

VEXILLA VIET NAM GROUP JOINT STOCK COMPANY

Address of headoffice: Room 14.21, 14th Floor, Golden King Building, 15 Nguyen
Luong Bang Street, Tan Phu Ward, District 7, Ho Chi Minh City, Vietnam.

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Website: <http://solavina.vn/>

**ANNUAL REPORT
YEAR 2024**

Ho Chi Minh City, April 2025



**VEXILLA VIET NAM GROUP
JOINT STOCK COMPANY**

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

Ho Chi Minh City, April 17 2025

ANNUAL REPORT

Year 2024

To: The State Securities Commission
Vietnam Stock Exchange
Hanoi Stock Exchange

I. GENERAL INFORMATION

1. General information

- Trading name : **Vexilla Viet Nam Group Joint Stock Company**
- Abbreviated trading name : **Vexilla Group.,JSC**
- Securities code : **SVN**
- Business Registration Certificate No : 0101612880, issued for the first time by the Ho Chi Minh City Department of Planning and Investment on February 21, 2005, and registered for the 22nd amendment on May 26, 2023.
- Charter capital : 210,000,000,000 VND (*In words: Two hundred ten billion VND*)
- Owner's capital : 210,000,000,000 VND (*In words: Two hundred ten billion VND*)
- Address : Room 14.21, 14th Floor, Golden King Building, 15 Nguyen Luong Bang Street, Tan Phu Ward, District 7, Ho Chi Minh City, Vietnam
- Telephone : (083) 3579 0106 Fax: 04.37835103
- Website : <http://solavina.vn/>
- **Establishment and development process**

Vexilla Vietnam Joint Stock Group was formerly known as 249 Construction and Trading Joint Stock Company, established in February 2005 with a charter capital of 500,000,000 VND, primarily operating in trade, goods agency, and small-scale services.

By 2009, the company was renamed Solavina Joint Stock Company and shifted its focus to investment, deepening its involvement in construction and manufacturing of building materials.

On July 19, 2011, the company listed its shares on the Hanoi Stock Exchange under the stock code SVN.

At the beginning of 2016, the company's business operations underwent a significant shift, moving from construction and installation to agriculture, agricultural product trading, and high-tech medicinal processing with strict management over product quantity and quality, ensuring cleanliness and safety standards. The company focused on establishing cultivation areas in Hoa Binh, Dak Lak, Kon Tum, and Dak Nong, producing and distributing products such as SV16, cordyceps, and cao ca gai leo, along with other agricultural goods.

Since 2019, the company transitioned its business operations from agriculture to real estate and construction. In the coming period, the company aims to become a multi-industry, multi-sector enterprise. Currently, it is investing in Cyan Joint Stock Company with the "Cyan Hotel and Tourism Complex" project, covering approximately 17.6 hectares, with an operational period of 50 years starting from September 15, 2010.

The years 2020-2021 were challenging for Vietnamese businesses in particular and the global economy in general due to the heavy impact of COVID-19. The company primarily focused on trading agricultural products, its traditional and strong business area. Additionally, it restructured capital sources and recovered ineffective investments, resulting in stable revenue and profits.

In 2022, as COVID-19 was largely controlled and the economy showed strong recovery, the company invested in Lung Lo 5 Investment and Development Joint Stock Company (a reputable enterprise in construction and real estate) and established a subsidiary, M&S Trading Joint Stock Company, specializing in wholesale mining coal.

In 2023, the company contributed an additional 4 billion VND to its subsidiary, M&S Trading Joint Stock Company.

In 2024, the Board of Directors approved divestment from Lung Lo 5 Investment and Development Joint Stock Company and Veridian Joint Stock Company.

2. BUSINESS LINES AND LOCATIONS OF THE BUSINESS

2.1. Business lines

No	Sector Code	Sector name
1	4322	Installation of water supply and drainage systems, heating, and air conditioning systems (excluding mechanical processing, waste recycling, and electroplating at the headquarters)

No	Sector Code	Sector name
		(excluding the installation of refrigeration equipment (freezing equipment, cold storage, ice machines, air conditioners, water coolers) using R22 refrigerant in the seafood processing sector)
2	4329	Installation of other construction systems
3	4330	Completion of construction works
4	4390	Other specialized construction activities
5	4511	Wholesale of automobiles and other motor vehicles Details: Trading and consignment of all types of automobiles
6	4610	Agency, brokerage, and goods auction activities Details: Sales agency and brokerage for goods (excluding goods auction activities)
7	4620 (Main)	Wholesale of agricultural and forestry raw materials (excluding wood, bamboo, and rattan) and live animals Details: Wholesale of rice, corn, and other grains Wholesale of agricultural, forestry, and aquatic products (not conducted at the headquarters)
8	4632	Wholesale of food products Details: Wholesale of fruits and vegetables, wholesale of meat and meat products, wholesale of seafood, wholesale of coffee, wholesale of tea, wholesale of sugar, milk and dairy products, confectionery and processed cereal, flour, and starch products Wholesale of other food products: Wholesale of functional foods, trading in raw materials for functional food production, and chemicals for functional food production (not conducted at the headquarters)
9	4649	Wholesale of other household goods Details: Wholesale of pharmaceuticals, medical equipment, and medicinal materials
10	4651	Wholesale of computers, peripherals, and software
11	4652	Wholesale of electronic and telecommunications equipment and components
12	4653	Wholesale of agricultural machinery, equipment, and spare parts
13	4659	Wholesale of other machinery, equipment, and spare parts
14	4661	Wholesale of solid, liquid, and gaseous fuels and related products (excluding liquefied petroleum gas (LPG) trading at the headquarters)
15	4662	Wholesale of metals and metal ores Details: Wholesale of metal ores, wholesale of iron and steel, wholesale of other metals, wholesale of gold, silver, and other precious metals (excluding gold bullion trading) (For regulated business sectors, the enterprise may only operate once it meets the legal requirements.)
16	4663	Wholesale of other construction materials and equipment Details: Trading in construction materials

No	Sector Code	Sector name
17	4669	Wholesale of other specialized items not classified elsewhere Details: Wholesale of fertilizers, wholesale of other chemicals (excluding those used in agriculture) (The enterprise may only operate in these sectors upon meeting legal requirements and must ensure compliance throughout its operations.)
18	0118	Cultivation of vegetables, legumes, and flowers
19	0128	Cultivation of spices, medicinal plants, and perennial aromatic plants
20	0131	Propagation and care of annual seedlings
21	0132	Propagation and care of perennial seedlings
22	0150	Mixed farming and animal husbandry
23	0161	Crop services activities Details: Production and trading of medicinal plant seeds and spice plant seeds
24	0210	Forestry plantation, forest care, and nursery of forestry tree seedlings
25	0231	Exploitation of other forest products excluding timber
26	0321	Marine aquaculture
27	0322	Inland aquaculture
28	8230	Organization of trade promotion and introduction activities Details: Organization of events, conferences, seminars, inaugurations, and exhibitions of goods (excluding activities with fire, explosions, and the use of explosives, flammable substances, or chemicals as props for art programs, events, or film production)
29	8299	Other business support services not classified elsewhere Details: Import-export of the company's traded goods (excluding gold, waste, and scrap materials)
30	8560	Educational support services
31	9329	Other recreational activities not classified elsewhere (excluding gambling for foreigners and online prize-winning electronic games)
32	7320	Market research and public opinion polling
33	7490	Other professional, scientific, and technological activities not classified elsewhere Details: Technology transfer consultancy for medicinal plant seeds and forestry seedlings
34	7710	Rental of motor vehicles
35	4690	General wholesale (excluding the wholesale of gas cylinders, chemicals, liquefied petroleum gas, oil sludge, gold bullion, hunting or sports guns and ammunition, and precious metals coins; Complies with Decision No. 64/2009/QĐ-UBND dated July 31, 2009, and Decision No. 79/2009/QĐ-UBND dated October 17, 2009, of Ho Chi Minh City People's Committee on

No	Sector Code	Sector name
		the approval of agricultural product planning in Ho Chi Minh City)
36	0899	Other mining activities not classified elsewhere Details: Extraction, processing, and trading of minerals (excluding minerals prohibited by the State)
37	1020	Processing and preservation of seafood and seafood products
38	1030	Processing and preservation of vegetables and fruits
39	1079	Production of other food products not classified elsewhere Details: Production of functional foods (The enterprise may only operate upon meeting legal requirements and must ensure compliance throughout its operations)
40	1702	Production of corrugated paper, cardboard, and packaging from paper and cardboard
41	2100	Production of medicines, pharmaceuticals, and medicinal materials Details: Production of medicines, pharmaceuticals, and medicinal materials (excluding chemical production at the headquarters)
42	2392	Manufacturing of building materials from clay (not conducted at the headquarters)
43	2393	Manufacturing of other ceramic products
44	2394	Production of cement, lime, and gypsum (not conducted at the headquarters)
45	2592	Mechanical processing; metal treatment and coating Details: Processing, manufacturing, and installation of mechanical products, metal structures, construction equipment, and components for industrial and civil projects
46	2599	Manufacture of other metal products not classified elsewhere
47	2610	Manufacture of electronic components
48	2620	Manufacture of computers and peripheral equipment
49	2630	Manufacture of communication equipment
50	2640	Manufacture of consumer electronics
51	2710	Manufacture of motors, generators, transformers, and electrical distribution and control apparatus
52	2731	Manufacture of optical fiber cables and optical cables
53	2732	Manufacture of other electrical and electronic wires and cables
54	2733	Manufacture of various electrical wiring devices
55	2740	Manufacture of lighting equipment
56	2750	Manufacture of household electrical appliances
57	2790	Manufacture of other electrical equipment
58	2811	Manufacture of engines and turbines (excluding aircraft, automobile, motorcycle, and motorbike engines)
59	2812	Manufacture of equipment utilizing condensation energy
60	2813	Manufacture of pumps, compressors, faucets, and other valves

No	Sector Code	Sector name
61	2814	Manufacture of bearings, gears, gearboxes, and mechanical transmission components
62	2815	Manufacture of ovens, furnaces, and kilns
63	2816	Manufacture of lifting, handling, and loading equipment
64	2817	Manufacture of office machinery and equipment (excluding computers and peripheral equipment)
65	2818	Manufacture of handheld tools powered by motors or pneumatics
66	2819	Manufacture of general-purpose machinery (excluding the manufacture and assembly of household air conditioners (air conditioners with a capacity of 48,000 BTU or less) using R22 refrigerant)
67	2829	Manufacture of other specialized machinery Details: Manufacture of other specialized machinery not classified elsewhere (excluding the manufacture and assembly of household air conditioners (air conditioners with a capacity of 48,000 BTU or less) using R22 refrigerant)
68	4932	Other road passenger transport Details: Passenger transport services by automobile under contract
69	4933	Road freight transport (excluding gas liquefaction for transportation)
70	5022	Inland waterway freight transport
71	5210	Warehousing and storage of goods
72	5222	Direct support services for waterway transport
73	5224	Cargo handling (excluding air cargo handling)
74	5510	Short-term accommodation services Details: Hotel services
75	5610	Restaurants and mobile food service activities Details: Restaurant business (excluding bar, karaoke, and dance club businesses)
76	5621	Catering services based on occasional contracts with customers
77	5629	Other food service activities
78	7730	Rental of machinery, equipment, and tangible goods without operators Details: Rental of construction machinery and equipment without operators
79	7740	Rental of intangible non-financial assets
80	7911	Travel agency activities
81	3100	Manufacture of beds, wardrobes, tables, and chairs
82	3290	Other manufacturing activities not classified elsewhere Details: Manufacture of building materials (not conducted at the headquarters)
83	3311	Repair of fabricated metal products

No	Sector Code	Sector name
84	3312	Repair of machinery and equipment
85	3313	Repair of electronic and optical equipment
86	3314	Repair of electrical equipment
87	3315	Repair and maintenance of transport vehicles (excluding automobiles, motorcycles, motorbikes, and other motorized vehicles)
88	3319	Repair of other equipment
89	3320	Installation of industrial machinery and equipment
90	3530	Production and distribution of steam, hot water, air conditioning, and ice manufacturing (excluding the manufacture and assembly of household air conditioners (air conditioners with a capacity of 48,000 BTU or less) using R22 refrigerant)
91	4291	Construction of water projects
92	4292	Construction of mining projects
93	4293	Construction of processing and manufacturing facilities
94	4299	Construction of other civil engineering projects Details: Construction of non-building structures such as outdoor sports facilities
95	4311	Demolition
96	4312	Site preparation Details: Land leveling
97	4321	Installation of electrical systems
98	4773	Retail sale of other new goods in specialized stores Details: Retail sale of gold, silver, precious stones, semi-precious stones, and jewelry in specialized stores (excluding gold bullion trading)

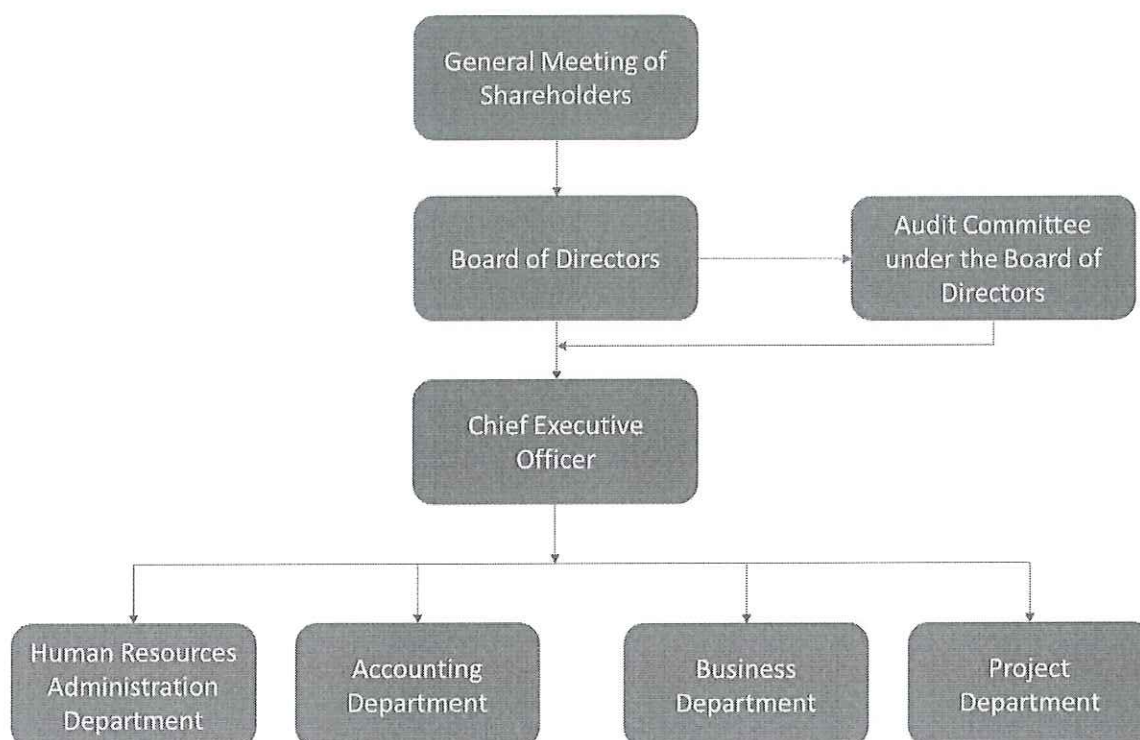
2.2. Business Area

The company operates its business activities nationwide.

3. INFORMATION ON GOVERNANCE MODEL, BUSINESS ORGANIZATION, AND MANAGEMENT STRUCTURE

3.1. Governance Model

Vexilla Vietnam Joint Stock Group is organized as a joint-stock company, comprising the General Meeting of Shareholders, the Board of Directors, the Audit Committee under the Board of Directors, and the Chief Executive Officer.



3.2. Organizational Structure of the Management Apparatus

The organizational structure of the headquarters and branches is as follows:

- **Vexilla Vietnam Joint Stock Group:**

- + Address : Room 14.21, 14th Floor, Golden King Building, No. 15 Nguyen Luong Bang, Tan Phu Ward, District 7, Ho Chi Minh City
- + Phone number : (083) 3579 0106
- + Fax : 04.37835103

- **Branch of Vexilla Vietnam Joint Stock Group in Hanoi:**

- + Business Registration Certificate No. : 0101612880-005, issued for the first time by the Hanoi Department of Planning and Investment on January 3, 2020, and amended for the first time on July 16, 2020.
- + Address : 15th Floor, Viwaseen Building, No. 48 To Huu Street, Trung Van Ward, Nam Tu Liem District, Hanoi City, Vietnam.
- + Branch Director : Mr. Nguyen Van Chien
- + Status : Operational

- **Branch of Solavina Joint Stock Company in Dak Lak:**

- + Business Registration Certificate No. : 0101612880-002, issued for the first time by the Dak Lak Department of Planning and Investment on April 25, 2017.
- + Address : No. 185 Giai Phong Street, Phuoc An Town, Krong Pak District, Dak Lak.
- + Branch Director : Ms. Hoang Thi Thao
- + Status : In the process of closing the branch

- Branch of Solavina Joint Stock Company in Dak Nong:

- + Business Registration Certificate No. : 0101612880-004, issued for the first time by the Dak Nong Department of Planning and Investment on May 24, 2017.
- + Address : Group 2, Nguyen Tat Thanh Street, Nghia Tan Ward, Gia Nghia Town, Dak Nong.
- + Branch Director : Mr. Nguyen Duc Cuong
- + Status : Temporarily suspended

3.3. Functions and Roles of the Management Apparatus and Departments

❖ General Meeting of Shareholders (GMS):

The General Meeting of Shareholders is the highest authority of the Company, comprising all shareholders with voting rights. The General Meeting of Shareholders convenes annually or extraordinarily, at least once a year.

❖ Board of Directors (BOD):

The Board of Directors is elected by the General Meeting of Shareholders and serves as the highest management body of the Company. The Company's business operations and activities are subject to the supervision and direction of the General Meeting of Shareholders. The Board of Directors holds full authority to exercise all rights on behalf of the Company except for the powers assigned to the General Meeting of Shareholders. Key responsibilities of the Board of Directors include:

- Deciding on business development plans and the annual budget;
- Determining the organizational structure of the Company;
- Proposing the issuance of convertible bonds and warrants allowing holders to purchase shares at a pre-determined price;
- Approving the offering price of bonds, shares, and convertible securities when authorized by the General Meeting of Shareholders;

- Reporting to the General Meeting of Shareholders on the appointment of the Chief Executive Officer (CEO);
- Proposing the annual dividend rate and determining interim dividends, as well as organizing dividend payments;
- Proposing the reorganization or dissolution of the Company;
- Exercising other rights as prescribed by law and the Company's Charter.

Current Board of Directors (BOD) Structure

No	Name	Title	Notes
1	Mr. Michael Mare Lee	Chairman of the BOD	
2	Mr. Callum Fraser	Member of the BOD	Independent Member
3	Mr. Nguyen Ngoc Thuyen	Member of the BOD	Independent Member
4	Mr. Nguyen Van Chien	Member of the BOD	Executive Member
5	Ms. Truong Dieu Huong	Member of the BOD	Independent Member

❖ Audit Committee:

The Audit Committee is a specialized body under the Board of Directors. Its rights and responsibilities include:

- Overseeing the accuracy of the company's financial reports and the official announcements related to the company's financial results;
- Reviewing the internal control system and risk management;
- Reviewing related-party transactions within the approval authority of the Board of Directors or the General Meeting of Shareholders and recommending transactions requiring approval from these bodies;
- Supervising the company's internal audit department;
- Recommending an independent auditing firm, fees, and relevant terms in the contract with the auditing firm for approval by the Board of Directors before submission to the Annual General Meeting of Shareholders for final approval;

- Monitoring and assessing the independence and objectivity of the auditing firm, as well as the effectiveness of the auditing process, especially when the company utilizes non-audit services from the auditor;
- Ensuring the company complies with legal regulations, requirements of regulatory authorities, and the company's internal policies.

Current Audit Committee Structure

No	Title	Chức danh
1	Ms. Truong Dieu Huong	Chairperson
2	Mr. Nguyen Ngoc Thuyen	Member

❖ Office of the Chief Executive Officer (CEO):

The CEO is appointed by the Board of Directors and is responsible for organizing, directing, and managing all daily business operations of the Company according to the strategies and plans approved by the Board of Directors and the General Meeting of Shareholders. The CEO's authority and responsibilities are stipulated in the Company's Charter.

❖ Functional Departments:

Human Resources Administration Department:

The Administration Department has the following tasks and functions:

- Developing regulations and policies on personnel organization, administration, and welfare to present to the CEO for approval;
- Receiving, securing, and transferring incoming and outgoing documents; managing and archiving documents signed by the CEO;
- Welcoming and guiding visitors regarding business matters at the Company;
- Guiding units to follow procedures and document processes on recruitment and employment contracts in accordance with Company policies;
- Organizing, managing, archiving, and updating profiles and resumes of staff and employees; verifying employee records;
- Developing annual strategic plans, budgeting, and monthly work plans to present to the CEO for approval;
- Structuring the department's workforce and delegating work to complete the yearly budget and the approved work plans for the department/office periodically;
- Preparing internal reports as per Company regulations and other reports as requested by the Executive Board;

- Creating operational workflows and regulations in the department's field of responsibility; assessing the effectiveness of these processes to continuously improve and optimize the Company's operations;
- Planning staff training, conducting inspections, and resolving complaints and accusations arising during business activities; implementing policies and measures related to the rights and obligations of employees, and handling relevant matters with local authorities upon request.

Accounting Department:

Responsible for updating, processing, and consolidating financial information to promptly record all business activities of the company, preparing financial reports for submission to upper management, overall management of material consumption levels, cost accounting by product, managing capital and debt recovery, calculating payroll for staff and employees, maintaining inventory records, and tracking annual inventory checks.

Business Department:

Advises the Board of Directors and the CEO on business activities:

- Sets goals and sales plans for periodic submission to the CEO for approval and organizes the sale of products and services to achieve approved objectives;
- Provides recommendations for creating sales policies, including pricing, promotions, discounts, and customer outreach programs for CEO approval;
- Searches for and develops new customers within the company's target customer group; directly negotiates contracts with customers;
- Finds, maintains, and fosters relationships with partners and customers; provides customer care as per the company's policies;
- Complies with the company regulations when proposing customer policies during the provision of its products and services;
- Manages revenue and customer debts;
- Drafts economic contracts and sales agreements;
- Undertakes other tasks as requested by the Board of Directors or the CEO.

Project Department:

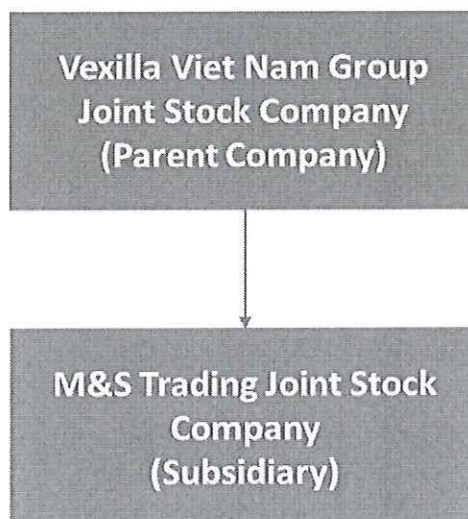
The Project Department functions as an advisor to the Executive Board on investment and construction projects, including planning, appraisal, approval of investment projects, design, and construction cost estimation.

Responsibilities include:

- Setting business plans and strategies suitable for the company over different periods and stages.
- Researching and analyzing the market, developing short-term, medium-term, and long-term plans for the company, and overseeing their implementation.
- Proposing investment projects in construction, infrastructure business, housing development, and tourism,...
- Preparing and submitting pre-feasibility and feasibility reports for investment projects approved by the company's leadership.
- Monitoring and supervising the effective exploitation of investment projects.
- Ensuring compliance with state regulations in the investment sector by project management teams.
- Participating in investment finalization, acceptance, and project utilization stages.
- Evaluating the efficiency of projects post-investment.

3.4. Subsidiaries and Affiliates

Vexilla Vietnam Joint Stock Group is organized and operates under Enterprise Law No. 59/2020/QH14, approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, the Charter of Organization and Operation of Vexilla Vietnam Joint Stock Group, and other relevant legal documents. The company currently has one subsidiary, M&S Trading Joint Stock Company, with an ownership rate of 95.31%.



4. COMPANY DEVELOPMENT ORIENTATION

4.1. Main Objectives of the Company

- Investing in potential enterprises when market conditions and company capabilities allow. Regularly reviewing the company's investments and taking timely actions if investments prove ineffective to preserve capital.

- Based on the predetermined development strategies, the company will build and achieve all objectives approved by the General Meeting of Shareholders.
- Applying new technologies, cutting unreasonable expenditures to reduce costs, and enhancing competitiveness.
- Improving management and operational systems to increase quality and contribute to greater business efficiency.

4.2. Medium- and Long-Term Development Strategy

Facing both opportunities and challenges, to continuously enhance the company's competitiveness, ensure sustainable development, and maximize shareholder profits, the Board of Directors has focused on designing the upcoming development strategy, prioritizing key areas such as:

- Gradually establishing and growing the company into a stable and sustainable enterprise, one of the leading companies in competitiveness within the domestic market.
- Structuring the company's operations to function as a multi-sector, multi-industry enterprise.
- Regularly assessing the efficiency of investment activities to implement timely adjustments and seek additional potential investment opportunities, thereby mitigating investment risks and securing high revenue and profits.

4.3. Sustainable Development Goals

- For society: Vexilla Vietnam Joint Stock Group ensures full tax compliance with the State. Moving forward, the company will continue to uphold and remain committed to fulfilling its social responsibilities.
- For employees: Creating stable employment and income for company staff as well as local and seasonal labor forces.

5. RISKS

5.1. Economic Risks

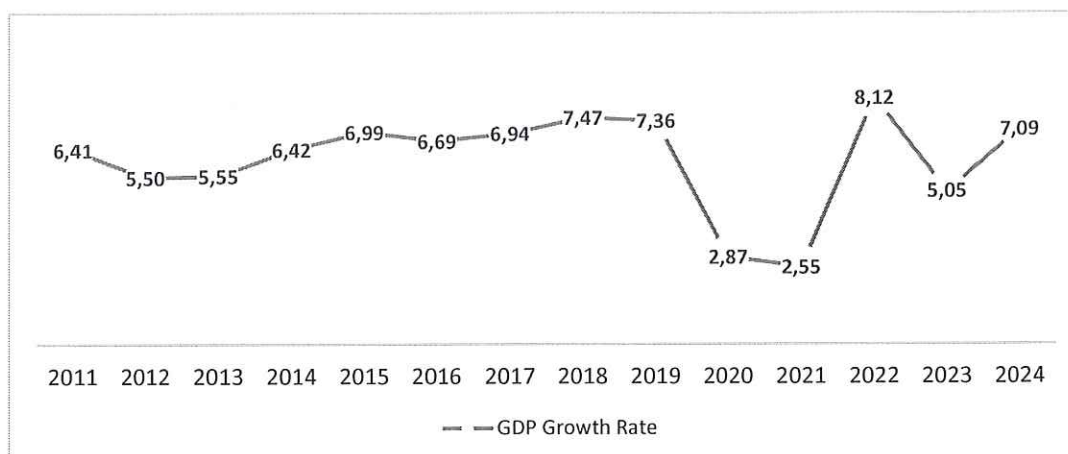
Macroeconomic factors play a crucial role in a company's growth process. Economic risk is identified as a systemic risk stemming from macroeconomic variables, including key factors that impact business operations such as GDP growth rate, inflation, interest rates, and exchange rates, among others. The fluctuations of these factors generally have systemic effects on most industries within the economy. Analyzing the macroeconomic environment helps anticipate the extent of risk impact on growth strategies and ensures the company's operational stability.

- **Risks related to economic growth rate:**

In 2024, the global situation remained complex and unpredictable, with many risk and uncertainty factors. Military conflicts continued to escalate, strategic competition among major countries intensified, trade protectionist policies were strengthened in many nations, public debt and budget deficits increased, some large economies declined, and global supply chains experienced partial disruptions, all affecting global peace, stability, and economic growth. Additionally, natural disasters and extreme weather severely impacted people's lives and socio-economic development in many countries. However, the global economy was gradually stabilizing as global trade improved, inflationary pressures eased, financial market conditions relaxed, and labor markets recovered positively. As of December 2024, most international organizations either maintained or slightly raised global economic growth forecasts by 0.1 to 0.3 percentage points compared to previous predictions, reaching between 2.7% to 3.2%, similar to 2023 growth rates.

In this context, under the leadership of the Party; the support of the National Assembly; the proactive, flexible, decisive, and effective governance of the Government and the Prime Minister; the close coordination of ministries and localities; and the unity, trust, and support of the people and the business community; Vietnam's socio-economic situation in 2024 continued its clear recovery trend, with growth gradually improving month by month and quarter by quarter. Inflation remained below target, major economic balances were maintained, and key sector results met or exceeded targets, making Vietnam a bright spot for economic growth in the region and globally.

According to data from the General Statistics Office, Vietnam's GDP in 2024 was estimated to grow by 7.09% compared to the previous year, slightly below the growth rates of 2018, 2019, and 2022 in the 2011-2024 period. Regarding the total added value growth of the economy : The agriculture, forestry, and fisheries sector grew by 3.27%, contributing 5.37% to overall growth, The industry and construction sector grew by 8.24%, contributing 45.17% to overall growth, The services sector grew by 7.38%, contributing 49.46% to overall growth.

Chart 1: GDP Growth Rate of Vietnam from 2011 to 2024

(Source: General Statistics Office)

Agriculture, Forestry, and Fisheries Sector: In 2024, this sector achieved positive growth of 3.27% despite being impacted by natural disasters and storms. Agricultural production increased significantly, livestock farming remained stable, and aquaculture production saw a notable rise. Specifically, The agriculture sector grew by 2.94% compared to the previous year, contributing 0.26 percentage points to the total value-added growth of the economy, The forestry sector grew by 5.03%, but due to its small share, it only contributed 0.03 percentage points, The fisheries sector grew by 4.03%, contributing 0.10 percentage points.

Industrial and Construction Sector: The industrial sector demonstrated strong recovery and growth compared to 2023. The industrial sector's value-added increased by 8.32% in 2024, slightly below the 8.52% growth recorded in 2022 within the 2019-2024 period. This contributed 2.70 percentage points to the overall economic growth. The manufacturing and processing industry grew by 9.83%, lower than growth rates observed in 2011, 2016, 2017, and 2018 within the 2011-2024 period, contributing 2.49 percentage points, Water supply, waste management, and wastewater treatment increased by 9.43%, contributing 0.06 percentage points, Electricity production and distribution grew by 10.05%, contributing 0.37 percentage points, Mining sector declined by 7.24%, reducing overall growth by 0.21 percentage points, Construction industry grew by 7.87%, contributing 0.57 percentage points.

Trade and Tourism Activities : Trade and tourism maintained strong growth momentum, contributing positively to the expansion of the service sector. The service sector's value-added increased by 7.38% in 2024, surpassing the 6.91% growth recorded in 2023. Several major service industries with significant shares contributed notably to overall economic growth : Wholesale and retail trade grew by 7.96% compared to the previous year, contributing 0.80 percentage points, Transportation and warehousing

increased by 10.82%, contributing 0.68 percentage points, Finance, banking, and insurance rose by 7.11%, contributing 0.43 percentage points, Accommodation and food services expanded by 9.76%, contributing 0.26 percentage points.

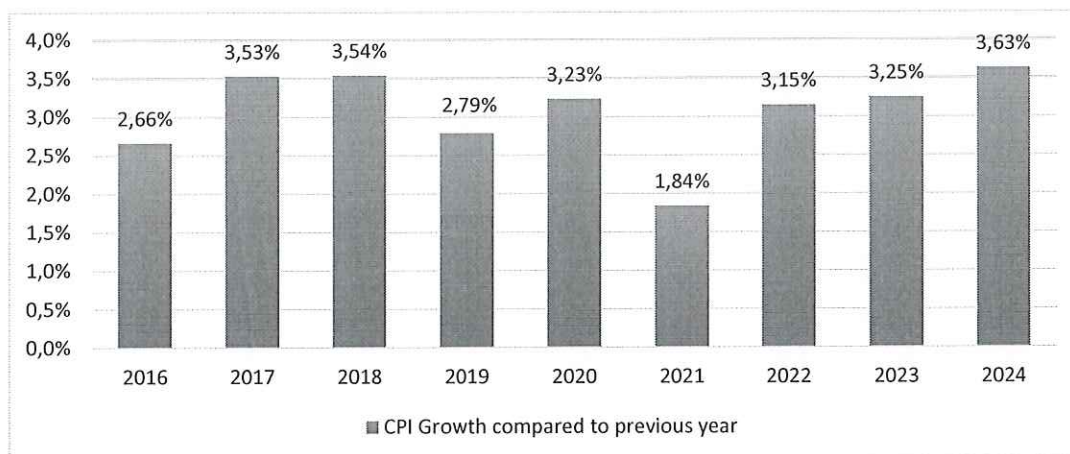
GDP Utilization in 2024: Final consumption increased by 6.57% compared to 2023, Asset accumulation rose by 7.20%, Exports of goods and services grew by 15.45%, Imports of goods and services increased by 16.10%.

GDP Scale and Productivity : Total GDP at current prices was estimated at 11,511.9 trillion VND (~ 476.3 billion USD), GDP per capita was 114 million VND (~ 4,700 USD), up 377 USD from 2023, Labor productivity at current prices reached 221.9 million VND per worker (~ 9,182 USD per worker), increasing 726 USD from 2023, Labor productivity growth at constant prices was 5.88%, due to improvements in worker qualifications (28.3% of workers held diplomas/certificates in 2024, 1.1 percentage points higher than in 2023).

To mitigate adverse effects from macroeconomic fluctuations on the company's operational efficiency, the company continuously updates its understanding of economic changes, assesses the impacts of macroeconomic policies on the market, makes independent forecasts, and develops scenarios and strategies to proactively manage business operations.

- Inflation Risks

Financial risks in businesses are often associated with inflation in the economy. According to published data, Vietnam has faced increasing inflation pressures in recent years. In response, the Government has implemented decisive policies to curb inflation and stabilize the macroeconomy. According to the General Statistics Office, the average Consumer Price Index (CPI) in Q4 2024 rose by 2.87% compared to the same period last year, and the average CPI for the year 2024 increased by 3.63% compared to 2023, achieving the target set by the National Assembly. The core inflation rate in December 2024 rose by 0.25% compared to the previous month and by 2.85% compared to the same period last year. For the full year of 2024, core inflation increased by 2.71% compared to 2023, lower than the average overall CPI increase (3.63%). This discrepancy was primarily due to food prices, electricity costs, education services, and healthcare services, which contributed to the CPI rise but were excluded from the calculation of core inflation.

Chart 2: Vietnam CPI Growth Rate from 2016 to 2024

(Source: General Statistics Office)

High inflation significantly affects business operations, financial performance, and growth potential. To mitigate its impact on the company's activities, the company has implemented essential financial policies and appropriate tools to control the cost of input materials, enhance business operations, and seek financial sources with reasonable costs. This ensures continuity in operations during inflationary periods, ultimately securing profitability for the company.

- **Interest Rate Risks**

For businesses, interest rate risk arises when borrowing costs exceed the company's ability to generate profits. The degree of interest rate risk varies across industries depending on debt structures. Low inflation provides a basis for the State Bank of Vietnam (SBV) to reduce lending rates, loosen monetary policies, and encourage individuals and businesses to borrow from banks, meeting demands in various sectors and stimulating consumption. Additionally, when both deposit and lending rates decrease, consumer spending is encouraged, positively impacting production and economic growth.

Interest rate hikes are widely used as a strong tool to control inflation and to protect the local currency from volatile capital flows in international markets and balance of payments deficits. Increasing interest rates can also curb consumption, boost commodity and gold accumulation, increase savings deposits, encourage more cautious loan usage, lower credit demand, and restrict imports. The higher the interest rate above inflation, the more immediate its effect in reducing inflation.

In 2024, the State Bank of Vietnam maintained stable policy rates despite high global interest rates. The main objective of keeping policy rates unchanged was to facilitate low-cost funding for financial institutions from the SBV. This not only helped

banks enhance their economic support capabilities but also allowed lending rates to decrease for individuals and businesses. Loan interest rates dropped by 0.96% per year compared to the end of 2023, with the average lending rates at domestic commercial banks for both new and outstanding loans currently ranging from 6.7% to 9.1% per year, the lowest since 2021. Notably, short-term VND loan rates for priority sectors fell to 3.8% per year, below the maximum limit of 4% per year set by the SBV.

As of the end of 2024, deposit interest rates fluctuated between 5.2% and 6% per year. However, since early December, some banks slightly increased deposit rates. It is projected that deposit rates may continue rising toward year-end, driven by higher credit demand in the growing economy compared to the availability of banking capital.

The company's leadership has developed scenarios, strategies, and solutions to address interest rate risks, including seeking low-cost funding through stock issuance or strategic investors.

5.2. Legal Risks

As a Vietnamese enterprise, the company's business operations are influenced and governed by the legal framework, including the Enterprise Law, Securities Law, Commercial Law, Value-Added Tax Law, Special Consumption Tax Law, and others.

Over the years, laws and sub-laws have been continuously amended, supplemented, and replaced. In particular, the Securities Law and Enterprise Law, newly passed by the National Assembly, came into effect at the beginning of 2021, directly impacting the company's business activities. Additionally, Vietnam's legal system is still undergoing refinements to align with the continuously evolving economy. As a result, changes in the country's legal system are inevitable and may affect the company's business plans and operations.

To manage and minimize risks associated with legal changes, the company continuously monitors forecasts and drafts of new laws, adjusts outdated regulations, and ensures that these updates are communicated to the Board of Directors and all employees to mitigate legal risks in operations.

5.3. Corporate Governance Risks

Poor corporate governance presents a latent risk that can greatly impact the long-term and sustainable development of a business, potentially harming shareholders and investors. This risk may stem from two main causes:

- (i) A shortage of key executives that is not addressed in a timely manner.
- (ii) Balancing interests and responsibilities across different management levels.

Over the past year, based on a management team with high expertise and extensive experience, the company has been developing a comprehensive and scientifically

structured corporate governance system. This system strictly adheres to corporate governance regulations outlined in the Enterprise Law, Securities Law, related implementation guidelines, and legal reporting and disclosure requirements. These efforts aim to create favorable conditions for the company's long-term and sustainable growth.

5.4. Other Risks

In addition to the aforementioned risk factors, there are other force majeure risks such as natural disasters, wars, or large-scale severe epidemics. These risks are rare but, when they occur, can have truly severe consequences, directly impacting business operations and the company's growth. Additionally, changes in monetary policies, payment mechanisms, interest rates, fees, and binding conditions imposed by banks and the State Treasury also pose force majeure risks to enterprises.

II. ANNUAL OPERATING SITUATION

1. PRODUCTION AND BUSINESS ACTIVITIES

- Results of production and business activities during the year 2024.

Unit: VND

No	Indicators	Plan	Performance	Percentage of Plan (%)
1	Total revenue	90,000,000,000	86,058,856,460	95.62%
2	Profit before tax	1,000,000,000	590,613,291	59.06%
3	Dividend	0%	0%	-

(Source: Audited Consolidated Financial Report for 2024)

The company's charter capital in 2024 remained at 210 billion VND. Total revenue for 2024 was 86.06 billion VND, achieving 95.62% of the planned target. The company's pre-tax profit for 2024 was recorded at 591 million VND, reaching 59.06% of the proposed plan.

In 2024, the company's Board of Directors approved the divestment of two financial investments in Lung Lo 5 Investment and Development Joint Stock Company and Veridian Joint Stock Company.

2. ORGANIZATION AND PERSONNEL

Executive Board List

I	Board of Management	
1	Mr. Nguyen Van Chien	General Director

II	Chief Accountant	
1	Ms. Nguyen Thi Thu Huyen	Chief Accountant

2.1. Board of Management

Mr. Nguyen Van Chien – General Director

- Gender: Male
- Date of Birth: May 21, 1993
- Nationality: Vietnam
- Ethnicity: Tho
- Permanent Address: Long Son, Thai Hoa Town, Nghe An Province
- Citizen ID Number: 040093029624 Issued on: September 28, 2021
Issuing Authority: Department of Administrative Management on Social Order
- Educational Background: 12/12
- Professional Qualification: Bachelor's Degree in Public Policy
- Personal and Related Party Shareholding:
 - Personal Ownership: 0 shares, equivalent to 0% of charter capital
 - Representative Ownership: 0 shares, equivalent to 0% of charter capital
- Outstanding Debts to the Company: None

2.2. Chief Accountant

Ms. Nguyen Thi Thu Huyen – Chief Accountant

- Gender: Female
- Date of Birth: June 10, 1987
- Nationality: Vietnam
- Ethnicity: Kinh
- Permanent Address: Cao Lam Hamlet, Cao Thanh, Ung Hoa, Hanoi
- National ID Number: 001187017293 Issued on: September 26, 2017 Issuing Authority: Department of Residence Registration and National Population Data
- Educational Background: 12/12
- Professional Qualification: Bachelor's Degree in Accounting
- Personal and Related Party Shareholding:
 - Personal Ownership: 0 shares, equivalent to 0% of charter capital
 - Representative Ownership: 0 shares, equivalent to 0% of charter capital

- Outstanding Debts to the Company: None

2.3. Changes in Board of Management

In 2024, the company did not undergo any personnel changes in the Board of Management, maintaining its existing management structure to implement the established objectives and tasks for the year.

2.4. Summary of Policies and Changes in Employee Policies

2.4.1. Workforce Structure

As of December 31, 2024, the total number of employees in the company and its subsidiaries is 10. The workforce structure is as follows:

No	Qualification Level	Quantity	Percentage (%)
1	Postgraduate	0	0%
2	University Degree	10	100%
3	College Degree	0	0%
4	Intermediate and Skilled Workers	0	0%
	Total	10	100%

(Source: Vexilla Vietnam Group Joint Stock Company)

2.4.2. Employee Policies

To achieve sustainable and long-term development goals, the company has built employee policies based on the following directions:

- Providing support and opportunities for employees to enhance their expertise and professional knowledge.
- Training and organizing human resources to align with the company's development, aiming for qualitative improvement.
- Ensuring stable employment and appropriate income based on contribution and market conditions.
- Fully implementing employees' rights and obligations in accordance with official policies and regulations.
- Establishing timely reward policies for individuals and teams that contribute positively to the company and implementing disciplinary measures for individuals whose actions negatively affect the company's reputation and interests.

Specific Policies for Employees:

❖ Salary Policy

Employee salaries are agreed upon in labor contracts and are determined based on productivity, job quality, and work efficiency. Employee wages must not be lower than

the minimum salary stipulated by the government. The company's salary, bonus, and allowance policies are developed based on the actual nature of the work performed by employees.

Principles for Productivity Salary Fund Distribution: Salaries are allocated based on labor contribution, linking wages to job responsibilities, productivity, and individual work performance, encouraging employees with specialized skills and technical expertise.

The company strictly adheres to salary-related policies, bonuses, health insurance, social insurance, retirement benefits, and fulfills all obligations to the national budget.

❖ **Welfare Policy**

The company provides social insurance benefits for employees in compliance with labor laws, workplace regulations, and collective labor agreements. It consistently prioritizes employees' well-being and strives to improve workplace conditions. Additionally, it acknowledges employees' efforts during holidays and festivals.

Beyond benefits mandated by labor laws, employees also receive perks such as company-sponsored trips, vacation opportunities, maternity and sick leave assistance, hardship allowances, and life insurance coverage

❖ **Recruitment and Training Policies**

The company encourages and facilitates the development of employees through training programs aimed at enhancing their qualifications. This ensures that employees perform their tasks efficiently and meet the professional and job standards set by the company. The company has established training and development regulations that specify the scope, target audience, forms of training, and policies for training activities.

- Recruitment: The company's recruitment goal is to attract qualified workers, prioritizing experienced candidates who meet job requirements and possess relevant capabilities. In the near future, the company will prioritize the recruitment and offer competitive benefits to candidates with project management experience to support the company's investment and development goals.
- Training: The company emphasizes strengthening training programs to improve management skills for management personnel and technical and professional expertise for other employees.

❖ **Other Policies**

The company organizes periodic cultural and sports activities, as well as outings, to foster team spirit and reduce work-related stress.

3. INVESTMENT AND PROJECT IMPLEMENTATION STATUS

3.1. Projects Undertaken by the Company in 2024

In 2024, the company's Board of Directors approved the divestment of investments in Lung Lo 5 Investment and Development Joint Stock Company and Veridian Joint Stock Company. These two investments were assessed as ineffective, and the company plans to utilize the funds obtained from these divestments to invest in other potential areas that can bring benefits to the company and its shareholders.

3.2. Financial Performance of Subsidiaries and Affiliated Companies

3.2.1. 3.2.1. Subsidiary: M&S Trading Joint Stock Company (*became a subsidiary on July 5, 2022*)

- Address: 15th Floor, Viwaseen Building, 48 To Huu, Trung Van Ward, Nam Tu Liem District, Hanoi
- Main Business Line: Wholesale of various types of coal
- Charter Capital as of December 31, 2024: 19,828,000,000 VND
- Capital Contribution by the Company: 18,899,000,000 VND
- Voting Rights Ownership: 95.31%
- Operational Overview of the Subsidiary

M&S Trading Joint Stock Company was established and became a subsidiary of Vexilla Vietnam Group Joint Stock Company on July 5, 2022, with a total charter capital of 14.909 billion VND. In 2023, the charter capital increased to 19.828 billion VND, of which Vexilla Vietnam Group contributed 18.899 billion VND, equivalent to 95.31% of the charter capital.

In 2024, M&S Trading Joint Stock Company achieved noteworthy accomplishments, including:

- Financial Performance of the Subsidiary

Unit: VND

No	Indicators	Unit: VND
1	Total Assets	20,027,043,533
2	Equity	19,994,306,901
3	Net Revenue	-
4	Profit from Operations	(137,133,490)
5	Other Profit	285,316,651
6	Profit Before Tax	148,183,161

7	Profit After Tax	118,546,529
8	Dividend Payout Ratio	0%

4. FINANCIAL STATUS

4.1. Financial Situation

The company's fiscal year begins on January 1 and ends on December 31 of the calendar year. The currency used for accounting records and financial reporting is Vietnamese Dong (VND).

As of December 31, 2024, the company's charter capital stands at 210,000,000,000 VND. All charter capital and business funds are fully utilized for the company's operational activities.

No	Indicator	Parent Company		% Change	Consolidated
		2023	2024		2024
1	Total Assets	234,273,813,799	232,379,366,115	(0.81)%	233,511,234,648
2	Net Revenue	74,547,872,433	86,058,856,460	15.44%	86,058,856,460
3	Operating Profit	735,080,349	464,339,321	(36.83)%	327,205,831
4	Other Profit	148,714,186	(25,734,191)	(117.30)%	263,407,460
5	Profit Before Tax	883,794,535	438,605,130	(50.37)%	590,613,291
6	Profit After Tax	702,257,917	345,737,265	(50.77)%	467,343,794
7	Dividend Payout Ratio	0%	0%	-	0%

(Source: Audited Separate and Consolidated Financial Reports for 2024)

In 2024, the company's net revenue was primarily derived from the sale of high-quality agricultural products. Additionally, revenue from financial activities during the same period reached 1.3 billion VND.

The company's profit results for the year were as follows:

+ Operating profit: 464 million VND, a 36.83% decrease compared to 2023.

+ Profit before tax: 439 million VND, a 50.37% decrease compared to 2023.

+ Profit after tax: 346 million VND, a 50.77% decrease compared to 2023.

4.2. Key Financial Indicators

Indicator	Unit	Parent Company		Consolidated
		2023	2024	2024
1. Liquidity Indicators				
+ Current ratio (Current assets / Short-term liabilities)	Times	3.24	3.85	6.10
+ Quick ratio ((Current assets - Inventory) / Short-term liabilities)	Times	3.24	3.85	6.10
2. Capital Structure Indicators				
+ Debt-to-total assets ratio	%	4.71%	3.79%	3.78%
+ Debt-to-equity ratio	%	4.95%	3.94%	3.93%
3. Operational Efficiency Indicators				
+ Inventory turnover (COGS / Average inventory)	Times	-	-	-
+ Total asset turnover (Net revenue / Average total assets)	Times	0.32	0.37	0.37
4. Profitability Indicators				
+ Net profit margin (Profit after tax / Net revenue)	%	0.94%	0.40%	0.54%
+ Return on equity (Profit after tax / Equity)	%	0.32%	0.15%	0.21%
+ Return on assets (Profit after tax / Total assets)	%	0.31%	0.15%	0.20%
+ Operating profit margin (Operating profit / Net revenue)	%	0.99%	0.54%	0.38%

(Source: Audited Separate and Consolidated Financial Reports for 2024)

5. SHAREHOLDER STRUCTURE AND CHANGES IN INVESTMENT CAPITAL

5.1. Shareholding Structure and Ownership Ratio

No	Description	Quantity (Shares)
1	Total outstanding shares	21,000,000
2	Freely transferable shares	21,000,000
3	Restricted transferable shares	0
	Total	21,000,000

5.2. Shareholder Structure**Shareholder Structure***(Based on the shareholder list as of May 22, 2024)*

No	Shareholder Structure	Number of Shareholders	Corresponding Shares	Value (VND)	% of Actual Charter Capital
I	Domestic Shareholders	584			
1	Institutional Shareholders	03	7,000,100	70,001,000,000	33.33%
2	Individual Shareholders	581	13,995,400	139,954,000,000	66.65%
II	Foreign Shareholders	03			
1	Institutional Shareholders	02	2,300	23,000,000	0.01%
2	Individual Shareholders	01	2,200	22,000,000	0.01%
	Total		21,000,000	210,000,000,000	100,00%

Shareholders Holding Over 5% of Charter Capital as of May 22, 2024

No	Shareholder Name	Address	Number of Shares Held	Ownership Percentage
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1	Hoang Gia Holding Investment and Development JSC	3rd Floor, SME Hoang Gia Building, Cau Do Street, Quang Trung Ward, Ha Dong District, Hanoi	5,000,000	23.8%
2	MYA Capital Financial Investment Group JSC	3rd Floor, SME Hoang Gia Building, 6 To Hieu, Quang Trung, Ha Dong, Hanoi	2,000,000	9.52%

5.3. Changes in Investment Capital by Owners

Year	Charter Capital Before Issuance (Million VND)	Capital Increase (Million VND)	Charter Capital After Issuance (Million VND)	Capital Increase Method	Issuing Authority
2005	0	500	500	Initial capital contribution	Business Registration Certificate No. 0101612880 issued by Hanoi Department of Planning and Investment on Feb 21, 2005
2008	500	9,500	10,000	Issuance to existing shareholders	Business Registration Certificate No. 0101612880 issued by Hanoi Department of Planning and Investment
2010	10,000	20,000	30,000	Issuance to existing shareholders	Business Registration Certificate No. 0101612880 issued by Hanoi Department of Planning and Investment
2014	30,000	170,000	200,000	Private placement	Notification from the State Securities

					Commission confirming receipt of complete registration documents for the company's private stock issuance Business Registration Certificate No. 0101612880 issued by Hanoi Department of Planning and Investment, sixth amendment dated December 17, 2014
2016	200,000	10,000	210,000	Employee stock option program issuance	Notification from the State Securities Commission confirming receipt of complete registration documents for the company's employee stock issuance program (No. 182/TB-SGDHN dated February 26, 2016) Business Registration Certificate No. 0101612880 issued by Hanoi Department of Planning and Investment, ninth amendment dated March 18, 2016

5.4. Treasury Share Transactions: None

5.5. Other Securities: None

6. REPORT ON ENVIRONMENTAL AND SOCIAL IMPACTS

6.1. Environmental Impact

The company places a strong emphasis on training and promoting environmentally friendly practices, including waste separation for recycling, conserving electricity and water, turning off unused devices, reducing the use of plastic bags, and choosing environmentally friendly alternatives. These small actions contribute to forming positive habits within the company's workforce and the broader society.

6.2. Resource Management

The company has been enhancing management practices to control environmental impacts, ensuring effective use and management of resources while adopting new technologies in production and business activities.

6.3. Energy Consumption

The company prioritizes energy conservation in all operational processes. Employees are regularly encouraged to adopt energy-saving practices, such as switching off unused electrical equipment, utilizing clean energy sources, and leveraging natural and renewable energy resources.

6.4. Water Consumption

Water conservation remains one of the key focus areas for the company. Employees are conscious about using water efficiently and recycling water whenever possible.

6.5. Compliance with Environmental Protection Laws

Instances of fines due to violations of environmental laws and regulations:

None

Total fines incurred for violations of environmental laws and regulations:

None

6.6. Policies Related to Employees

a. Employee Statistics (as of December 31, 2024)

Number of Employees: 8

Average Basic Salary per Employee: 5,050,000 VND/person

b. Policies to Ensure Employee Health, Safety, and Welfare

The company has implemented policies to enforce discipline, enhance productivity, and guarantee fair and deserving salaries for employees based on their efforts and contributions. Additionally, employees are provided with labor protection, workplace safety, and hygiene measures. The company organizes in-house training or external programs to improve professional skills, increase salaries, and raise employee grades. It also promptly addresses issues related to illness, maternity leave, holidays, Tet

celebrations, personal leave, hardship allowances, and organizes comprehensive health checkups periodically for all employees.

c. Employee Training Activities

Average Training Hours Per Year: Dependent on specific training programs organized or outsourced for employees.

Skill Development and Continuous Learning Programs: Focused on enhancing technical expertise, professional skills, organizational management, and marketing capabilities to ensure employees have stable employment and career growth opportunities.

6.7. Report on Responsibilities Toward the Local Community

The company actively participates in initiatives and movements aimed at supporting and developing local communities in economic, social, and educational aspects. It is involved in campaigns and activities such as mutual aid movements, building charitable houses, supporting the disadvantaged, and maintaining social security and order. These efforts contribute to fostering a civilized and sustainable society.

III. REPORT AND EVALUATION BY THE BOARD OF MANAGEMENT

1. Assessment of Business Operations Results

- Overview Analysis of Company Operations

The year 2024 continued to pose challenges for the economy as a whole and for the company in particular due to ongoing socio-economic and geopolitical instabilities. The parent company's net revenue in 2024 reached 86.1 billion VND, an increase of 14.44% compared to 2023, with consolidated net revenue also achieving 86.1 billion VND.

The parent company's operating profit, pre-tax profit, and post-tax profit amounted to 464.3 million VND, 438.6 million VND, and 345.7 million VND, respectively, reflecting decreases of 36.83%, 50.37%, and 50.77% compared to 2023. For the consolidated financial statements, pre-tax and post-tax profits were 591 million VND and 467 million VND, respectively.

- Investment Activities

In 2024, the Board of Directors approved the divestment of investments in Lung Lo 5 Investment and Development Joint Stock Company and Veridian Joint Stock Company. This decision was made to redirect resources toward other potentially profitable business activities for the company

2. FINANCIAL STATUS

2.1. Asset Situation

Asset Changes of the Company

Unit: VND

ASSET CATEGORY	Parent Company			Consolidated 31/12/2024
	31/12/2023	31/12/2024	% Change	
Short-term Assets	35,757,846,479	33,894,904,251	(5.21)%	53,925,772,784
Long-term Assets	198,515,967,320	198,484,461,864	(0.02)%	179,585,461,864
Total Assets	234,273,813,799	232,379,366,115	(0.81)%	233,511,234,648

(Source: Audited Separate and Consolidated Financial Reports for 2024)

As of December 31, 2024, the total assets of the parent company reached 232.4 billion VND, a decrease of 0.81% compared to December 31, 2023. This decline is primarily attributed to a 5.21% reduction in short-term assets.

2.2. Liabilities

Unit: VND

CONTENT	Parent Company			Consolidated 31/12/2024
	31/12/2023	31/12/2024	% Change	
I. Short-term Liabilities	11,041,351,890	8,801,166,941	(20.29)%	8,834,668,573
1. Payables to Short-term Suppliers	4,065,351,781	1,982,422,845	(51.24)%	1,985,522,845
2. Taxes and State Payables	182,555,279	93,886,526	(48.57)%	124,288,158
3. Employee Payables	0	0	-	0
4. Short-term Accrued Expenses	78,026,164	9,438,904	(87.90)%	9,438,904
5. Other Short-term Payables	98,143,090	98,143,090	0.00%	98,143,090

6. Reward and Welfare Fund Payables	17,275,576	17,275,576	0.00%	17,275,576
7. Short-term Borrowings and Lease Liabilities	6,600,000,000	6,600,000,000	0.00%	6,600,000,000
II. Long-term Liabilities	0	0	-	0
Total	11,041,351,890	8,801,166,941	(20.29)%	8,834,668,573

(Source: Audited Separate and Consolidated Financial Reports for 2024)

As of December 31, 2024, the total liabilities of the parent company stood at 8.8 billion VND, a decrease of 20.29% compared to December 31, 2023. This significant drop is mainly due to a 51.24% reduction in short-term payables to suppliers.

3. IMPROVEMENTS IN ORGANIZATIONAL STRUCTURE, POLICIES, AND MANAGEMENT

Throughout the year, the company continued developing and refining its work processes and regulations. Notably, it reorganized and systematized its records and accounting methods scientifically, enabling timely and accurate reflection of the company's financial situation. This has helped leadership make precise and prompt decisions.

The company's stock code, **SVN**, is currently being traded on the Hanoi Stock Exchange (HNX). The company has strictly implemented reporting systems in compliance with legal regulations, enhancing transparency and fairness in its operations.

4. FUTURE DEVELOPMENT PLANS

The company's primary goal for 2024 is to maintain and expand its agricultural trading operations, which have been its traditional business focus and strength. Additionally, the company is exploring and researching new business sectors to generate benefits while optimizing costs in operations.

For the long-term development plan:

- Based on industry growth prospects, the company aims to seize opportunities and overcome challenges to build comprehensive and sustainable development. It measures success through the efficiency of production and business activities, continuously improving operational effectiveness to ensure annual profit growth, improving employees' lives, and providing stable income for the workforce.

- **Investment Activities:** The company plans to research, seek, and invest in new enterprises operating in long-term, sustainable growth sectors. It will also consider additional investments in well-performing companies where it holds shares while restructuring investments in underperforming businesses.

5. ENVIRONMENTAL AND SOCIAL RESPONSIBILITY REPORT

5.1. Evaluation of Environmental Indicators

The company consistently ensures full compliance with environmental protection laws and regulations during its production and operational processes.

5.2. Evaluation of Labor-Related Issues

During the year, the company focused on improving discipline and enhancing labor productivity. It ensures employees receive fair and appropriate salaries for their efforts and contributions. Additionally, through collaboration with the labor union, it prioritizes employees' mental and physical well-being, including regular health checkups in accordance with company policies.

5.3. Evaluation of Corporate Responsibility to the Local Community

In 2024, the company actively participated in social initiatives, including donations to disadvantaged families and support for flood-affected and remote island regions. It also engaged in training programs, academic encouragement campaigns, and charity house-building projects to improve living conditions for local residents and contribute to a civilized and sustainable society.

IV. BOARD OF DIRECTORS' EVALUATION OF COMPANY OPERATIONS

1. Evaluation of Company Activities

Facing challenges stemming from global economic impacts, domestic economic conditions, and internal difficulties, the Board of Directors (BOD) proactively assessed and accurately analyzed the situation. They promptly established objectives and strategies that align with the practical context, alongside introducing various management solutions to implement production and business plans. Strategic resolutions and decisions issued by the BOD have laid a strong foundation for the company's upcoming production and business activities.

2. Evaluation of the Performance of the Board of Management

In 2024, the company's Board of Management successfully carried out the majority of the resolutions passed during the General Meeting of Shareholders. The BOD acknowledges and highly appreciates the efforts of the Board of Management in operational leadership, investment implementation, and capital contributions, adhering to the directives approved by the General Meeting of Shareholders and the BOD.

Additionally, the Board of Management diligently fulfilled its rights and responsibilities in company operations per charter and regulations. They maintained strict financial discipline, fulfilled obligations to the State budget regarding taxes, social insurance, health insurance, and ensured compliance with employee welfare policies and legal requirements.

Consequently, the BOD expresses great confidence in the managerial competence and ethical qualities of the Board of Management in successfully executing the company's strategic direction.

3. Plans and Directions from the Board of Directors

The BOD is resolute in its commitment to fostering stable and sustainable development for the company and overcoming challenges through key measures:

- Regularly monitoring and supervising the execution of contracts and optimizing capital utilization to achieve the 2024 objectives. This includes compliance with environmental management standards, creating stable employment for workers, and elevating the company's market position.
- Enhancing risk management, corporate governance, and technical innovation while leveraging technology to boost productivity and ensure timely production and business data updates. This will contribute to cost savings and reduced product costs.
- Maintaining consistent communication between the Chairman of the BOD and non-executive BOD members to foster consensus, capitalize on innovative ideas, and enhance both the BOD's and the company's activities.
- Organizing regular BOD meetings to establish flexible and timely policies, addressing challenges encountered during production and business operations.
- Drafting the company's development strategy.

V. CORPORATE GOVERNANCE

1. Board of Directors

1.1. Members and Structure of the Board of Directors

No	Name	Position	Shareholding Ratio and Other Securities	Positions in Other Organizations
1	Michael Marc Lee	Chairman of the BOD	0%	-

2	Callum Fraser	BOD Independent member	0%	-
3	Nguyen Ngoc Thuyen	BOD Independent member	0%	-
4	Nguyen Van Chien	BOD Member and General Director	0%	-
5	Truong Dieu Huong	BOD Independent member	0%	

1.2. Subcommittees of the Board of Directors:

The Board of Directors has one subcommittee, the Audit Committee, with the following members:

No	Name	Position
1	Truong Dieu Huong	Chairperson
2	Nguyen Ngoc Thuyen	Member

1.3. Activities of the Board of Directors:

The Board of Directors (BOD) operates in accordance with the company charter, Enterprise Law, Securities Law, and other relevant legal provisions. Regular meetings of the BOD are conducted as stipulated in the charter. The BOD closely adheres to the resolutions of the General Meeting of Shareholders and the company's actual situation, guiding, managing, and supervising company activities as per the agreed resolutions.

In 2024, the BOD convened nine meetings, issuing minutes and resolutions that formed the basis for the Board of Management to execute production and business activities:

No.	Resolution/Decision No.	Date	Content	Approval rate
1	01/2024/SVN/NQ-HDQT	29/03/2024	Regular Board of Directors meeting for Q1 2024	100%
2	02/2024/SVN/NQ-HDQT	26/04/2024	Board of Directors resolution to approve: - Extension of the time for holding the 2024 annual General Meeting of Shareholders.	100%

			<ul style="list-style-type: none"> - Holding the 2024 annual General Meeting of Shareholders. - The last registration date to finalize the list of shareholders attending the 2024 annual General Meeting of Shareholders is 22/05/2024. 	
3	03/2024/SVN/NQ-HĐQT	20/05/2024	Resolution approving the plan to use credit at TPBank with a value below 10% of the company's total assets.	100%
4	04/2024/SVN/NQ-HĐQT	31/05/2024	Board of Directors resolution to approve: <ul style="list-style-type: none"> - Plan for holding the 2024 annual General Meeting of Shareholders. - Draft documents for submission to the 2024 annual General Meeting of Shareholders. 	100%
5	05/2024/SVN/NQ-HĐQT	18/07/2024	Board of Directors resolution to approve the selection of the independent audit unit and signing the contract with the independent audit unit for 2024.	100%
6	06/2024/SVN/NQ-HĐQT	06/09/2024	Regular Board of Directors meeting for Q3 2024	100%
7	07/2024/SVN/NQ-HĐQT	25/12/2024	Board of Directors resolution to approve the divestment from Lung Lo 5 Investment and Development Joint Stock Company.	100%
8	08/2024/SVN/NQ-HĐQT	25/12/2024	Board of Directors resolution to approve the divestment from Veridian Joint Stock Company	100%

9	09/2024/SVN/NQ-HĐQT	31/12/2024	Regular Board of Directors meeting for Q4 2024	100%
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1.4. Activities of Independent Board Members:

Currently, the company has three independent members on the Board of Directors who meet the legal standards for independence: Mr. Callum Fraser, Mr. Nguyen Ngoc Thuyen, and Mrs. Truong Dieu Huong. These individuals possess extensive experience, high-level expertise, and profound knowledge across various fields such as business, investment, and finance.

In 2023, the independent members of the Board of Directors played an active role as supervisors, enhancing transparency and objectivity in the company's management. Their efforts significantly contributed to protecting the legitimate interests of both shareholders and the company.

1.5. List of Board Members with Corporate Governance Training Certificates

In 2024, all members of the Board of Directors actively participated in corporate governance training programs.

2. AUDIT COMMITTEE

2.1. Members and Structure of the Audit Committee

No	Member	Position	Shareholding Ratio and Other Securities
1	Truong Dieu Huong	Chairperson	0%
2	Nguyen Ngoc Thuyen	Member	0%

2.2. Activities of the Audit Committee

During 2024, the Audit Committee convened four meetings and conducted supervisory and evaluative activities concerning the company's performance through financial reports and reviewed certain documents and files. Their oversight included:

- Operating in accordance with responsibilities and duties stipulated in the company charter and Internal Corporate Governance Regulations.
- Regularly evaluating the company's financial situation and establishing internal control functions to ensure reasonable performance of corporate objectives, operational efficiency, reliability in financial reporting, and compliance with relevant laws.
- Supervising the activities of the Board of Directors and assessing the Board's performance reports.

- Monitoring and ensuring compliance with national policies, state regulations, BOD directives, and the operational decisions of the Board of Management by reviewing resolutions and executive decisions related to production and business activities.

3. TRANSACTIONS, REMUNERATION, AND BENEFITS FOR THE BOARD OF DIRECTORS AND THE AUDIT COMMITTEE

3.1. Salaries, Bonuses, Remuneration, and Other Benefits

The salaries, bonuses, remuneration, and other benefits for the Board of Directors, the Audit Committee, and the Board of Management in 2024 were implemented according to the resolution of the 2024 Annual General Meeting of Shareholders (AGM).

No	Name	Title	Salaries, Bonuses, Remuneration, and Other Benefits (Unit: VND)
I	Board of Directors		
1	Michael Marc Lee	Chairman of the BOD	-
2	Callum Fraser	BOD Independent member	-
3	Nguyen Ngoc Thuyen	BOD Independent member	-
4	Nguyen Van Chien	BOD Member and General Director	-
5	Truong Dieu Huong	BOD Independent member	
II	Audit Committee		
1	Truong Dieu Huong	Chairperson	-
2	Nguyen Ngoc Thuyen	Member	-
III	Board of Management		
1	Nguyen Van Chien	General Director	125,690,000
III	V. Chief Accountant		
1	Nguyen Thi Thu Huyen	Chief Executives	122,840,000

3.2. Insider Share Transactions: None

3.3. Contracts or Transactions with Insiders: None

3.4. Implementation of Corporate Governance Regulations

The members of the Board of Directors, Audit Committee, and Board of Management have performed corporate governance duties in accordance with the company charter, Enterprise Law, Securities Law, and other relevant legal provisions.

VI. FINANCIAL REPORTS

1. Independent Audit Report

We have audited the consolidated financial statements of Vexilla Vietnam Joint Stock Company (hereinafter referred to as "the Company") and its subsidiaries (collectively referred to as "the Group"), prepared on March 28, 2025, from page 06 to page 29. The audit includes: Consolidated Balance Sheet as of December 31, 2024; Consolidated Income Statement for the fiscal year ending on the same date; Consolidated Cash Flow Statement for the fiscal year ending on the same date; Notes to the Consolidated Financial Statements.

Responsibilities of the Board of Management

The Group's Board of Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with Vietnamese Accounting Standards, the accounting regime for Vietnamese enterprises, and related legal regulations. Additionally, the Board of Management is responsible for determining and implementing internal controls necessary to ensure the consolidated financial statements are free from material misstatement, whether due to fraud or error.

Responsibilities of the Auditor

Our responsibility is to express an opinion on the consolidated financial statements based on the results of our audit. We have conducted the audit in accordance with Vietnamese auditing standards, which require compliance with ethical standards, planning, and execution of the audit to obtain reasonable assurance about whether the consolidated financial statements are materially misstated.

Audit procedures involve obtaining audit evidence regarding figures and disclosures in the consolidated financial statements. The procedures are determined based on the auditor's judgment, including risk assessment of material misstatement due to fraud or error. During the risk assessment process, the auditor considers the company's internal controls related to the preparation and fair presentation of the consolidated financial statements to design audit procedures suitable for the actual circumstances, but not to express an opinion on the effectiveness of the company's internal controls. The audit also includes evaluating the appropriateness of accounting policies, reasonableness of accounting estimates made by the Board of Management, and the overall presentation of the consolidated financial statements.

We believe the audit evidence obtained is sufficient and appropriate to form the basis for our audit opinion.

Auditor's Opinion:

In our opinion, in all material respects, the accompanying consolidated financial statements fairly and accurately reflect the financial position as of December 31, 2024, the business results, and cash flow situation for the fiscal year ending on the same date of Vexilla Vietnam Group Joint Stock Company. The statements are prepared in accordance with Vietnamese Accounting Standards, the accounting regime for Vietnamese enterprises, and related legal regulations.

2. Audited Financial Statements

- Consolidated Balance Sheet
- Consolidated Income Statement
- Consolidated Cash Flow Statement
- Notes to the Consolidated Financial Statements

(Audited Consolidated Financial Statements for the fiscal year ending December 31, 2024, are attached to this report.)

Parent Company Financial Statements are available at: <https://solavina.vn/quan-he-co-dong/bao-cao-tai-chinh/>.

LEGAL REPRESENTATIVE

GENERAL DIRECTOR


The stamp is circular with a red border. Inside the border, the text "M.S.D.N: 0101612880 - C.T.C.P" is at the top, "CÔNG TY CỔ PHẦN TẬP ĐOÀN VEXILLA VIỆT NAM" is in the center, and "THÀNH PHỐ HỒ CHÍ MINH" is at the bottom. A blue ink signature is written over the stamp.

NGUYEN VAN CHIEN


A partial red circular stamp is visible on the right side of the page, showing the text "C.T.C.P" and "HÀNH" at the bottom.