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No: 01/2023/BB-ĐHĐCĐ

Ho Chi Minh City, April 26th, 2023

**MEETING MINUTES OF THE 2023 ANNUAL GENERAL MEETING OF
SHAREHOLDERS
DIGIWORLD CORPORATION**

Today, on 26th April 2023 on Studio No. 16A Cao Thang St., District 10, HCMC, the Annual General Meeting of Shareholders (“the AGM”) of Digiworld Corporation was held.

A. THE ATTENDANTS AND LEGAL VALIDITY OF THE AGM:

1. The attendants:

- The shareholders listed on shareholder book closing on March 27th, 2023 of Digiworld Corporation.
- The Board of Directors is the Presidium of the AGM, includes:
 - ✓ Chairman: Mr. Doan Hong Viet - Chairman of the AGM
 - ✓ Member: Mrs. Dang Kien Phuong
 - ✓ Member: Mrs. To Hong Trang
 - ✓ Member: Mr. Nguyen Duy Tung
 - ✓ Member: Mr. Tran Bao Minh
- The Audit Committee (“AC”)
 - ✓ Chairman of Audit Committee: Mr. Nguyen Duy Tung
 - ✓ Member: Mr. Tran Bao Minh
- Independent Auditor: Mrs. Nguyen Thi Nhu Quynh – Deputy General Director, Mr. Nguyen Hoang Hiep – Audit Manager from Ernst & Young Vietnam Ltd.

2. The legal validity of the AGM:

From the expected time of AGM opening at 13:30 to be present at 14:00, there was 69.78% of the total outstanding shares attending the AGM, above 51%. Therefore, the 2023 AGM was legally and lawfully convened and shall continue in accordance to the Law and the Charter of the Company.

B. THE MEETING DETAILS

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

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

Mr. Nguyen Duy Tung– Chairman of Audit Committee announced the shareholders attendance as follows:

- ✓ Total shareholders of the Company: 8,993 persons who presented for 163,075,474 shares, which accounted for 100% of the Company’s total outstanding shares.

- ✓ Total shareholders attend the AGM at 14:00: 98 persons, who presented for 113,787,506 shares, which accounted for 69.78% of the Company's total outstanding shares.

Pursuant to sub-article 1 of Article 145 of the 2020 Enterprise Law and sub-article 1 of Article 18 of the Company's Charter, with the shareholder's attendance of 69.78%, above 51%, the AGM is legally and lawfully convened and shall continue.

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

The AGM votes on the meeting's agenda and regulations: 99.98% agreed.

II. Introduction the Chairman of the AGM, the Secretariat

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

Members:

- Mrs. Dang Kien Phuong – Member of BOD
- Mrs. To Hong Trang – Member of BOD
- Mr. Nguyen Duy Tung – Member of BOD
- Mr. Nguyen Van Thuan – Head of Finance

2. Secretary of the AGM:

- Mrs. Le Kha Tu – Head of the Secretariat
- Ms. Nguyen Thi Bich Chi – Member of the Secretariat

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

- Mr. Nguyen Van Thuan – Head of the voting ballot Counting committee.
- Mr. Nguyen Bao Hung – Member of the voting ballot Counting committee.
- Ms. Nguyen Thi Bich Chi - Secretary

The AGM votes on the Chairman of the AGM, the Secretariat and the voting ballot Counting committee: 99.98% agreed.

III. The Meeting:

ISSUE 1: PRESENTATION OF REPORTS OF THE BOARD OF DIRECTORS IN 2022.

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

ISSUE 2: PRESENTATION OF REPORTS OF THE INTERNAL AUDIT COMMITTEE IN 2022

Mr. Nguyen Duy Tung – Chairman of Audit Committee presents the summary of the AC's reports. (*Kindly review the details of AC's reports in the AGM documents*)

ISSUE 3: PRESENTATION OF THE 2022 AUDITED FINANCIAL STATEMENTS

Mr. Nguyen Duy Tung – Chairman of Audit Committee presented the 2022 Financial Statements of Digiworld Corporation which were audited by Ernst & Young Vietnam.

In which: (Unit: VND)

Total Revenue	22,107,364,604,910
Net Revenue	22,028,134,929,534

Profit before tax	862,367,676,210
Profit after tax	683,602,346,791
Earnings per share (VND/share)	4,219
Current Assets	5,782,350,104,857
Non-current Assets	573,071,018,691
Total Assets	6,355,421,123,548
Liabilities	3,932,139,390,271
Owner's Equity	2,423,281,733,277
Total Resources	6,355,421,123,548

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

ISSUE 4: BUSINESS PLAN FOR 2023

Based on the market situation, the domestic and world economies are affected by the banking crisis in the U.S. The rising inflation and unemployment rates have negative impacts on consumers. According to forecasts, the decline will be mostly felt in the laptop and mobile phone segments. Despite impacts from the broader market, with the available experience and foundation, the Board of Directors will still strive to maintain growth in the Office Equipment segment at 15%, the Home Appliance segment at 65% and the Consumer Goods segment at 157%.

In addition, besides starting to distribute beer products from AbinBev. Digiworld has concluded the contract with Westinghouse home appliance brand from the U.S. and Lotte Chilsung beverage brand, one of the largest beverage manufacturers in South Korea. These two brands will start contributing revenues to DGW from 2Q23.

Based on the above opportunities and challenges, the Board of Directors respectfully proposes to the General Meeting of Shareholders to consider and approve on the proposed consolidated business plan in 2023 as follows:

- Revenue: VND 20.000 billion
- Profit after tax: VND 400 billion

Annual General Meeting authorized the Board of Directors based on the 2023 business performance to develop the Profit distribution plan for 2023 for submitting at the latest Annual General Meeting.

ISSUE 5: APPROPRIATION OF 2022 DIVIDEND PLAN

According to the business performance in 2022 and the Audited Financial Statements, the Board of Directors proposed to the General Meeting of Shareholders for discussing and approving the 2022 Profit distribution plan as follows:

Main indicators	Percentage (%)
✓ Cash Dividend: VND 1,000 per share	10%
✓ Time of Implementation: In 2023	



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

- Prepare and consider financial fund for dividend payment 2022 in accordance to the Law and regulations.
- To implement the related procedures regulated by Law and the Authorities.
- To fully report to the General Meeting of Shareholders

ISSUE 6: REDUCTION OF CHARTER CAPITAL DUE TO THE COMPANY'S REPURCHASE SHARES OF RESIGNED EMPLOYEES ACCORDING TO ESOP REGULATIONS

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

- Total number of shares that have been repurchased to reduce charter capital up to now: 5,500 shares, equivalent to the total value based on par value of shares repurchased by the Company is VND 55,000,000.
- Reducing the charter capital of Digiworld Corporation due to the repurchase of the above-mentioned shares, specifically as follows:
 - The Company's current registered charter capital is VND 1,632,299,430,000.
 - Charter capital after the change (due to the repurchase of the above shares) is VND 1,632,244,430,000.
 - The company is going to carry out procedures to reduce the charter capital stated in the business registration certificate from 1,632,299,430,000 VND to 1,632,244,430,000 VND.
- Method of capital reduction: Digiworld Corporation buys back employees' shares according to ESOP regulations.

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

ISSUE 7: APPROVING LIST OF AUDIT FIRMS FOR FINANCIAL YEAR 2023

The Board of Directors of Digiworld Corporation would like to propose to the General Meeting of Shareholders to approve the list of auditing companies and authorize the Board of Directors to select one company from the list for financial year 2023, based on the short list approved by the State Securities Commission to audit listed companies and securities company as follows:

No	Audit Firm	Address
1	Vietnam Ernst & Young Co. Ltd.	Add: Bitexco Financial Tower 28 th floor, No. 2 Hai Trieu Street, District 1, HCM City Tel: 028 38245252 Fax: 028 38245250
2	Vietnam KPMG Co. Ltd.	Add: 10 th floor, Sunwah Tower, No. 115 Nguyen Hue Street, District 1, HCM City. Tel: 028 38219266 Fax: 028 38219267

3	Vietnam Deloitte Co. Ltd.	Add: 18 th floor, Times Square Building, No. 57,69F Dong Khoi Street, Ben Nghe Ward, District 1, HCM City. Tel: 028 39100751 Fax: 028 39100750
4	Vietnam Price Waterhouse Coopers Co. Ltd.	Add: 8 th floor, Saigon Tower, No. 29 Le Duan Street, District 1, HCM City. Tel: 028 38230796

ISSUE 8: AMENDMENT AND SUPPLEMENT THE COMPANY'S CHARTER

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

ISSUE 9: REMUNERATION OF BOARD OF DIRECTORS AND AUDIT COMMITTEE 2023

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

I. Report on Remuneration of Board of Directors and Supervisor Board/ Internal Audit Committee in 2022:

Total payment: VND 240,000,000

- Members of BOD: VND 240,000,000
- Members of AC : 0VND

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

II. Remuneration of Board of Directors and Audit Committee in 2023:

1. Remuneration of Audit Committee:

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

2. Remuneration of Board of Directors

- Number of members of Board of Directors: 05 persons
- Remuneration plan to the Board of Directors for 2023: VND 10,000,000/person/month

(Note: Remuneration in 2023 specifid above is only applies to members of the Board of Directors and the Audit Committee who are not salaried by Digiworld Corporation, do not pay remuneration for concurrent positions of the Audit Committee)

III. DISCUSSION

Question 1: Digiworld's household segment accounts for what percentage of total revenue?

Chairman of BOD Doan Hong Viet: *The household segment is a new segment implemented since the third quarter of 2022. In the first quarter of 2023, this segment recorded an increase of over 160%, but the contribution to total revenue was still modest. If calculated for the whole year, this segment will contribute 8-9% of total revenue.*

Question 2: How does Digiworld identify the retail market from 2023-2024? When will purchasing power increase again? What does Digiworld do to overcome weak purchasing power and high inventories?

Chairman of BOD Doan Hong Viet: Purchasing power will continue to be weak at least until the first half of 2024. The second half of 2023 may have a recovery compared to the first half of 2023 but not much. Purchasing power may return to normal in the second half of 2024 as the Fed keeps the high interest rate base until 2024. In Vietnam, we also have to keep the interest rate so high if we don't want to depreciate the foreign currency.

With such a high interest rate, businesses cannot dare to expand their production and business strongly, cannot bring many jobs to people, leading to a better recovery in purchasing power.

In the context of such poor purchasing power, our philosophy is that Digiworld only focuses on core businesses, does not invest in spread, does not invest in real estate. We control fixed costs very well and mostly variable costs. If revenue decreases, costs will also decrease.

I can confirm that since its establishment, Digiworld has not had a loss quarter and has accelerated through each crisis.

Question 3: Is the pharmaceutical segment mainly competing in the ETC or OTC segment? Digiworld's competitive advantage compared to Long Chau or An Khang?

Chairman of BOD Doan Hong Viet: We are currently engaged mainly in the ETC segment. When participating in the pharmaceutical segment, we mainly do distribution and market development. Thus, retail chains like An Khang or Long Chau are our customers, not competitors.

Question 4: Estimated revenue and profit contribution from Lotte Chilsung and Westinghouse in 2023?

Ms. Dang Kien Phuong - Member of BOD: this is a new segment that we will bring to the market in the second quarter of 2023. In the context of a slow market, we believe that this segment will do well and the contribution of this segment compared to the figure of VND 20,000 billion in this year's business plan will be quite modest.

Chairman of BOD Doan Hong Viet: The addition of new brands is a regular part of Digiworld, so we hope our shareholders understand Digiworld's business model.

Question 5: How does the company evaluate the inventory situation of Digiworld and the market? When will the product sale end?

Chairman of BOD Doan Hong Viet: Digiworld's inventory situation is still under control. Digiworld's inventory is usually around 8 weeks of sales.

Currently, It's a price war, especially for iPhone products on the market, the longest until September will end when Apple releases a new product, then there will be no more price wars.

IV. **VOTING** (At 14:45)

The shareholders will vote on 9 issues including reports and proposals. The voting has been done by online voting.

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

V. **THE VOTING RESULTS**

Mr. Nguyen Van Thuan announced the voting results as follows:

Total number of granted votes: 115 votes, representing 114,209,654 shares, equivalent to 70.03% of total voting shares.

Total number of collected votes: 93 votes, representing 114,147,203 shares, equivalent to 99.95% of total voting shares.

No.	CONTENT	TOTAL SHARES AND VOTING RATES		
		Agree (% shares)	Disagree (% shares)	Abstain (% shares)
1	Report of the Board of Directors on the Company's operation	99.98%	0.00%	0.02%
		114,123,933shares	0shares	23,270shares
2	Report of the Audit Committee in 2022	99.98%	0.00%	0.02%
		114,127,103shares	0shares	20,100shares
3	Audited Financial Statements in 20212	99.98%	0.00%	0.02%
		114,127,103shares	0shares	20,100shares
4	Business plan for 2023	98.69%	1.29%	0.02%
		112,649,649shares	1,477,554shares	20,000shares
5	Appropriation of 2022 dividend plan	99.98%	0.01%	0.02%
		114,120,203shares	7,000shares	20,000shares
6	Reducing charter capital due to the repurchase of shares of resigned employees according to ESOP regulations	99.98%	0.00%	0.02%
		114,127,203shares	0shares	20,000shares
7	List of audit firms for financial year 2023	96.67%	0.38%	2.95%
		110,346,019shares	432,600shares	3,368,584shares
8	Amendment and supplement the Company's Charter	99.98%	0.00%	0.02%
		114,127,203shares	0shares	20,000shares

No.	CONTENT	TOTAL SHARES AND VOTING RATES		
		Agree (% shares)	Disagree (% shares)	Abstain (% shares)
9	Remuneration of the Board of Directors and Audit Committee	99.98%	0.00%	0.02%
		114,126,203shares	900shares	20,100shares

C. ISSUES APPROVED BY THE AGM:

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

No	Approved issues	% approved
1	Report of the Board of Directors on the Company's operation	99.98%
2	Report of the Audit Committee in 2022	99.98%
3	Audited Financial Statements in 2022	99.98%
4	Business plan for 2023	98.69%
5	Appropriation of 2022 dividend plan	99.98%
6	Reducing charter capital due to the repurchase of shares of resigned employees according to ESOP regulations	99.98%
7	List of audit firms for financial year 2023	96.67%
8	Amendment and supplement the Company's Charter	99.98%
9	Remuneration of the Board of Directors and Audit Committee	99.98%

D. THE APPROVAL ON THE AGM'S RESOLUTION (At 15:55)

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

The AGM ends at 16:00 on the same day.

SECRETARY OF THE AGM

LE KHA TU

CHAIRMAN



DOAN HONG VIET