

**2. Voting procedures:** Voting takes place directly at the meeting or remotely.

#### **a. In-person voting at the General Meeting of Shareholders:**

Shareholders vote “Approve”, “Disapprove” and “Abstentions” on each resolution by raising their voting cards.

When voting, the front of the voting card must be raised and facing the Presidium. Shareholders who do not raise their cards for any of the three (03) votes (“Approve”, “Disapprove” and “Abstentions”) on a resolution are considered to have voted “Approve”. Raising a card more than once (01) for a single vote

renders the vote invalid. The Vote Counting Committee records the shareholder codes and corresponding voting card numbers for each “Approve”, “Disapprove”, “abstentions” and invalid vote.

**b. Remote voting/election procedures:**

Shareholders unable to attend the meeting who wish to vote/elect remotely should contact:

**Khanh Hoa Sanest Soft Drink Joint Stock Company**

Address: National Highway 1, My Thanh, Cam Thinh Dong, Cam Ranh, Khanh Hoa.

Contact Ms. Vo Thi Diem My

Telephone: 0906.490.909

Voting/Election information remains confidential until the vote count at the General Meeting of Shareholders.

At the start of registration and delegate eligibility check, the Organizing Committee will open remote ballots to verify shareholder’s eligibility. Valid ballots from eligible remote voters will be placed in the ballot box, checked, and tallied with in-person ballots according to these regulations.

New or amended agenda items arising during the meeting will not be subject to remote voting.

**3. Voting rules:**

Each shareholder representative, holding one (01) or more voting rights, will receive a voting card.

As of the record date (February 05, 2025), the Company has 33,000,000 shares, equivalent to 33,000,000 voting rights.

Matters requiring a vote at the General Meeting of Shareholders are passed only when they receive approve votes from more than 50% of the voting shares attending the General Meeting. In certain cases, as stipulated in Clause 1, Article 21 of the Company's Charter, voting matters require the approval of at least 65% of the voting shares attending the General Meeting.

- Note:

Shareholders/authorized representatives with related interests are not entitled to vote on contracts and transactions with a value of 35% or more (of the total assets value recorded in the latest financial statements); these contracts or transactions are only approved with the consent of shareholders/authorized representatives holding at least 65% of the remaining voting shares - according to Clause 4, Article 167 of the Law on Enterprises 2020).

A shareholder/authorized representative holding 51% or more of the total voting shares, or their affiliated persons, are not entitled to vote on contracts and transactions exceeding 10% (of the total assets value recorded in the latest financial statements) between the Company and that shareholder (according to

point b, Clause 3 and Clause 4, Article 167 of the Law on Enterprises 2020).

**4. Recording voting results:**

The Vote Counting Board will verify the number of “Approve”, “Disapprove” and “Abstentions” voting cards for each item, and is responsible for recording and reporting the vote counting results at the GMS.

**Article 14. Election of the Board of Directors:**

The election of members of the Board of Directors must be conducted in accordance with the Regulations on nomination, candidacy, and election of Members of Board of Directors, as approved by the General Meeting of Shareholders.

**Article 15. Resolution, Minutes of the General Meeting of Shareholders:**

The Resolution and Minutes of the General Meeting of Shareholders must be read and approved before the closing of the General Meeting.

**Article 16. Implementation of the Regulations:**

Delegates and guests attending the General Meeting must strictly comply with the working regulations of the GMS. In case of violation, depending on the specific level, the Presidium will consider and apply disciplinary measures according to the Company's Charter and the Law on Enterprises.

*These regulations take effect immediately after being approved by the General Meeting of Shareholders.*

**KHANH HOA SANEST SOFT DRINK JSC  
ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN**

*Cam Think, March 26, 2025*

**DRAFT**

**REGULATIONS ON NOMINATION, CANDIDACY, AND ELECTION  
FOR SUPPLEMENTARY MEMBER OF THE BOARD OF DIRECTOR  
FOR THE 2022-2027 TERM**

**KHANH HOA SANEST SOFT DRINK JOINT STOCK COMPANY**

*- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*

*- Pursuant to Decree No. 155/2020/ND-CP detailing the implementation of several articles of the Securities Law passed on December 31, 2020;*

*- Pursuant to the Charter of Organization and Operation of Khanh Hoa Sanest Soft Drink Joint Stock Company.*

The Vote Counting Board announces the Regulations on nomination, candidacy, and election for supplementary member of the Board of Director at the 2025 Annual General Meeting of Shareholders of Khanh Hoa Sanest Soft Drink Joint Stock Company as follows:

**I. Interpretations of terms/abbreviations**

- Company : Khanh Hoa Sanest Soft Drink Joint Stock Company
- BOD : Board of Directors
- OC : Organizing Committee
- GMS : General Meeting of Shareholders
- Delegates : Shareholder, representative (authorized person)

**II. Chairperson of the General Meeting**

The Chairperson of the General Meeting is responsible for presiding over the election with the following specific tasks:

- Introduce the list of nominees and candidates for the BOD.
- Supervise the voting and ballot counting.
- Resolve complaints about the election (if any).

**III. Regulations on nomination, candidacy for the Board of Directors**

- Numbers of Board of Directors: 01 person
- Term: 2022-2027
- Maximum number of Board of Directors candidates: Unlimited

**1. Right to nominate and stand as a candidate for the Board of Directors:**

*(according to Article 25 of the Company's Charter)*

Shareholders have the right to combine their voting rights to nominate candidates for the Board of Directors. A shareholder or group of shareholders holding from 10% to less than 20% may nominate a maximum of 01 candidate; from 20% to less than 30% may nominate a maximum of 02 candidates; from 30% to less than 40% may nominate a maximum of 03 candidates; from 40% to less than 50% may nominate a maximum of 04 candidates; from 50% or more may nominate a maximum of 05 candidates.

Nominated candidates must meet all the criteria specified in Section 2 below.

In case the number of Board of Directors candidates through nomination and candidacy is still insufficient, the incumbent Board of Directors may nominate additional candidates or organize nominations according to a mechanism prescribed by the Company in the Regulations on Corporate Governance and the Regulations on Operation of the Board of Directors.

**2. Criteria for candidates to join the Board of Directors:** Candidates for the Board of Directors must meet all the following criteria and conditions (according to Article 155 of the Law on Enterprises 59/2020/QH14, Article 275 of Decree 155/2020/ND-CP)

- Have full civil act capacity, not belonging to the group of people who are not allowed to manage businesses as prescribed in Clause 2, Article 17 of the Law on Enterprises 59/2020/QH14.

- Have qualification, experience in business administration or in the field, industry, business line of the Company and not necessarily be a shareholder of the Company.

- Must not have family relations (Wife, Husband, Father, Mother, Adoptive father, Adoptive mother, Father-in-law (husband's side), Mother-in-law (husband's side), Father-in-law (wife's side), Mother-in-law (wife's side), Child, Adopted child, Son-in-law, Daughter-in-law, Order Brother, Order Sister, Younger Sibling, Elder brother-in-law, Younger brother-in-law, Elder sister-in-law, Younger sister-in-law, Order Brother of Wife, Order Brother of Husband, Order Sister of Wife, Order Sister of Husband, Younger Sibling of Wife, Younger Sibling of Husband) of the General Director and other managers of the Company; of the manager, the person authorized to appoint the manager of the Parent company.

- Members of the Board of Directors of the Company may concurrently hold the position of member of Board of Directors of up to 05 other companies.

#### **IV. Election Principles**

- In cases where the number of candidates is less than or equal to the number of Board of Director' members to be elected, the election of Board of Director' members can be conducted by cumulative voting (pursuant to Article 14 of the Regulations on Corporate Governance) or by voting ("Approve", "Disapprove" and "Abstentions"). The approval rate for voting is implemented according to

Clause 2, Article 21 of the Company's Charter.

## **V. Principles for Selecting Winning Candidates**

- Winning candidates are determined based on the number of votes received, ranked from highest to lowest, starting with the candidate with the highest number of votes until the required number of members is reached.

- In the event that two (02) or more candidates receive the same number of votes for the last position, a re-election will be held among the candidates with the same number of votes.

- If the first (01) round of elections does not result in the required number of elected members, elections will be continued until the required number of members is elected.

## **VI. Application Documents for Nomination and Candidacy for the Board of Directors**

Application documents for nomination and candidacy for the BOD include:

- Application for nomination/candidacy for the BOD.
- Curriculum Vitae.
- Copies of the following documents: Identity Card/Passport.
- Certificates of educational and professional qualifications (if any).
- Confirmation of ownership percentage of the shareholder/shareholder group meeting the nomination conditions as prescribed in the Company's Charter.
- Minutes of the meeting of the nomination group for candidates to the Board of Directors (if any).

The nominator to the Board of Directors shall be responsible before the law and the General Meeting of Shareholders for the accuracy and truthfulness of the content in their application.

Application documents should be sent to Khanh Hoa Sanest Soft Drink Joint Stock Company before 08:00 on March 19, 2025, to the following address:

- Khanh Hoa Sanest Soft Drink Joint Stock Company
- Address: National Highway 1, My Thanh, Cam Thinh Dong, Cam Ranh, Khanh Hoa
- Phone: (0258) 3525.739

The above constitutes the entire Regulation on nomination, candidacy, and election of supplementary members of the Board of Directors at the 2025 Annual General Meeting of Shareholders of Khanh Hoa Sanest Soft Drink Joint Stock Company, respectfully submitted to the General Meeting of Shareholders for consideration and approval.

This Regulation shall take effect immediately after being approved by the



General Meeting of Shareholders.

**KHANH HOA SANEST SOFT DRINK JSC  
ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN**

## **I. REPORT ON THE PRODUCTION AND BUSINESS RESULTS IN 2024 AND THE PRODUCTION AND BUSINESS DIRECTION FOR 2025 BY THE BOARD OF MANAGEMENT**

### **1. Production and business results in 2024:**

*(Please refer to the detailed information in the 2024 Annual Report)*

### **2. 1. Production and business direction for 2025:**

*(Please refer to the detailed information in the 2024 Annual Report)*

## **II. REPORT OF THE BOARD OF DIRECTORS EVALUATING THE COMPANY'S MANAGEMENT AND ADMINISTRATION IN 2024 AND OPERATIONAL PLAN FOR 2025**

### **1. Report of the Board of Directors evaluating the Company's management and administration in 2024:**

*(Please refer to the detailed information in the 2024 Annual Report)*

### **2. Operational Plan for 2025:**

*(Please refer to the detailed information in the 2024 Annual Report)*

## **III. REPORT ON APPRAISAL OF PRODUCTION AND BUSINESS RESULTS IN 2024 AND DIRECTIONS AND TASKS FOR 2025 OF THE SUPERVISORY BOARD**

### **1. Supervisory results of the Board of Directors and the Board of Management in 2024:**

The Supervisory Board monitored the Board of Directors through meetings, resolutions, and decisions issued by the Board. The Board of Directors strictly and fully complied with the resolutions of the General Meeting of Shareholders, decisively directing and supervising the implementation of business production tasks in 2024, and managed the company's operations within the scope of authority and obligations specified in the Company's Charter. Meetings were organized to gather opinions from the Board members to issue decisions regarding business production and investment plans for 2024 in accordance with the General Meeting of Shareholders' resolutions, directing and closely monitoring production costs to ensure the efficiency of the Company's operations. Continuous improvements were made to the system of procedures, regulations, and internal documents to match the actual conditions, ensuring the organizational model of the Company was effective and complied with the Law on Enterprises, Company's Charter, and current regulations.

Close supervision and timely direction of the Executive Board in business operations, monitoring the implementation of the resolutions of the 2024 annual General Meeting of Shareholders; coordinate with the Supervisory Board to comply with legal regulations and the Company's Charter. The resolutions of the Board of Directors are issued in accordance with the authority of the Board of Directors, the resolutions of the General Meeting of Shareholders, the Law on

Enterprises, and the Company's Charter.

The Supervisory Board conducts oversight of the Board of Management by ensuring compliance with the resolutions of the Board of Directors. The Supervisory Board has worked directly with the Board of Management, the Chief Accountant, independent audit firms, and internal audit to grasp the business and financial situation of the Company. Reports on the evaluation of business operations, plans, and recommendations presented to the Board of Directors are forwarded to the Supervisory Board to serve as a basis for oversight. The Board of Management has organized and rigorously implemented the resolutions and decisions of the Board of Directors. They fully comply with the legal regulations, the Company's Charter, and internal rules in the management of business operations.

The Supervisory Board evaluates the activities of the Board of Directors and the Board of Management as being responsive to the business needs of the Company in accordance with the resolutions of the 2024 annual General Meeting of Shareholders.

## **2. Work Plan for 2025:**

The Supervisory Board performs its functions and duties in accordance with the Law on Enterprises, the Company's Charter, and the resolutions of the General Meeting of Shareholders, aiming to ensure the legitimate interests of the Company and its shareholders. The Supervisory Board audits the legality, integrity, and prudence of the Board of Directors and the Board of Management in exercising their rights and obligations, in managing and operating the business activities at the Company, including:

- Inspect, supervise, and evaluate: The implementation status of the resolutions from the 2025 annual General Meeting of Shareholders; financial status, capital balancing and cash flow management, operational efficiency; debt repayment capacity, the management and utilization of capital; and the preservation and development of Owners' Equity.

- Audit and monitor the activities of subsidiaries and the preservation of the Company's investment capital in these companies.

- Inspect and review the signing and execution of economic contracts with related parties under the approval authority of the Board of Directors and disclose information about related parties and transactions with them.

- Supervise the disclosure of information in accordance with Securities Law regulations.

- Oversee the independent audits of the quarterly and semi-annual financial statements for 2025, the interim audit (third quarter) for 2025, and the annual financial statements audit for 2025 of both the parent company and its subsidiaries.

- Evaluate financial statements, business operation reports, management effectiveness reports, and other reports before presenting them to the General

Meeting of Shareholders.

- Ensure that representatives from the Supervisory Board attend all meetings of the Board of Directors and the Executive Board to stay informed about the management and business operations of the Company, and to issue timely warnings to safeguard shareholder interests.

- Other duties as required by the Law on Enterprises, the Company's Charter, the Operational Regulations of Supervisory Board, and current legal provisions.

#### **IV. PROPOSAL FOR APPROVAL OF THE AUDITED FINANCIAL STATEMENTS FOR THE YEAR 2024**

*(Please refer to the details in the 2024 Financial Statements)*

#### **V. PROPOSAL FOR THE DISTRIBUTION OF PROFITS FOR THE YEAR 2024 AND THE PROFIT DISTRIBUTION PLAN FOR THE YEAR 2025**

##### **1. Distribution of Profits for the Year 2024 (according to the Consolidated Financial Statements):**

<b>No.</b>	<b>Description</b>	<b>Percentage</b>	<b>Amount (VND)</b>
1	Profit before tax		71,314,352,892
2	Corporate income tax		15,047,150,826
3	Profit after tax		56,267,202,066
4	Remuneration and bonuses for the BOD, BOS, and the Company's Executive Management	2%	1,125,344,041
5	Development investment fund	10%	5,626,720,208
6	Provision for welfare and rewards fund	20%	11,253,440,413
7	Remaining profit after provisioning for funds	68%	38,261,697,404
8	Dividend distributed in rounded cash amounts (1,159 VND/share)		38,247,000,000

##### **2. Profit Distribution Plan for the Year 2025:**

<b>No.</b>	<b>Description</b>	<b>Percentage</b>
1	Profit after tax	Profit after tax
2	Remuneration and bonuses for the BOD, BOS, and the Company's Executive Management	Profit after tax * 2%
3	Development investment fund	Profit after tax * 10%
4	Provision for welfare and rewards fund	Profit after tax * 20%

5	Remaining profit after provisioning for funds	(5)=(1)-(2)-(3)-(4)
6	Expected cash dividend distribution	68% * Profit after tax

**VI. PROPOSAL FOR APPROVAL OF SALARIES, REMUNERATION, AND BONUSES FOR THE BOD, BOS, AND EXECUTIVE MANAGEMENT FOR THE YEAR 2024 AND THE SALARY, REMUNERATION, AND BONUS PLAN FOR THE BOD, BOS, AND EXECUTIVE MANAGEMENT FOR THE YEAR 2025**

**❖ Performance Results in 2024:**

1. Salaries for the BOD, BOS, and Executive Management:

Total salary fund allocated : 2,726,400,000 VND per year.

Actual salaries paid : 2,593,055,000 VND per year.

2. Remuneration and Bonuses for the BOD, BOS, and Executive Management:

Total remuneration and bonuses allocated: 910,643,819 VND per year.

Remuneration and bonuses paid : 736,721,027 VND per year.

**❖ Remuneration and Bonuses for the BOD, BOS, and Executive Management for 2025:**

Based on Circular No. 28/2016/TT-BLDTBXH dated September 1, 2016, which provides guidance on Decree No. 53/2016/ND-CP regarding labor, salaries, remuneration, and bonuses for companies with state-controlled shares or capital contributions. The profit plan for 2025 is projected at 82 billion VND, therefore the adjustment factor will increase by a maximum of 0.5 times the basic salary. Khanh Hoa Sanest Soft Drink Joint Stock Company proposes the following salary and remuneration levels for the Board of Directors and the Supervisory Board for 2025:

1. Salaries for the Full-time Board of Directors, Supervisory Board, and Executive Management:

- General Director : 48,800,000 VND/person/month.

- Member of the BOD, Deputy General Director : 41,700,000 VND/person/month.

- Deputy General Director : 41,700,000 VND/person/month.

- Head of the BOS : 44,000,000 VND/person/month.

- Chief Accountant : 37,100,000 VND/person/month.

Based on the actual business performance of the Company, if the realized profit reaches 100 billion VND, the salary fund will be applied as specified in point b of Section 2, Article 13 of Circular 28/2016/TT-BLDTBXH.

2. Remuneration for Members of the BOD and BOS:

- Chairman of the BOD : 13,700,000 VND/person/month.
- Member of the BOD : 9,600,000 VND/person/month.
- Member of the BOS : 6,000,000 VND/person/month.

### 3. Bonus Levels for 2025

Based on point a of Section 2, Article 18 of Circular 28/2016/TT-BLDTBXH, if the actual profit is equal to or higher than the planned profit, the maximum bonus fund for the company's managers shall not exceed 1.5 months of the average actual salary paid to the full-time management personnel.

## VII. PROPOSAL FOR BUSINESS PRODUCTION AND INVESTMENT PLAN FOR THE 2025

### 1. Production, business and profit plan:

Based on the business performance results of 2025, and considering the forecasted socio-economic conditions both domestically and internationally for 2025, which predict continued challenges and a gradual economic recovery moving towards stability, with global inflation expected to decrease, and consumer demand for goods anticipated to rise. In light of this situation, the company has developed the following main points for the 2025 business and production plan:

No.	Indicator	Unit	Plan for the year 2025
1	Revenue	billion VND	1,310
2	Profit before tax	billion VND	82.00
3	Profit after tax	billion VND	65.60
4	Profit after tax /Charter capital	%	19.88
5	Basic earnings per share	VND/share	1,590

→ The leadership team and all employees of the company are united and determined to strive to achieve and exceed the 2025 plan targets.

### 2. Investment Plan:

Investment projects will continue to be implemented, ensuring compliance with the proper procedures and legal regulations, and will soon be operational to bring efficiency to the Company. Specifically:

- Development of swiftlet caves and swiftlet houses systems to standards:

- + The policy to develop of swiftlet caves and swiftlet houses systems was approved by the General Meeting of Shareholders through Resolution No. 01/2020 dated June 26, 2020. To date, the Company has completed construction and put into operation 07 swiftlet houses.

- + To continue to ensure a proactive supply of raw materials, the goal each

year is to develop, in cooperation, at least 05 swiftlet houses nationwide.

+ Carry out basic construction works, invest in machinery, equipment, and vehicles to meet the production and business needs and develop new products, with an estimated cost of about 35 billion VND.

During the operation and implementation of the projects, additional unforeseen costs may arise and new projects may be added to meet the production and business needs of the unit. The Board of Directors proposes that the General Meeting of Shareholders authorizes the BOD to implement the projects, ensuring compliance with legal regulations, the Company's Charter, and to report back to the General Meeting of Shareholders next year.

## **VIII. PROPOSAL ON TRANSACTIONS WITH RELATED PARTIES**

To facilitate production and business activities, save costs, and ensure compliance with regulations stated in Article 167 of the Law on Enterprises and Article 293 of Decree 155 concerning the approval of contracts and transactions with related persons, the Board of Directors hereby submits to the General Meeting of Shareholders:

1. Approve all economic contracts (including loan and guarantee contracts) between Khanh Hoa Sanest Soft Drink Joint Stock Company and related organizations that are valued at 35% or more of the total asset value recorded in the most recent financial statements, or transactions that lead to a total transaction value from the date the first transaction occurred until the annual General Meeting of Shareholders in 2026.

2. Approve all contracts and transactions related to borrowing and selling assets that are greater than 10% of the total asset value of the Company as recorded in the most recent financial report, between Khanh Hoa Sanest Soft Drink Joint Stock Company and shareholders owning 51% or more of the total voting shares, or related persons of such shareholders.

The list of these organizations with transaction details in section 1 and section 2 attached.

3. The General Meeting of Shareholders authorizes the Board of Directors and the Company's Board of Management to sign and execute the aforementioned economic contracts. The authorization period is from the date the annual General Meeting of Shareholders 2025 approves until the day of the annual General Meeting of Shareholders 2026.

### **APPENDIX: LIST OF ATTACHED CONTRACTS**

<b>No.</b>	<b>Name of organization</b>	<b>Relationship with the Company</b>	<b>BRN</b>	<b>Address</b>	<b>Main content of the contract</b>	<b>Effective signing date of the contract</b>
1	Khanh Hoa	Parent company	4200338918	No. 248	- Purchase and	

No.	Name of organization	Relationship with the Company	BRN	Address	Main content of the contract	Effective signing date of the contract
	Salanganes Nest Company	owning 51.06% of charter capital		Thong Nhat Phuong Son Nha Trang Khanh Hoa	sale of Khanh Hoa Salanganes Nest products. - Purchase and sale of Sanest bird's nest beverages, materials, and ingredients. - Vehicle and fuel rental. - Land leasing.	
2	Sanest Khanh Hoa One Member Limited Liability Company	The subsidiary is wholly owned by Khanh Hoa Sanest Soft Drink JSC with 100% of the charter capital.	4201853950	Lot No. 10, Dien Phu - VCN Industrial Zone, Dien Phu, Dien Khanh, Khanh Hoa	- Purchase and sale of Sanest products, refined bird's nest, and Smart products. - Renting premises, renting warehouses.	
3	Khanh Hoa Salanganes Nest Soft Drink Joint Stock Company	The company is owned 51% by Khanh Hoa Salanganes Nest Company	4201624478	National Highway 1 Cu Thanh Suoi Hiep Dien Khanh Khanh Hoa	Purchase and sale of Sanest bird's nest beverages, Sanvinest product lines, raw materials, and packaging materials.	From the date the 2025 AGM approves until the date of the 2026 AGM.
4	Khanh Hoa Materials Supply One Member Limited Liability Company	Wholly-owned subsidiary of Khanh Hoa Salanganes Nest Soft Drink Joint Stock Company	4201767187	National Highway 1 Cu Thanh Suoi Hiep Dien Khanh Khanh Hoa	Purchase refined bird's nest products.	
5	Sanest Tourist Travel One Member Limited Liability Company	The company is wholly owned by Khanh Hoa Salanganes Nest Company with 100% of the charter capital.	4201675948	89 Thong Nhat Van Thang Nha Trang Khanh Hoa	Rent vehicles, educational tour services.	



No.	Name of organization	Relationship with the Company	BRN	Address	Main content of the contract	Effective signing date of the contract
6	Sanna Khanh Hoa Beverage Joint Stock Company	The company is owned 51% by Khanh Hoa Salanganes Nest Company	4201675930	National Highway 1 My Thanh Cam Think Dong Cam Ranh Khanh Hoa	- Sell Sanest bird's nest beverages. - Purchase Sanna beverage products.	From the date the 2025 AGM approves until the date of the 2026 AGM.
7	North-South Route Services One Member Limited Liability Company	The company is wholly owned by Khanh Hoa Salanganes Nest Company with 100% of the charter capital.	4201766761	National Highway 1 My Thanh Cam Think Dong Cam Ranh Khanh Hoa	- Sell Sanest bird's nest beverages. - Purchase fuel and other services.	
8	Sanatech Land Design and Construction Limited Liability Company	The company is wholly owned by Khanh Hoa Salanganes Nest Company with 100% of the charter capital.	4201680056	55 Ngo Gia Tu, Tan Lap Nha Trang Khanh Hoa	- Sell Sanest bird's nest beverages. - Purchase materials, construct fixed assets, consulting fees, repair assets.	
9	Khanh Hoa Salanganes Nest Tourism Services One Member Limited Liability Company and Khanh Hoa – Lam Dong Salanganes Nest Restaurant	The company is wholly owned by Khanh Hoa Salanganes Nest Company with 100% of the charter capital.	5801357762	40 Phan Dinh Phung, Ward 1, Da Lat, Lam Dong	Sell Sanest bird's nest beverages.	
10	Cam Think Coconut Farm One Member Limited Liability Company	The company is wholly owned by Khanh Hoa Salanganes Nest Company with 100% of the charter capital.	4201766754	National Highway 1 My Thanh Cam Think Dong Cam Ranh Khanh Hoa	Sell Sanest bird's nest beverages.	
11	Khanh Hoa Salanganes' Nest Product	The company is wholly owned by Khanh Hoa	4201766786	04 Pham Van Dong Vinh Tho	Promotion, services	

<b>No.</b>	<b>Name of organization</b>	<b>Relationship with the Company</b>	<b>BRN</b>	<b>Address</b>	<b>Main content of the contract</b>	<b>Effective signing date of the contract</b>
	Promotion and Restaurant One Member Limited Liability Company	Salanganes Nest Company with 100% of the charter capital.		Nha Trang Khanh Hoa		
12	Khanh Hoa Salanganes Nest Restaurant One Member Limited Liability Company	The company is wholly owned by Khanh Hoa Salanganes Nest Company with 100% of the charter capital.	4201766779	22 Pham Van Dong Vinh Tho Nha Trang Khanh Hoa	Promotion, services	
13	Fishsan Aquaculture One Member Limited Liability Company	The company is wholly owned by Khanh Hoa Salanganes Nest Company with 100% of the charter capital.	4201766793	10 Yersin Van Thanh Nha Trang Khanh Hoa	Purchase and sale of refined bird's nest products.	
14	Crown Beverage Cans Dong Nai Limited	Strategic shareholder owning 10% of charter capital	3601010551	19 Road 3A, An Binh Bien Hoa Dong Nai	Dividend payment	
15	Crown Beverage Cans Da Nang Limited	Belonging to the same group as Crown Beverage Cans Dong Nai Limited (Crown Holdings Incorporated)	0401487912	Lot K, Road 6, Lien Chieu Industrial Park Hoa Hiep Bac Lien Chieu Da Nang	Purchase packaging materials.	
16	Nha Trang Tourism and Trade Joint Stock Company	Related organization	4200237638	180 Thong Nhat Phuong Sai Nha Trang	Services, premises...	

**IX. PROPOSAL FOR SELECTING THE AUDIT FIRM FOR THE 2025 FINANCIAL STATEMENTS**

Khanh Hoa Sanest Soft Drink Joint Stock Company respectfully submits to the General Meeting of Shareholders to authorize the Chairman of the Board of Directors to decide on selecting one of the following independent audit firms to audit the Company's 2025 Financial Statements:

- AAC Auditing and Accounting Company Limited
- A&C Auditing and Consulting Company Limited – Nha Trang Branch
- PwC (Viet Nam) Limited
- AASC Auditing Firm Company Limited
- FAC Auditing Company Limited

**X. PROPOSAL FOR THE DISMISSAL AND ELECTION OF REPLACEMENT MEMBERS OF THE BOARD OF DIRECTOR**

- Dismiss Mr. Le Huynh Phung from the position of Member of the BOD of Khanh Hoa Sanest Soft Drink Joint Stock Company, effective from the end of the annual General Meeting of Shareholders on March 26, 2025.

- Elect Mr. Le Hoang Anh as a new Member of the BOD of Khanh Hoa Sanest Soft Drink Joint Stock Company for the term 2022 - 2027.

**XI. PROPOSAL FOR AMENDING THE CHARTER OF ORGANIZATION AND OPERATION**

The Board of Directors of Khanh Hoa Sanest Soft Drink Joint Stock Company respectfully submits to the General Meeting of Shareholders for consideration and approval of amendments and supplements to the Charter of Organization and Operation of Khanh Hoa Sanest Soft Drink Joint Stock Company in order to align with the current operational and management situation of the Company as follows:

<b>Amendment Clause</b>	<b>Current Charter Content</b>	<b>Charter Content After Amendment</b>	<b>Basis and Reason for Amendment</b>
Article 2	Name, Type of Business, Head Office, Branches, Representative Offices, Business Locations, and Operating Period of the Company's Operations		
Clause 3	<b>Head Office Address:</b> National Highway 1A, My Thanh, Cam Thinh Dong, Cam Ranh, Khanh Hoa	<b>Head Office Address:</b> National Highway 1, Cam Thinh Dong Ward, Cam Ranh City, Khanh Hoa Province, Vietnam	To meet the company's production and business operation needs.

**XII. PROPOSAL FOR SUPPLEMENTATION OF THE COMPANY'S BUSINESS REGISTRATION LINES**

The Board of Directors respectfully submits to the General Meeting of Shareholders the proposal to add the following business lines to the Business Registration Certificate of Khanh Hoa Sanest Soft Drink Joint Stock Company:

1. Add the following business lines:

No.	Industry Name	Industry Code
1	Manufacturing of starch and starch products	1062
2	Manufacturing of prepared meals and foods	1075
3	Manufacturing of cosmetics, soaps, detergents, polishing, and sanitary preparations Detail: Manufacturing of cosmetics	2023
4	Wholesale of other household items Detail: Wholesale of perfumes, cosmetics, and sanitary preparations	4649
5	Sauna, massage, and similar health enhancement services (excluding sports activities)	9610

2. Authorize the Company's Board of Directors to complete the procedures for registering additional business lines at the Khanh Hoa Department of Planning and Investment, amend the Company's Charter, and complete other related procedures as required by law.

### **XIII. DRAFT RESOLUTION FOR THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**KHANH HOA SANEST SOFT DRINK  
JOINT STOCK COMPANY**

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

No: 01/2025-ĐHĐCĐ

*Cam Think, March 26, 2025*

**DRAFT**

### **RESOLUTION**

#### **2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

*- Based on the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*

*- Based on the Charter of Organization and Operation of Khanh Hoa Sanest Soft Drink Joint Stock Company;*

*- Based on the Minutes of the 2025 Annual General Meeting of Shareholders of Khanh Hoa Sanest Soft Drink Joint Stock Company held on March 26, 2025.*

### **RESOLUTION:**

Today, March 26, 2025, the Annual General Meeting of Shareholders of Khanh Hoa Sanest Soft Drink Joint Stock Company was held with the participation

of ..... shareholders and shareholder representatives, owning and representing ownership for ..... voting shares, constituting ..... of the total voting shares of the Company.

After reviewing the contents of the reports and proposals, the Meeting discussed and unanimously voted to approve the following items:

**Article 1: Reports at the Meeting**

➤ **Report on the Production and Business Results in 2024 and the Production and Business Direction for 2025 by the Board Of Management**

Voting approval rate: ..... shares, constituting .....% of the voting shares present at the meeting.

➤ **Report of the Board of Directors Evaluating the Company's Management and Administration in 2024 and Operational Plan for 2025**

Voting approval rate: ..... shares, constituting .....% of the voting shares present at the meeting.

➤ **Report on Appraisal of Production and Business Results in 2024 and Directions and Tasks for 2025 of the Supervisory Board**

Voting approval rate: ..... shares, constituting .....% of the voting shares present at the meeting.

**Article 2: Proposals at the Meeting**

➤ **Proposal for Approval of The Audited Financial Statements for the year 2024**

Voting approval rate: ..... shares, constituting .....% of the voting shares present at the meeting.

➤ **Proposal for the Distribution of Profits for the year 2024 and the Profit Distribution Plan for the year 2025**

**1. Distribution of Profits for the year 2024 (according to the Consolidated Financial Statements):**

No.	Description	Percent	Amount (VND)
1	Profit before tax		71,314,352,892
2	Corporate income tax		15,047,150,826
3	Profit after tax		56,267,202,066
4	Remuneration and bonuses for the BOD, BOS, and the Company's Executive Management	2%	1,125,344,041
5	Development investment fund	10%	5,626,720,208
6	Provision for welfare and rewards fund	20%	11,253,440,413

No.	Description	Percent	Amount (VND)
7	Remaining profit after provisioning for funds	68%	38,261,697,404
8	Dividend distributed in rounded cash amounts (1,159 VND/share)		38,247,000,000

## 2. Profit Distribution Plan for the year 2025:

No.	Description	Percentage
1	Profit after tax	Profit after tax
2	Remuneration and bonuses for the BOD, BOS, and the Company's Executive Management	Profit after tax * 2%
3	Development investment fund	Profit after tax * 10%
4	Provision for welfare and rewards fund	Profit after tax * 20%
5	Remaining profit after provisioning for funds	(5)=(1)-(2)-(3)-(4)
6	Expected cash dividend distribution	68% * Profit after tax

Voting approval rate: ..... shares, constituting .....% of the voting shares present at the meeting.

➤ **Proposal for Approval of Salaries, Remuneration, and Bonuses for the BOD, BOS, and Executive Management for the year 2024 and the Salary, Remuneration, and Bonus Plan for the BOD, BOS, and Executive Management for the year 2025**

### I. Performance Results in 2024:

1. Salaries for the BOD, BOS, and Executive Management:

Total salary fund allocated : 2,726,400,000 VND per year.

Actual salaries paid : 2,593,055,000 VND per year.

2. Remuneration and Bonuses for the BOD, BOS, and Executive Management:

Total remuneration and bonuses allocated: 910,643,819 VND per year.

Remuneration and bonuses paid : 736,721,027 VND per year.

### II. Remuneration and Bonuses for the BOD, BOS, and Executive Management for 2025:

Based on Circular No. 28/2016/TT-BLDTBXH dated September 1, 2016,

which provides guidance on Decree No. 53/2016/ND-CP regarding labor, salaries, remuneration, and bonuses for companies with state-controlled shares or capital contributions. The profit plan for 2025 is projected at 82 billion VND, therefore the adjustment factor will increase by a maximum of 0.5 times the basic salary. Khanh Hoa Sanest Soft Drink Joint Stock Company proposes the following salary and remuneration levels for the Board of Directors and the Supervisory Board for 2025:

1. Salaries for the Full-time Board of Directors, Supervisory Board, and Executive Management:

- General Director : 48,800,000 VND/person/month.
- Member of the BOD, Deputy General Director : 41,700,000 VND/person/month.
- Deputy General Director : 41,700,000 VND/person/month.
- Head of the BOS : 44,000,000 VND/person/month.
- Chief Accountant : 37,100,000 VND/person/month.

Based on the actual business performance of the Company, if the realized profit reaches 100 billion VND, the salary fund will be applied as specified in point b of Section 2, Article 13 of Circular 28/2016/TT-BLDTBXH.

2. Remuneration for Members of the BOD and BOS:

- Chairman of the BOD : 13,700,000 VND/person/month.
- Member of the BOD : 9,600,000 VND/person/month.
- Member of the BOS : 6,000,000 VND/person/month.

3. Bonus Levels for 2025

Based on point a of Section 2, Article 18 of Circular 28/2016/TT-BLDTBXH, if the actual profit is equal to or higher than the planned profit, the maximum bonus fund for the company's managers shall not exceed 1.5 months of the average actual salary paid to the full-time management personnel.

Voting approval rate: ..... shares, constituting .....% of the voting shares present at the meeting.

### ➤ **Proposal for Business Production and Investment Plan for 2025**

#### **1. Production, business and profit plan:**

Based on the business performance results of 2025, and considering the forecasted socio-economic conditions both domestically and internationally for 2025, which predict continued challenges and a gradual economic recovery moving towards stability, with global inflation expected to decrease, and consumer demand for goods anticipated to rise. In light of this situation, the company has developed the following main points for the 2025 business and production plan:

No.	Indicator	Unit	Plan for the year 2025
1	Revenue	billion VND	1,310
2	Profit before tax	billion VND	82.00
3	Profit after tax	billion VND	65.60
4	Profit after tax /Charter capital	%	19.88
5	Basic earnings per share	VND/share	1,590

→ The leadership team and all employees of the company are united and determined to strive to achieve and exceed the 2025 plan targets.

## **2. Investment Plan:**

Investment projects will continue to be implemented, ensuring compliance with the proper procedures and legal regulations, and will soon be operational to bring efficiency to the Company. Specifically:

- Development of swiftlet caves and swiftlet houses systems to standards:

+ The policy to develop of swiftlet caves and swiftlet houses systems was approved by the General Meeting of Shareholders through Resolution No. 01/2020 dated June 26, 2020. To date, the Company has completed construction and put into operation 07 swiftlet houses.

+ To continue to ensure a proactive supply of raw materials, the goal each year is to develop, in cooperation, at least 05 swiftlet houses nationwide.

+ Carry out basic construction works, invest in machinery, equipment, and vehicles to meet the production and business needs and develop new products, with an estimated cost of about 35 billion VND.

During the operation and implementation of the projects, additional unforeseen costs may arise and new projects may be added to meet the production and business needs of the unit. The Board of Directors proposes that the General Meeting of Shareholders authorizes the BOD to implement the projects, ensuring compliance with legal regulations, the Company's Charter, and to report back to the General Meeting of Shareholders next year.

Voting approval rate: ..... shares, constituting .....% of the voting shares present at the meeting.

### **➤ Proposal on Transactions with Related Parties**

Voting approval rate: ..... shares, constituting .....% of the voting shares present at the meeting.

### **➤ Proposal for Selecting the Audit Firm for the 2025 Financial Statements**

Khanh Hoa Sanest Soft Drink Joint Stock Company respectfully submits to



the General Meeting of Shareholders to authorize the Chairman of the Board of Directors to decide on selecting one of the following independent audit firms to audit the Company's 2025 Financial Statements:

- AAC Auditing and Accounting Company Limited
- A&C Auditing and Consulting Company Limited – Nha Trang Branch
- PwC (Viet Nam) Limited
- AASC Auditing Firm Company Limited
- FAC Auditing Company Limited

Voting approval rate: ..... shares, constituting .....% of the voting shares present at the meeting.

➤ **Proposal for the Dismissal and Election of Replacement Members of The Board Of Director**

Voting approval rate: ..... shares, constituting .....% of the voting shares present at the meeting.

➤ **Proposal for Amending the Charter of Organization and Operation**

Voting approval rate: ..... shares, constituting .....% of the voting shares present at the meeting.

➤ **Proposal for Supplementation of the Company's Business Registration Lines**

Voting approval rate: ..... shares, constituting .....% of the voting shares present at the meeting.

**Article 3: Election Results for the Replacement Member of the Board of Directors for the 2022 - 2027 term:**

Mr./Ms. .... holds the position of Member of the Board of Directors with an approval voting ratio of ..... shares, constituting .....% of the voting shares present at the meeting.

**Article 4: The Resolution of the 2025 Annual General Meeting of Shareholders of Khanh Hoa Sanest Soft Drink Joint Stock Company is adopted at the Meeting.**

The Board of Directors, the Supervisory Board, the Executive Board, and all shareholders of Khanh Hoa Sanest Soft Drink Joint Stock Company are responsible for the implementation of this resolution.

This resolution takes effect from the date of signing.

**KHANH HOA SANEST SOFT DRINK JSC  
ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN**

**Recipients:**

- As above;
- Filed at: Office, Board of Directors  
(Documents of the 2025 AGM).